

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other independent professional adviser who is duly authorised pursuant to the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all of your ordinary shares in Checkit plc you should pass this document to the purchaser or transferee or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.



Checkit plc

Registered office  
Broers Building  
21 J J Thomson Avenue  
Cambridge  
CB3 0FA

Registered in England and Wales, number: 00448274

## LETTER FROM THE CHAIRMAN

### Checkit plc

Broers Building  
21 J J Thomson Avenue  
Cambridge CB3 0FA

30 April 2025

## To the holders of the Company's ordinary shares

Dear Shareholder

### Letter from the Chairman and Notice of Annual General Meeting

I am writing to you with details of the Annual General Meeting (AGM) of Checkit plc (the "Company"), which will be held at 12 noon on Thursday 5 June 2025 at Fieldfisher LLP, Riverbank House, 2 Swan Lane, London EC4R 3TT. The formal Notice of AGM is set out on page 4 of this document.

The business of the AGM includes the consideration of the 2025 annual report and accounts, approval of the Directors' remuneration report, re-appointment of the auditor and approval of its fees and appointment and re-appointment of Directors. In accordance with the Company's Articles of Association, all Directors are required to submit themselves for re-appointment at regular intervals and all the Directors will be putting themselves forward for re-election at this AGM. I would like to draw your attention to resolution 8, which merits special comment. Further information is provided in the explanatory notes on page 6 of this document.

### Action to be taken

If you are voting by proxy, please send us your vote by completing and submitting your form of proxy online via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufig.com> to be received at least 48 hours before the time of the meeting. Investor Centre is a free app for smartphone and tablet provided by MUFG Corporate Markets (the Company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history, and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.



If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 12 noon on 3 June 2025 to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

A proxy may be appointed by either:

- submitting your instruction electronically via <https://uk.investorcentre.mpms.mufig.com> or the Investor Centre app;
- using the CREST electronic proxy appointment service (for CREST members only);
- institutional investor may appoint a proxy electronically via the Proximity platform; or
- requesting a hard copy form of proxy from our registrar, MUFG Corporate Markets.

Where possible, the Board encourages shareholders to submit their form of proxy electronically.

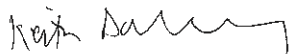
To be valid, your proxy instruction must be received by no later than 12 noon on Tuesday 3 June 2025.

Please remember that if you are the beneficial owner of shares who has been nominated by a registered holder to enjoy information rights, to vote you must contact the registered holder of the shares, i.e. the nominee or custodian who looks after your shares on your behalf.

## Recommendation

Your Directors consider that the proposed resolutions in the Notice of AGM are in the best interests of the Company and shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of each of the resolutions to be proposed at the AGM as the Directors intend to do so in respect of their own beneficial holdings.

Yours faithfully



**Keith Daley**

Non-Executive Chairman

## Checkit plc

Broers Building  
21 J J Thomson Avenue  
Cambridge CB3 0FA

## NOTICE OF ANNUAL GENERAL MEETING

to the members of Checkit plc

Notice is hereby given that the Annual General Meeting (AGM) of Checkit plc (the “Company”) will be held at 12 noon on Thursday 5 June

2025 at Fieldfisher LLP, Riverbank House, 2 Swan Lane, London EC4R 3TT to transact the following business:

### Ordinary business

To consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive the annual accounts of the Company for the financial year ended 31 January 2025 together with the Directors’ and auditor’s reports thereon (the “Annual Report and Accounts”).
2. To receive and approve the Directors’ remuneration report set out on pages 43 to 48 of the Company’s Annual Report and Accounts for the year ended 31 January 2025. This is an advisory vote only.
3. To re-appoint Cooper Parry Group Limited (“Cooper Parry”) as auditor of the Company for the year ending 31 January 2026 to hold office until the conclusion of the next period for appointing an auditor in accordance with the provisions of Part 16 of the Companies Act 2006 and to authorise the Directors to determine the remuneration of the auditor.
4. To re-elect Keith Daley as a Director of the Company.
5. To elect Kristian Shaw as a Director of the Company.
6. To re-elect Christopher Kyte as a Director of the Company.
7. To re-elect Alex Curran as a Director of the Company.

### Special business

To consider and, if thought fit, pass the following resolution which will be proposed as an ordinary resolution:

That, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- 8.1. up to an aggregate nominal amount of £1,800,142 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph 8.2 below in excess of such sum); and
- 8.2. comprising equity securities (as defined in section 560 of the CA 2006) up to an aggregate nominal amount of £3,600,285 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph 8.1 above) in connection with a fully pre-emptive offer:
  - 8.2.1. to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
  - 8.2.2. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,
- 8.3. but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, record dates, legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange.
- 8.4. The authorities conferred on the Directors under paragraphs 8.1 and 8.2 shall, unless renewed, varied or revoked by the Company, expire on 5 September 2026 or, if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
- 8.5. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares or grant rights to subscribe for or convert securities into shares but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.
- 8.6. The Directors have no present intention to exercise the authority conferred by this resolution.

By order of the Board

**Kristian Shaw**

Director and CFO

**Checkit plc**

Broers Building

21 J J Thomson Avenue

Cambridge CB3 0FA

30 April 2025

## EXPLANATORY NOTES

to the Notice of Annual General Meeting

The notes on this page explain the proposed resolutions.

Resolutions 1 to 8 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

## Ordinary resolutions

### Resolution 1 – Receipt of 2025 Annual Report and Accounts

In accordance with the Companies Act 2006, the Directors must present the audited accounts of the Company together with their report and the Independent auditor's report thereon before shareholders each year at a general meeting. Those to be presented at the AGM are in respect of the financial year ended 31 January 2025.

### Resolution 2 – Directors' remuneration report

Shareholders are asked to approve the Directors' remuneration report in the Company's Annual Report and Accounts for the financial year ended 31 January 2025. This resolution is advisory and the Directors' entitlement to receive remuneration is not conditional on it. If the advisory vote is not carried the Remuneration Committee will consult with shareholders before implementing any changes to Directors' remuneration.

### Resolution 3 – Re-appointment of auditor

Resolution 3 proposes the re-appointment of Cooper Parry as the Company's auditor and authorises the Directors to fix their remuneration of the auditor.

### Resolutions 4 to 7 (inclusive) – Appointment and re-appointment of Directors

In line with the Quoted Company Alliance's Corporate Governance Code (the "Code") all Directors retire annually and they offer themselves for re-election at the AGM (to take effect at the conclusion of the AGM). Company law requires that each Director is voted on separately and, accordingly, each Director will be proposed for re-election by a separate resolution. Brief biographical details of all the Directors, including those standing for re-appointment, appear on page 37] of the Annual Report and Accounts.

**Keith Daley** – Appointed to the Board in 2004 and as Chairman in 2008, Keith originally trained as a corporate banker. He is an experienced serial entrepreneur and chairman with a strong sales and marketing focus. He has bought, invested in, managed and sold numerous businesses. Keith transitioned from an Executive Director to a Non-Executive Director in February 2022 and chairs the Checkit Board in a non-executive capacity. He leads on all corporate finance transactions such as acquisitions and disposals.

**Kristian Shaw** – Appointed as Chief Financial Officer in October 2024. Kristian has nearly 20 years of finance experience. After qualifying as a Chartered Accountant in 2005, he spent 14 years working in finance roles in various sectors. He joined Smartspace Software plc in 2019 and, prior to joining Checkit, served as its Chief Financial Officer.

**Christopher Kyte** – Appointed as Chief Executive Officer in July 2021. Kit was previously vice president of digital transformation services specialist Genpact, where he led European sales. His extensive leadership experience includes numerous combat roles as an Army Officer in the Royal Gurkha Rifles, as well as a consistent track record of leadership success in the private sector.

**Alex Curran** – Appointed to the Board in a non-executive capacity in January 2023. Alex is the CEO of Aptitude Software, a global financial software provider that helps complex organisations automate and transform their financial business models. Alex joined Aptitude in 2008 and has held several senior roles, including leading their North American business since July 2019, before becoming CEO in November 2023.

### Resolution 8 – Allotment of shares

1. This resolution deals with the Directors' authority to allot shares and grant rights to subscribe for, or to convert any security into, shares in accordance with section 551 of the CA 2006.
2. This resolution complies with the Investment Association Share Capital Management Guidelines issued in February 2023.
3. If passed, the resolution will authorise the Directors to allot shares and grant rights to subscribe for or convert any security into shares:
  - i. up to an aggregate nominal amount equal to £1,800,142 (representing 36,002,854 ordinary shares of £0.05 each) as reduced by allotment or grant of rights under paragraph 8.2 of the resolution in excess of this amount. This amount (before any reduction) represents approximately one-third of the Company's ordinary share capital as at 31 March 2025, the latest practicable date before publication of this notice; and
  - ii. comprising equity securities in connection with a fully pre-emptive offer only, up to a nominal amount equal to £3,600,285 (representing 72,005,708 ordinary shares of £0.05 each) as reduced by any allotment or grant of rights under paragraph 8.1 of the resolution. This amount represents approximately two-thirds of the Company's ordinary share capital as at 31 March 2025, the latest practicable date before publication of this notice.
4. As at close of business on 31 March 2025, the Company did not hold any treasury shares.

5. The authority granted by this resolution will expire on 5 September 2026 or, if earlier, on the conclusion of next year's annual general meeting.

## NOTES

to the Notice of Annual General Meeting

### Entitlement to attend and vote – but see notes in bold on page 3 of this document

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at the close of business on the day two days prior to the day appointed for holding the AGM or, in the event that the AGM is adjourned, at close of business on the day two days prior to the adjourned meeting shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time.

### Appointment of proxies – but see notes in bold on page 3 of this document

2. If you are a member of the Company at the time set out in Note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM and you should have received a form of proxy with this Notice of AGM. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. Multiple proxies for one shareholder should be returned together in the same envelope.
3. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
4. The Board encourages shareholders to submit their form of proxy electronically via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufg.com>. Investor Centre is a free app for smartphone and tablet provided by MUFG Corporate Markets (the Company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history, and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.



5. If you need help with voting online, or require a paper form of proxy, please contact our registrar, MUFG Corporate Markets, by email at [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com) or telephone the MUFG Corporate Markets shareholder helpline on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00am and 5.30pm, Monday to Friday excluding public holidays in England and Wales.

The Form of Proxy must arrive at MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL during usual business hours accompanied by any power of attorney under which it is executed (if applicable) no later than 12 noon on 3 June 2025 (or in the case of any adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting).

### Appointment of proxies through CREST – but see notes in bold on page 3 of this document

6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message must be transmitted so as to be received by the issuer's agent, MUFG Corporate Markets Group (CREST participant ID: RA10), by no later than 48 hours before the time appointed for the AGM. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsor(s) or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

## Appointment of proxy through Proxymity

7. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 12 noon on 3 June 2025 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

## Appointment of proxy by joint members – but see notes in bold on page 3 of this document

8. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).

## Changing proxy instructions – but see notes in bold on page 3 of this document

9. To change your proxy instructions simply submit a new proxy appointment using the methods set out on page 7. Note that the cut-off time for receipt of proxy appointments (see Note 2) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

## Termination of proxy appointments – but see notes in bold on page 3 of this document

10. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods: by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to MUFG Corporate Markets (address above). In the case of a member which is a corporation, the revocation notice must be executed under its common seal or signed on its behalf by an officer, attorney or other person authorised to sign the same. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

In either case, the revocation notice must be received by MUFG Corporate Markets by 3 June 2025.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.

## Issued shares and total voting rights

11. As at close of business on 31 March 2025 (being the latest practicable date prior to the publication of this document) the Company's issued share capital comprised 108,008,562 ordinary shares of 5 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business on 31 March 2025 is 108,008,562.

## Communication

12. You may not use any electronic address provided either:

- in this Notice of AGM; or
- any related documents (including the Chairman's letter and form of proxy), to communicate with the Company,

for any purposes other than those expressly stated.

## Inspection of documents

13. The following documents will be available for inspection at the registered office of the Company during normal business hours on any weekday (public holidays excepted) from the date of this notice until the date of the AGM, from 12 noon until its conclusion:
  - the constitutional documents of the Company, comprising the Articles of Association;
  - copies of the service contracts of the Executive Directors of the Company; and
  - copies of the letters of appointment of the Non-executive Directors of the Company.

## Form of proxy

14. Checkit plc is committed to reducing paper and improving efficiency in its shareholder communications. We stopped sending paper proxy cards to shareholders in 2021.

15. Submission of a proxy vote shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof.
16. Unless otherwise indicated on the form of proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion or withhold from voting.

A copy of this Notice of AGM can be found on the Company's website: [www.checkit.net](http://www.checkit.net).

## Checkit plc

Registered office  
Broers Building  
21 J J Thomson Avenue  
Cambridge CB3 0FA

Email: [cosec@checkit.net](mailto:cosec@checkit.net)



**Checkit plc**

Registered office

Broers Building, J J Thomson Avenue, Cambridge CB3 0FA, United Kingdom, **t:** +44 (0) 1252 406 340, [www.checkit.net](http://www.checkit.net). Registered in England, number: 448274

