

NOTICE OF ANNUAL GENERAL MEETING



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If you have sold or otherwise transferred all of your Ordinary Shares in Inspiration Healthcare Group plc you should deliver this document and any accompanying documents as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, this document and any accompanying documents should not be sent or transmitted in, or into, any jurisdiction where to do so might constitute a violation of local securities law or regulations. If you have sold or otherwise transferred only part of your holding of your Ordinary Shares, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

Inspiration Healthcare Group plc

(Incorporated and registered in England and Wales with registered number 03587944)

Notice of Annual General Meeting

This document should be read as a whole.

Notice of the Annual General Meeting of the Company to be held at Unit 7/8 Commerce Park, Commerce Way, Croydon, CR0 4YL at 11:30am (UK time) on 27 June 2023 is set out in this document.

You will not automatically receive a hard copy form of proxy for the 2023 AGM in the post. Details of how to appoint a proxy electronically or to request, and complete, a hard copy form of proxy are set out in note 1 of this document. All proxy instructions must be received by the Registrars by no later than 11:30am on 23 June 2023. You are encouraged to return your proxy forms as early as possible prior to the meeting. Voting at the AGM will be conducted by way of a poll rather than on a show of hands. The Board believes a poll is more representative of shareholders' voting intentions because shareholders' votes are counted according to the number of shares held and all votes tendered are taken into account.

Notice is given that the annual general meeting of Inspiration Healthcare Group plc (“the Company”) will be held Unit 7/8 Commerce Park, Commerce Way, Croydon, CR0 4YL at 11:30am (UK time) on 27 June 2023 for the following purposes:

ORDINARY BUSINESS

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

1. To receive and adopt the financial statements of the Company for the financial year ended 31 January 2023 together with the Directors’ and auditors’ reports on those financial statements.
2. To approve the Remuneration Report for the financial year ended 31 January 2023.
3. To re-elect Mark Abrahams as a Director of the Company.
4. To re-elect Neil Campbell as a Director of the Company.
5. To re-elect Brook Nolson as a Director of the Company.
6. To re-elect Bob Beveridge as a Director of the Company.
7. To re-elect Liz Shanahan as a Director of the Company.
8. To reappoint BDO LLP as auditors of the Company to hold office from the conclusion of this meeting to the conclusion of the next meeting at which the accounts are laid before the Company at a remuneration to be determined by the Directors.
9. To declare a final dividend upon the recommendation of the Directors for the financial year ended 31 January 2023 of 0.41p per ordinary share payable on 28 July 2023 to shareholders on the register at the close of business on 30 June 2023.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions, of which resolution 10 will be proposed as an ordinary resolution and resolutions 11 and 12 will be proposed as special resolutions:

10. That the Directors be generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the “Act”), in substitution for all existing authorities to the extent unused, to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £2,274,494, provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting or, if earlier, 27 June 2024, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may allot shares or grant rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.
11. That, subject to the passing of resolution 10 above, the Board of Directors of the Company be empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the general authority conferred by resolution 10 as set out in this Notice of Annual General Meeting, as if section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £682,348 (being ten per cent. of the issued share capital of the Company). Such power shall, unless renewed, varied or revoked by the Company, expire at such time as the general authority conferred on the Directors by resolution 10 above expires, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

12. That the Company be generally and unconditionally authorised pursuant to Article 8(A) of the articles of association of the Company and section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares provided that:
- a. the maximum aggregate number of ordinary shares hereby authorised to be purchased is 10,235,220, representing 15% of the Company's issued ordinary share capital at the date of this notice;
 - b. the minimum price, exclusive of any expenses, which may be paid for an ordinary share is £0.10;
 - c. the maximum price, exclusive of any expenses, which may be paid for any such share is an amount equal to 105% of the average of the closing middle market quotations for an ordinary share taken from the London Stock Exchange AIM All-Share List for the five business days immediately preceding the date on which the purchase is made; and
 - d. unless renewed, varied or revoked by the Company, the authority hereby conferred shall expire at the conclusion of the next annual general meeting or, if earlier, 27 June 2024.

The Company may make a contract for the purchase of ordinary shares under this authority before the expiry of this authority which would or might be executed wholly or partly after the expiry of such authority and may make purchases of ordinary shares in pursuance of such a contract as if such authority had not expired.

BY ORDER OF THE BOARD

Company Secretary: **Charlie Strickland**

Date: 2nd June 2023

Registered office: Unit 2, Satellite Business Village,
Crawley, West Sussex RH10 9NE

NOTES TO THE ANNUAL GENERAL MEETING

1. A member entitled to attend and vote at the 2023 annual general meeting (“AGM”) may appoint one or more proxies (who need not be a member of the Company) to attend and to speak and to vote on his or her behalf whether by show of hands or on a poll. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him. In order to be valid an appointment of proxy (together with any authority under which it is executed or a copy of the authority certified notari ally) must be returned by one of the following methods:
 - online at www.signalshares.com (the “Website”) by following the on-screen instructions, in particular at the “Proxy Voting” link. In order to appoint a proxy using the Website, members will need to log into their Signal Shares account, or register if they have not previously done so. To register members will need to identify themselves with their Investor Code which is detailed on their share certificate or available from the Registrars, Link Group, on Tel: 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 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales; or
 - you may request a hard form of proxy directly from the registrars, Link Group, 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 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. In order for a proxy appointment to be valid a form of proxy must be completed and sent to PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below
 - if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platformand in each case must be received by the Company by no later than 11:30am on 23 June 2023 (or not less than 48 hours before the time of any adjourned meeting).
2. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment thereof by using 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 that appropriate action on their behalf.

In order for a proxy appointment, or instruction, made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited’s (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer’s agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting. 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.

CREST members and where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy instructions. It is therefore 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 voting service provider(s)), to procure that his or her 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 Sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
3. 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. Your proxy must be lodged by 11:30am on 23 June 2023 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.
4. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertified Securities Regulations 2001.
5. 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 withhold from voting.
6. To be entitled to vote by proxy at the AGM (and for the purpose of the determination by the Company of the votes they may cast) Shareholders must be registered in the Register of Members of the Company at 6:00 pm (UK time) on 23 June 2023 or, in the event of any adjournment, at 6:00 pm (not including non-working days) before the time of the adjourned meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the meeting.



Link Group, the company’s registrar, has launched a shareholder app: LinkVote+. It’s free to download and use and gives shareholders the ability to access their records at any time. The app also allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on the Apple App Store and Google Play

