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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 (but not any personalised form of proxy) 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.

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## **INSPIRATION HEALTHCARE GROUP PLC**

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

### **Notice of Annual General Meeting**

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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, England, CR0 4YL at 12:00 pm (UK time) on 24 July 2025 is set out in this document.**

**You will not automatically receive a hard copy form of proxy for the 2025 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 2 of this document. All proxy instructions must be received by the Registrars by no later than 12:00 pm on 22 July 2025. You are encouraged to appoint a proxy 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 at Unit 7/8 Commerce Park, Commerce Way, Croydon, England, CR0 4YL at 12:00 pm (UK time) on 24 July 2025 for the following purposes:**

### **ORDINARY BUSINESS**

To consider and, if thought fit, pass the following resolutions 1 to 10, 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 2025 together with the Directors’ and auditor’s reports on those financial statements.
2. To approve the Remuneration Report for the financial year ended 31 January 2025.
3. To re-elect (Gordon) Roy Davis as a Director of the Company.
4. To re-elect Alan Olby as a Director of the Company.
5. To re-elect Liz Shanahan as a Director of the Company.
6. To re-elect Louise Marie Janssen-Counotte as a Director of the Company.
7. To elect Harout Rafi Stepanian as a Director of the Company.
8. To elect Richard Jones as a Director of the Company.
9. To reappoint BDO LLP as auditor 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.
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 £2,988,779, representing approximately one-third of the current issued share capital of the Company, 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, the date which is 15 months from the date of the passing of the resolution) 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.

### **SPECIAL BUSINESS**

To consider and, if thought fit, pass the following resolutions 11 to 13, which will be proposed as special resolutions:

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 or sell equity securities held as treasury shares 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 or sale of equity securities held as treasury shares, provided that this power shall be limited to the allotment or sale of equity securities up to an aggregate nominal amount of £896,633 (being approximately ten per cent. of the current 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 11 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 13,449,565 representing approximately 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 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, 15 months from the date of this meeting.
- 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.
13. That a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice, provided that the authority for this Resolution shall expire at the conclusion of the next annual general meeting of the Company.

BY ORDER OF THE BOARD

Company Secretary: **Charlie Strickland**

Date: 13 June 2025

Registered office: Unit 7/8 Commerce Park, Commerce Way, Croydon, CR0 4YL

## NOTES TO THE ANNUAL GENERAL MEETING

### ***Entitlement to Attend and Vote at the AGM***

1. The Company specifies that only those members registered on the Company's register of members at 12.00 pm (London time) on 22 July 2025 or, in the event of any adjournment, at the time which is 48 hours before the time of the adjourned meeting, shall be entitled to attend and vote at the meeting.

### ***Proxy voting***

2. A member entitled to attend and vote at the 2025 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 notorially) must be returned by one of the following methods:
  - electronically via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufig.com/>. In order to appoint a proxy using the Investor Centre, members will need to log into their Investor Centre 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, MUFG Corporate Markets, by emailing [shareholderenquiries@cm.mpms.mufig.com](mailto:shareholderenquiries@cm.mpms.mufig.com) or by 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, MUFG Corporate Markets, by email at [shareholderenquiries@cm.mpms.mufig.com](mailto:shareholderenquiries@cm.mpms.mufig.com) or by phone 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, MUFG Corporate Markets, 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 Proximity platform set out below

and in each case must be received by the Company by no later than 12:00 pm on 22 July 2025 (or not less than 48 hours before the time of any adjourned meeting).

3. 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. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufig.com/>.



4. 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.

5. 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.
6. 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 12:00 pm on 22 July 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.
7. 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.
8. 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 12.00 pm on 22 July 2025 or, in the event of any adjournment, at the time which is 48 hours 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.
9. Any shareholder attending the AGM is eligible to ask questions and are requested to submit their questions in advance in order that they can be appropriately responded thereto. Shareholders can also submit questions relating to the business of the AGM by emailing the Company Secretary at [company.secretary@inspiration-healthcare.com](mailto:company.secretary@inspiration-healthcare.com). Shareholders without internet access but who would like to raise a question can do so by writing to the Company Secretary at Unit 7/8 Commerce Park, Commerce Way, Croydon, CR0 4YL before the AGM. The Company will endeavour to provide personal answers directly to each questioner as they are received. The Company reserves the right to not respond if: (a) to do so would interfere

unduly with the preparation for the AGM or involve the disclosure of confidential information or (b) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

10. Under the Company's articles of association, a resolution put to the vote at a general meeting of shareholders must be decided on a show of hands, unless (before, or on the declaration of the result of, the show of hands), a poll is demanded in accordance with the Company's articles of association and subject to applicable laws and regulations. At the AGM, the Chairman will propose that voting on all resolutions will be conducted by way of a poll rather than on a show of hands. The Directors believe 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. Resolutions 1 to 10 (inclusive) are each 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 each resolution. Resolutions 11 to 13 (inclusive) are each proposed as special resolutions. This means that for each of those resolutions to be passed, at least three quarters of the votes cast must be in favour of each resolution.
11. Resolution 13 – The Act requires that annual general meetings must be held on 21 clear days' notice and 14 clear days' notice is required for all other general meetings, unless the shareholders agree to a shorter notice period. The shorter notice must be agreed to by a majority who together hold not less than the requisite percentage in nominal value of the shares giving a right to attend and vote at the meeting (excluding any shares in the company held as treasury shares).
12. On a poll, votes may be given personally or by proxy and each shareholder has one vote for every share held. A person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. In the case of joint holders of a share, the vote of the senior who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand on the register of members in respect of that share.
13. Shareholders and their proxies attending and voting at the AGM in person will be asked to complete a paper poll card to indicate how they wish to cast their votes.



