

Cafédirect plc

Company no SC141496

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held at the Braywick Room, Proxima, 1 Grenfell Road, Maidenhead, SL6 1HN and by webcast at 2pm on Thursday 27 November 2025 for the following purposes:

- (1) To receive the Accounts of the Company for the year ended 31 December 2024 together with the Reports of the Directors and the Auditor of the company.
- (2) To reappoint Monica Middleton and Michael Montalvan Tineo retiring as a Directors in accordance with the Articles of Association of the Company and, being eligible, offer themselves for re-election as a Directors of the Company.
- (3) To indicate satisfaction with the arrangements for determining the pay of executive directors that are the subject of the report by the Remuneration Committee in the Directors' report.
- (4) To re-appoint Crowe UK LLP as Auditor of the Company until the conclusion of the next Annual General Meeting of the Company at which Accounts are laid before the Members and to authorise the Directors to determine the remuneration of the Auditor.

Special Resolution

- (5) To pass as a Special Resolution that the Articles of Association of the Company be amended so that the Board may determine that any general meeting of the Company (including an Annual General Meeting) may be held wholly by electronic means:

(a) by deleting from **Article 37.4.1** the words:

“(however nothing in these regulations authorises or allows a general meeting to be held exclusively on an electronic basis)”;

(b) by deleting from **Article 40** the words:

“partly (but not wholly)”;

If any shareholder has a question they would like to pose to the Board, this should be submitted by 2pm on 25 November 2025.

Date: 5 November 2025

BY ORDER OF THE BOARD

James Wilkinson

SECRETARY

Registered Office:

4th Floor, 115 George Street, Edinburgh EH2 4JN

Explanatory notes

Resolution 2 A third of the directors eligible for retirement by rotation must retire at each AGM. Those directors longest serving since their last re-election retire first. Accordingly Monica Middleton and Michael Tineo Montalvan offer themselves for re-election.

Monica Middleton served as Oikocredit's UK Managing Director until 2019, prior to which she spent 25 years in executive commercial, marketing and advertising positions for corporates such as Dyson Electronics, the BBC, AMV, BBDO and JWT as well as several SMEs. Alongside Cafédirect she serves on the Boards of the Ethical Property Company, UK Women in Social Finance, Liberty Steel Group and Liberty Infrabuild Steel Limited, pulling focus on strategic environmental, social and governance imperatives.

Michael Montalvan Tineo is the General Manager of Cooperativa Agraria Cafetalera La Prosperidad de Chirinos in Peru, having joined in 2014 and progressed through administrative and production roles, taking responsibility for finance before assuming the role of General Manager in 2019. He has more than eleven years of experience working with producer organisations with Fairtrade and Organic certifications and has been connected with Cafédirect since 2014. He also sits on the Board of the Guardian Share Company.

Resolution 3 Executive directors' pay and conditions are set, within policies agreed by the whole Board, by a Remuneration Committee comprised of two non-executive directors – Monica Middleton and John Philips. It is good corporate governance practice to ask shareholders at the AGM to indicate whether they are happy with the arrangements for making decisions about executive pay and the results of those decisions as set out in the Notes to the Accounts. This vote is not binding on directors but provides an indication of shareholders' views so that those views can be reflected in future policy and decisions.

Resolution 5 The Articles currently do not allow for a wholly electronic meeting. It is proposed to allow this in future in order to maximise the accessibility and attendance by shareholders whilst limiting excess spend on external venues and arrangements.