

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at 11.30 a.m. on 10 June 2021 at The Barn, Hobbs Hole Farm, Ledwell Road, Great Tew, OX7 4DN, UK to consider and, if thought fit, pass the following resolutions.

Ordinary Resolutions

1. To receive the audited accounts of the Company for the year ended 31 December 2020, together with the Directors' report and the auditor's report on those annual accounts.
2. To re-elect Mr Richard Last, who retires by rotation in accordance with the Company's articles of association, as a Director of the Company.
3. To re-elect Mr Peter George, who retires by rotation in accordance with the Company's articles of association, as a Director of the Company.
4. To re-elect Mr Ashley Stephenson, who retires by rotation in accordance with the Company's articles of association, as a Director of the Company.
5. To re-appoint BDO LLP as auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next annual general meeting at which accounts are laid before the Company.
6. To authorise the Directors to determine the remuneration of the auditors.
7. **THAT** in substitution for all existing and unexercised authorities and powers granted to the Directors prior to the date of this resolution in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares of the Company (such shares and rights to subscribe for or to convert any security into shares of the Company being "relevant securities") up to a maximum nominal amount of £1,649,507.68 on such terms and conditions as the Directors may determine provided that, unless previously revoked, varied or extended, this authority shall expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

Special Resolutions

8. **THAT** in substitution for all existing and unexercised authorities and powers granted to the Directors prior to the date of this resolution in accordance with section 570(1) of the Act and subject to and conditional on the passing of resolution 7, the Directors be and are hereby empowered to allot equity securities (as defined in section 560(1) of the Act) of the Company for cash, pursuant to the authority of the Directors under section 551 of the Act conferred by resolution 7 above, and/or by way of a sale of treasury shares for cash (by virtue of section 573 of the Act), in each case as if section 561(1) of the Act did not apply to such allotment, provided that this power shall be limited to:
 - a) the allotment of equity securities in connection with an offer by way of a rights issue or an offer of equity securities open for acceptance for a period fixed by the Directors (i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings and (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - b) the allotment and/or sale of treasury shares for cash (otherwise than pursuant to resolution 8(a) above) of equity securities up to a maximum nominal amount of £494,852.30

and that, unless previously revoked, varied or extended, this power shall expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of such an offer or agreement as if this power had not expired.

Notice of Annual General Meeting continued

9. **THAT** the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (as defined in section 693(4) of the Act) on a recognised investment exchange (as defined in section 693(5) of the Act) of ordinary shares of £0.01 each in the capital of the Company ("Ordinary Shares") and to hold such shares as treasury shares (as defined in section 724(3) of the Act) and/or on such terms and in such manner as the Directors may from time to time determine provided that:
- c) this authority shall be limited to the purchase of Ordinary Shares up to a maximum aggregate nominal value equal to £494,852.30 representing approximately 10% of the nominal value of the current issued ordinary share capital of the Company;
 - d) the minimum price which may be paid for such Ordinary Shares is £0.01 (exclusive of expenses);
 - e) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall not be more than 5% above the average middle market quotations for an Ordinary Share on the relevant recognised investment exchange on which Ordinary Shares are traded for the five business days immediately preceding the date on which the Ordinary Share is purchased;
 - f) unless previously revoked, varied or extended, the authority hereby conferred shall expire at the earlier of the date which is 15 months from the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company; and
 - g) the Company may make a contract or contracts to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.

BY ORDER OF THE BOARD

Duncan Swallow

Company Secretary
Date: 27 April 2021

Registered Office:

St Mary's Court The Broadway
Amersham
Buckinghamshire
HP7 0UT

The following notes explain your general rights as a shareholder and your rights to attend and vote at the Annual General Meeting or to appoint someone else to vote on your behalf:

Notes:

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those members registered in the register of members of the Company as at Close of Business on 8 June 2021 (or if the AGM is adjourned, on the day which is two business days before the time fixed for the adjourned AGM) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM.
 2. Information regarding the annual general meeting, including information required by section 311A of the Act, is available from www.corero.com/who-we-are/investor-relations/shareholder-information.
 3. **You should not attend the AGM in person in light of current and anticipated restrictions on gatherings of people and the rules around social distancing which have been imposed in response to the COVID-19 pandemic.** Shareholders who intend to attend the AGM in person in breach of any applicable COVID-19 restrictions which are in place on the date of the AGM will not be admitted. If the restrictions on gatherings and social distancing are relaxed or lifted by the British Government prior to the date of the AGM, the Company will notify Shareholders of any resulting change which may effect the ability of Shareholders to attend the AGM on its website at www.corero.com/who-we-are/investor-relations/shareholder-information.
 4. If, prior to the date of the AGM, you are permitted to attend the AGM in person, you should make sure that you arrive at the venue for the AGM in good time before the commencement of the meeting. You may be asked to pre-register and/or to prove your identity in order to gain admission. Please check the Company's website before attending the AGM for any updates regarding attendance and any new restrictions that may be imposed in light of COVID-19.
 5. Given the current restrictions on attendance in person, Shareholders are encouraged to appoint the chairman of the AGM as their proxy rather than a named person who will not as at the date of this document be permitted to attend the physical meeting. Shareholders are further asked to appoint the chairman of the meeting as their proxy electronically where possible. For further information on how to appoint a proxy electronically, please see Notes 6 to 9 (inclusive) below. As outlined in Note 3 above, if the restrictions on gatherings and social distancing are relaxed or lifted by the British Government prior to the date of the AGM, the Company will notify Shareholders of any resulting change which may effect the ability of Shareholders to attend the AGM on its website at www.corero.com/who-we-are/investor-relations/shareholder-information.
 6. A member who is entitled to attend, speak and vote at the AGM may appoint a proxy to attend, speak and vote instead of him. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A proxy need not be a member of the Company but must attend the AGM in order to represent you. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed. Appointing a proxy will not prevent a member from attending in person and voting at the AGM (although voting in person at the AGM will terminate the proxy appointment). **However, as it may not be possible for any person who is not the chairman to attend the AGM we strongly suggest you appoint the chairman of the AGM as your proxy.** You can only appoint a proxy using the procedures set out in these Notes.
 7. For the 2021 AGM Shareholders can vote electronically, either at www.signalshares.com, or via CREST where shares are held in CREST. Shareholders can vote either by:
 - (a) logging on to www.signalshares.com using the investor number which is on your share certificate and following the instructions ("**Electronic Filing**");
 - (b) requesting a hard copy form of proxy ("**Form of Proxy**") directly from the Company's Registrars, Link Asset Services Limited ("**Registrars**"), by telephoning 0371 664 0391 if calling from the United Kingdom, or +44 (0) 371 664 0391 if calling from outside of the United Kingdom, or email Linkatshareholderenquiries@linkgroup.co.uk. Calls will be charged at local rate. Calls outside the United Kingdom will be charged at the applicable international rate. The lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales.
- or
- (c) in the case of CREST members who hold shares in uncertificated form, utilizing the CREST electronic proxy appointment service in accordance with the procedures set out below ("**CREST Proxy Instruction**").
- Shareholders are requested to vote as soon as possible, but in any event, to be valid, so as to be received by the Registrars no later than 11:30 a.m. on 8 June 2021. Hard copy Forms of Proxy and any authority under which it is executed (or a notorially certified copy of such authority) must be returned to the Registrars, Link Asset Services Limited, at PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held at 11.30 a.m. on 10 June 2021 and any adjournment(s) 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 should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.
- In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Link Asset Services (CREST Participant ID: RA10), no later than 11.30 a.m. on 8 June 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company'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 sponsor or voting service provider should note that Euroclear UK & Ireland Limited 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 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, to procure that his CREST sponsor or voting service provider takes) 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 or voting service provider 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.
9. If you return more than one proxy appointment in respect of the same Ordinary Share, either by paper or electronic communication (Electronic Filing or CREST Proxy Instruction), the appointment received last by the Registrars before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all Shareholders and those who use them will not be disadvantaged.
 10. In the case of joint holders of shares, the vote of the first named in the register of members who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.
 11. A member that is a company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it. This can be done in one of two ways: either by the appointment of a proxy (described in Notes 6 to 9 (inclusive) above) or of a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's articles of association and the relevant provision of the Act along with any restrictions on attendance at the AGM imposed as a result of the stay at home measures given the current COVID-19 pandemic (see Note 3 above for further information).
 12. The following documents are available for inspection (subject to any restrictions in place as a result of COVID-19 pandemic) at registered office of the Company during usual business hours on any weekday (Saturday, Sunday or public holidays excluded) from the date of this notice until the conclusion of the AGM and will also be available for inspection at the place of the Annual General Meeting from 9.00 a.m. on the day of the Annual General Meeting until its conclusion:
 - a) copies of the Executive Directors' service contracts with the Company and any of its subsidiary undertakings;
 - b) letters of appointment of the Non-Executive Directors; and
 - c) the Company's existing articles of association, a copy of the articles of association.



Registered Office

St Mary's Court
The Broadway
Amersham

Buckinghamshire
HP7 0UT

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