

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser in your jurisdiction.**

If you sell or transfer or have sold or otherwise transferred all of your Existing Ordinary Shares before 6.30 p.m. on 22 July 2026, please send this document, 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, these documents should not be forwarded or transmitted into any jurisdiction where such act would constitute a violation of the relevant laws of such jurisdiction. If you have sold or transferred only part of your holding of Existing Ordinary Shares, you should retain these documents and consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

This document does not constitute a prospectus, nor does it constitute an AIM admission document drawn up in accordance with the POATR and the AIM Rules, respectively. This document does not constitute or form part of any offer or invitation to sell or issue, or a solicitation of any offer to acquire, purchase or subscribe for, Ordinary Shares.

The Directors, whose names and functions appear on page 7 of this Circular, accept responsibility (both individually and collectively) for the information contained in this Circular (including any expressions of opinion). To the best of the knowledge and belief of the Directors (each of which has taken reasonable care to ensure that such is the case), the information contained in this Circular is in accordance with the facts and does not omit anything likely to affect the import of such information.

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# Cirata plc

*(incorporated in Jersey under the Companies (Jersey) Law 1991 with registered number 110497)*

**Proposed Placing of and Subscription for 34,155,349 new Ordinary Shares  
to raise approximately £5.1 million**

**Proposed Retail Offer of 2,155,622 new Ordinary Shares  
to raise approximately £0.32 million**

and

**Notice of General Meeting**

***Nominated Adviser, Joint Broker  
and Joint Bookrunner***

**STIFEL**

***Joint Broker and  
Joint Bookrunner***

**PANMURE  
LIBERUM**

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**This document should be read as a whole. Your attention is drawn to the letter from the Chair of the Company set out in Part I of this Circular explaining the background to, and reasons for, the Fundraising and the recommendation by the Directors to the Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting, referred to below.**

The Existing Ordinary Shares are admitted to trading on AIM. AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the FCA. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Application will be made for the Fundraising Shares to be admitted to trading on AIM, a market operated by the London Stock Exchange. It is expected that Admission will become effective and that dealings will commence in the Fundraising Shares at 8.00 a.m. on 28 July 2026. The Fundraising Shares will be issued free of expenses and will, on issue, rank *pari passu* in all respects with the Existing Ordinary Shares in issue, including the right to receive all dividends and distributions declared, made or paid after the date of issue.

**Notice of a General Meeting of the Company, to be held at the offices of Brown Rudnick LLP at 8 Clifford Street, London, W1S 2LQ at 11.00 a.m. on 24 July 2026, is set out at the end of this document. Shareholders are requested to vote as soon as possible and, in any event, to be valid so as to be received by the Company's registrars, MUFG Corporate Markets, by not later than 11.00 a.m. on 22 July 2026.**

A copy of this document will be made available on the Company's website at [www.cirata.com](http://www.cirata.com) in accordance with the requirements of Rule 26 of the AIM Rules. The contents of the Company's website or any website directly or indirectly linked to the Company's website do not form part of this document.

The distribution of this Circular in or into jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any other jurisdiction should inform themselves about, and observe, such restrictions. Any failure to comply with the applicable restrictions may constitute a violation of the laws of such jurisdiction. This document does not constitute an offer or invitation to purchase or subscribe for any securities or a solicitation of an offer to buy any securities pursuant to this document or otherwise in any jurisdiction in which such offer or solicitation is unlawful. For the avoidance of doubt, such restricted jurisdictions include, but are not limited to, the United States, Australia, Canada, Japan, New Zealand and the Republic of South Africa. This document has been prepared to comply with English law and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws of jurisdictions outside the United Kingdom. No person should construe the contents of this document as legal, tax or financial advice and recipients of this document should consult their own advisers as to the matters described in this document.

The Fundraising Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or with any securities regulatory authority of any state or other jurisdiction of the US and may not be offered or sold within the US or to, or for the account or benefit of, any US Person (as that term is defined in Regulation S under the US Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and such other applicable state securities laws. Accordingly, the Fundraising Shares may be offered and sold only (i) to (x) "qualified institutional buyers", as defined in rule 144a of the Securities Act or (y) "accredited investors", as defined in rule 501(a) of Regulation D of the Securities Act, in each case in reliance on an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act, or (ii) outside of the United States in reliance upon Regulation S under the Securities Act to non-US Persons in offshore transactions. The Company has not been registered and will not be registered under the United States Investment Company Act of 1940, as amended.

The relevant clearances have not been, and will not be, obtained from the securities commission of any province or territory of Canada and no registration statement has been, or will be, filed with the Japanese Ministry of Finance in relation to the Fundraising. Accordingly, subject to certain exceptions, the Fundraising Shares may not, directly or indirectly, be offered or sold in or into the US, Canada, Australia, the Republic of South Africa or Japan or to any resident of Canada, Australia, the Republic of South Africa or Japan. Any prospective purchaser of Fundraising Shares is recommended to seek their own independent professional advice.

The Fundraising Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any other regulatory authority in the United States, nor have any of the foregoing authorities passed on or endorsed the merits of the offering of Fundraising Shares nor have they approved this document or the accuracy or adequacy of the information contained in this document. Any representation to the contrary is a criminal offence in the United States.

Stifel, which is authorised and regulated in the United Kingdom by the FCA and is a member of the London Stock Exchange, is acting as nominated adviser and joint broker to the Company and for no one else in connection with the Fundraising and Admission and accordingly will not be responsible to any person other than the Company for providing the protections afforded to customers of Stifel or for providing advice in relation to such matters. Stifel's responsibilities as the Company's nominated adviser under the AIM Rules are owed solely to the London Stock Exchange and are not owed to the Company or to any director of the Company or to any other person. No representation or warranty, express or implied, is made or deemed to be made by Stifel or any of its directors as to any of the contents of this document and Stifel has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Stifel for the accuracy of any information or opinions contained in this document or for the omission of any information.

Panmure Liberum, which is authorised and regulated in the United Kingdom by the FCA and is a member of the London Stock Exchange, is acting as joint broker to the Company and for no one else in connection with the Fundraising and Admission and accordingly will not be responsible to any person other than the Company for providing the protections afforded to customers of Panmure Liberum or for providing advice in relation to such matters. No representation or warranty, expressed or implied, is made or deemed to be made by Panmure Liberum or any of its directors as to any of the contents of this document and Panmure Liberum has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Panmure Liberum or the accuracy of any information or opinions contained in this document or for the omission of any information.

### **Forward-looking statements**

This document contains statements about the Company that may be deemed to be "forward-looking statements". All statements, other than statements of historical facts, included in this document may be forward-looking statements. Without limitation, any statements preceded or followed by, or that include, the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "should", "anticipates", "estimates", "projects", or words or terms of similar substance or the negative thereof, are forward-looking statements. Forward-looking statements may include, without limitation, statements relating to future capital expenditures, expenses, revenues, earnings, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects, etc. These forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors which may cause the actual result, performance or achievements of any person, or industry, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future. Investors should not place undue reliance on such

forward-looking statements and, save as is required by law or regulation (including to meet the requirements of the AIM Rules, the Takeover Code, the POATR, the PRM and/or FSMA), the Company does not undertake any obligation to update publicly or revise any forward-looking statements (including to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based). All subsequent oral or written forward-looking statements attributed to the Company or any persons acting on its behalf are expressly qualified in their entirety by the cautionary statement above. All forward-looking statements contained in this document are based on information available to the Directors at the date of this document, unless some other time is specified in relation to them, and the posting or receipt of this document shall not give rise to any implication that there has been no change in the facts set forth herein since such date.

### **Information to Distributors**

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures, each as they form part of the law of England and Wales by virtue of EUWA (together, the "**Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the Product Governance Requirements) may otherwise have with respect thereto, the Fundraising Shares have been subject to a product approval process, which has determined that the Fundraising Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Fundraising Shares may decline and investors could lose all or part of their investment; the Fundraising Shares offer no guaranteed income and no capital protection; and an investment in the Fundraising Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Fundraising. Furthermore, it is noted that, notwithstanding the Target Market Assessment, Stifel and Panmure Liberum will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or company of investors to invest in, or purchase, or take any other action whatsoever with respect to the Fundraising Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Fundraising Shares and determining appropriate distribution channels.

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	2026
Announcement of the Fundraising	25 June
Announcement of the results of the Placing and the Subscription	26 June
Announcement of the result of the Retail Offer	29 June
Posting and publication of the Circular	29 June
<b>Latest time and date for receipt of proxy appointments for the General Meeting</b>	<b>11.00 a.m. on 22 July</b>
Voting record time	6.30 p.m. on 22 July
<b>General Meeting</b>	<b>11.00 a.m. on 24 July</b>
Announcement of the result of the General Meeting	24 July
Admission effective and dealings in the Fundraising Shares expected to commence on AIM	8.00 a.m. on 28 July
CREST accounts credited in respect of the Fundraising Shares to be held in uncertificated form (subject to Admission)	28 July
Where applicable, expected date for dispatch of definitive share certificates for Fundraising Shares to be held in certificated form	within 10 Business Days following Admission

*Each of the times and dates refer to London (UK) time and are subject to change by the Company (with the agreement of Stifel and Panmure Liberum), in which case details of the new times and dates will be notified to the London Stock Exchange and the Company will, if appropriate, make an announcement through a Regulatory Information Service. Certain of the events in the above timetable are conditional upon, inter alia, the approval of the Resolutions to be proposed at the General Meeting.*

*References to times in this document are to London (UK) time.*

## FUNDRAISING STATISTICS

Number of Existing Ordinary Shares in issue (Pre-Fundraising)	126,448,655
Closing Price <sup>1</sup>	18.5 pence
<b>Issue Price</b>	<b>15.0 pence</b>
Premium/Discount to the Closing Price <sup>1</sup>	18.9 per cent.
Number of Placing Shares	17,795,610
Gross proceeds of the Placing	c.£2.7 million
Number of Subscription Shares	16,359,739
Gross proceeds of the Subscription	c.£2.5 million
Number of Retail Offer Shares (via the RetailBook Platform)	2,155,622
Gross proceeds of the Retail Offer	c.£0.32 million
<b>Gross proceeds of the Fundraising</b>	<b>c.£5.4 million</b>
Total number of Fundraising Shares	36,310,971
<b>Enlarged Share Capital on Admission</b>	<b>162,759,626</b>
Fundraising Shares as % of Enlarged Share Capital	22.3 per cent.
Estimated Net Proceeds of the Fundraising (after expenses)	c.£4.9 million
<b>ISIN of the Ordinary Shares</b>	<b>JE00B6Y3DV84</b>
<b>SEDOL of the Ordinary Shares</b>	<b>B6Y3DV8</b>

<sup>1</sup> Closing Price on 24 June 2026 (being the latest practicable date before the announcement of the Fundraising).

## DIRECTORS, COMPANY SECRETARY AND ADVISERS

<b>Directors</b>	Kenneth Lever ( <i>Non-executive Chair</i> ) Stephen Kelly ( <i>Chief Executive Officer</i> ) Amanda Jobbins ( <i>Non-executive Director</i> ) Chris Baker ( <i>Non-executive Director</i> ) Eric Collins ( <i>Non-executive Director</i> ) Sarah Rolls ( <i>Non-executive Director</i> )
<b>Company Secretary</b>	Ben Harber
<b>Registered Office</b>	First Floor Osprey House 5-7 Old Street St Helier Jersey JE2 3RG
<b>Nominated Adviser, Joint Broker and Joint Bookrunner</b>	<b>Stifel Nicolaus Europe Limited</b> 150 Cheapside London EC2V 6ET
<b>Joint Broker and Joint Bookrunner</b>	<b>Panmure Liberum Limited</b> 25 Ropemaker Street London EC2Y 9LY
<b>Solicitors to the Company</b>	<b>Brown Rudnick LLP</b> 8 Clifford Street London W1S 2LQ
<b>Solicitors to the Nominated Adviser and Joint Bookrunners</b>	<b>Squire Patton Boggs (UK) LLP</b> 60 London Wall London EC2M 5TQ
<b>Registrar</b>	<b>MUFG Corporate Markets</b> Central Square 29 Wellington Street Leeds LS1 4DL

## DEFINITIONS

The following definitions apply throughout this document (including the Notice of General Meeting) unless the context requires otherwise:

<b>“ABB”</b>	the accelerated bookbuild process
<b>“Admission”</b>	the admission of the Fundraising Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules
<b>“AIM”</b>	the AIM market of the London Stock Exchange
<b>“AIM Rules”</b>	the AIM Rules for Companies or, as applicable, the AIM Rules for Nominated Advisers, published by the London Stock Exchange, as amended from time to time
<b>“Articles”</b>	the articles of association of the Company as amended on 28 July 2020
<b>“Business Day”</b>	any day on which banks are generally open in England and Wales for the transaction of business, other than a Saturday, Sunday or public holiday
<b>“certificated form” or “in certificated form”</b>	an ordinary share recorded on a company’s share register as being held in certificated form (namely, not in CREST)
<b>“Circular” or “this document”</b>	this document, posted to Shareholders on 29 June 2026
<b>“Closing Price”</b>	18.5 pence, representing the closing middle market quotation of an Ordinary Share as derived from the Daily Official List of the London Stock Exchange on 24 June 2026
<b>“Company” or “Cirata”</b>	Cirata plc, incorporated in Jersey under registered number 110497
<b>“CREST”</b>	the relevant system (as defined in the CREST Regulations) for paperless settlement of share transfers and holding shares in uncertificated form, in respect of which Euroclear UK & International is the operator
<b>“CREST Manual”</b>	the rules governing the operation of CREST as published by Euroclear
<b>“CREST member”</b>	a person who has been admitted by Euroclear as a system member (as defined in the CREST Regulations)
<b>“Directors” or “Board”</b>	the directors of the Company as at the date of this document
<b>“Disclosure, Guidance and Transparency Rules”</b>	the disclosure, guidance and transparency rules made by the FCA under Part V of the FSMA from time to time
<b>“EIS”</b>	the Enterprise Investment Scheme, as set out in Part 5 of the Income Tax Act 2007 and Schedule 5B to the Taxation of Chargeable Gains Act 1992
<b>“EIS/VCT Shares”</b>	has the meaning given in paragraph 7 of Part I of this document
<b>“Enlarged Share Capital”</b>	the expected issued ordinary share capital of the Company immediately following completion of the Fundraising
<b>“Euroclear”</b>	Euroclear UK & International Limited, the operator of CREST

<b>“EUWA”</b>	European Union (Withdrawal) Act 2018 (as amended)
<b>“Existing Ordinary Shares”</b>	the 126,448,655 Ordinary Shares in issue in the capital of the Company as at the date of this document, all admitted to trading on AIM
<b>“FCA”</b>	the UK Financial Conduct Authority
<b>“FSMA”</b>	Financial Services and Markets Act 2000, as amended
<b>“Fundraising”</b>	together, the Placing, the Subscription and the Retail Offer
<b>“Fundraising Shares”</b>	together, the Placing Shares, the Subscription Shares and the Retail Offer Shares
<b>“General Meeting”</b>	the general meeting of the Company to be held at the offices of Brown Rudnick LLP, 8 Clifford Street, London, W1S 2LQ at 11.00 a.m. on 24 July 2026
<b>“Group”</b>	the Company and its wholly owned subsidiaries
<b>“Issue Price”</b>	15.0 pence per New Ordinary Share
<b>“Joint Bookrunners”</b>	together, Stifel and Panmure Liberum
<b>“London Stock Exchange”</b>	London Stock Exchange Group plc
<b>“Net Proceeds”</b>	The proceeds of the fundraising net of transaction costs, approximately £4.9 million (c.\$6.4 million)
<b>“Notice of General Meeting”</b>	the notice convening the General Meeting, which is set out at the end of this document
<b>“Ordinary Shares”</b>	ordinary shares of 10 pence each in the capital of the Company
<b>“Panmure Liberum”</b>	Panmure Liberum Limited, incorporated with company number 04915201, the Company’s joint broker and joint bookrunner in relation to the Placing
<b>“Placing”</b>	the conditional placing of the Placing Shares by way of ABB at the Issue Price by Stifel and Panmure Liberum as described in this document
<b>“Placing Agreement”</b>	the conditional placing agreement dated 25 June 2026 between Stifel, Panmure Liberum and the Company
<b>“Placing Shares”</b>	the 17,795,610 new Ordinary Shares that are the subject of the Placing
<b>“POATR”</b>	The Public Offers and Admissions to Trading Regulations 2024/105 (as amended from time to time);
<b>“PRM”</b>	The Prospectus Regulation: Admissions to Trading on a Regulated Market sourcebook of the FCA (as amended from time to time);
<b>“Registrar”</b>	MUFG Corporate Markets, the Company’s registrar
<b>“Regulatory Information Service”</b>	a service approved by the FCA for the distribution to the public of regulatory announcements

<b>“Resolutions”</b>	the resolutions to be proposed at the General Meeting, each being a <b>“Resolution”</b>
<b>“RetailBook Platform”</b>	the online capital markets platform operated by Retail Book Limited, via which the Retail Offer is being conducted
<b>“Retail Offer”</b>	proposed conditional retail offer to Shareholders via the RetailBook Platform to raise £0.32 million (before expenses) at the Issue Price
<b>“Retail Offer Shares”</b>	2,155,622 new Ordinary Shares to be issued and allotted pursuant to the terms of the Retail Offer
<b>“Shareholders”</b>	the holders of Ordinary Shares from time to time
<b>“Stifel” or “Nominated Adviser”</b>	Stifel Nicolaus Europe Limited, in its capacity as the Company’s nominated adviser and separately as joint broker and joint bookrunner in relation to the Placing
<b>“Subscription”</b>	the subscription by the subscribers for the Subscription Shares at the Issue Price
<b>“Subscription Agreements”</b>	the subscription agreements for the Subscription Shares between the Company and the subscribers
<b>“Subscription Shares”</b>	the 16,359,739 new Ordinary Shares to be issued and allotted pursuant to the Subscription
<b>“uncertificated” or “in uncertificated form”</b>	an ordinary share held in uncertificated form in CREST, transferable via the Uncertificated Securities Regulations 2001
<b>“United Kingdom” or “UK”</b>	The United Kingdom of Great Britain and Northern Ireland
<b>“VCT”</b>	a venture capital trust, being a company approved as a venture capital trust by HM Revenue & Customs under section 274 of the Income Tax Act 2007
<b>“VCT Scheme”</b>	the venture capital trust scheme constituted by Part 6 of the Income Tax Act 2007, pursuant to which approved venture capital trusts (and their investors) may be entitled to certain tax reliefs
<b>“£”, “pounds”, “sterling”, “pence” or “p”</b>	the lawful currency of the United Kingdom

## PART I

### LETTER FROM THE CHAIR OF CIRATA PLC

(incorporated in Jersey under the Companies (Jersey) Law 1991 with registered number 110497)

*Directors:*

Kenneth Lever (*Non-executive Chair*)  
Stephen Kelly (*Chief Executive Officer*)  
Amanda Jobbins (*Non-executive Director*)  
Chris Baker (*Non-executive Director*)  
Eric Collins (*Non-executive Director*)  
Sarah Rolls (*Non-executive Director*)

*Registered Office:*

First Floor  
Osprey House  
5-7 Old Street  
St Helier  
Jersey  
JE2 3RG

*To Shareholders and, for information purposes only, holders of options over Ordinary Shares*

**Proposed Placing of and Subscription for 34,155,349 new Ordinary Shares  
to raise approximately £5.1 million**

**Proposed Retail Offer of 2,155,622 new Ordinary Shares to raise approximately £0.32 million**

**and**

**Notice of General Meeting**

Dear Shareholders,

#### **1. Introduction**

The Company announced on 26 June 2026 that it had conditionally raised gross proceeds of approximately £5.1 million (c.\$6.7 million) (before expenses) through the Placing of 17,795,610 Placing Shares to new and existing institutional and other investors and through the Subscription of 16,359,739 Subscription Shares by certain persons resident in the US, certain of the Directors and senior employees. Both the Placing and the Subscription are being undertaken at the Issue Price of 15.0 pence per New Ordinary Share.

In addition to the Placing and Subscription, a separate announcement was made by the Company on 25 June 2026 regarding a conditional Retail Offer via the RetailBook Platform to raise up to £0.38 million (c.\$0.5 million) (before expenses) at the Issue Price, to provide new and existing retail investors with an opportunity to participate in the Retail Offer. Those investors who subscribed for new Ordinary Shares pursuant to the Retail Offer, did so pursuant to the terms and conditions of the Retail Offer contained in the announcement made on 25 June 2026. The Retail Offer closed at 8.00 a.m. on 29 June 2026 and as announced by the Company that day, 2,155,622 Retail Offer Shares were applied for at the Issue Price of 15.0 pence per Retail Offer Share, raising approximately £0.32 million (before expenses) for the Company.

The Issue Price of 15.0 pence per New Ordinary Share represents a discount of 18.9 per cent. to the Closing Price on 24 June 2026 (being the last practicable date prior to the date of the announcement of the Fundraising).

The Fundraising is conditional on, *inter alia*, the passing of Resolutions 1 and 3 by Shareholders at the General Meeting, notice of which is set out at the end of this document, and Admission.

Further details on, *inter alia*, the rationale for the Fundraising is set out in paragraph 2 of this Part I.

It is expected that Admission of the Fundraising Shares to trading on AIM is expected to occur no later than 8.00 a.m. on 28 July 2026.

The purpose of this letter is to: (i) outline the reasons for, and to explain the terms of, the Fundraising; (ii) to explain why the Board considers the Fundraising to be in the best interests of the Company and Shareholders as a whole; and (iii) to seek your approval for the Resolutions at the forthcoming General

Meeting, to be held at the offices of Brown Rudnick LLP, 8 Clifford Street, London, W1S 2LQ on 24 July 2026 at 11.00 a.m.

## **2. Background to and reasons for the Fundraising**

### ***Overview of the Proposed Fundraising***

Cirata has conditionally raised gross proceeds of approximately £5.4 million (c.\$7.2 million) via the Fundraising. This strategic capital injection is intended to underpin the Company's transition from its successful recovery phase into a period of sustainable growth, providing the necessary balance sheet strength and stability to accelerate pipeline conversion and scale its next-generation product, Cirata Symphony. The Board believes that this capital will provide the strengthened foundation for management to focus on new logo acquisition and commercial expansion, removing the constraints of historical liquidity concerns.

The Fundraising represents the culmination of a rigorous three-phase strategic roadmap – Rescue (FY23), Recovery & Rebuild (FY24), and Growth (FY25 and beyond) which was initiated following the appointment of a new management team and Board in Q2 FY23. Over the past two years, the Company has executed a comprehensive operational restructuring designed to de-risk the business and focus resources on its core growth driver being the Data Integration (“DI”) business following the divestment of its DevOps assets in FY25. Significant milestones achieved during this period include an approximately 70 per cent. reduction in the Company's cost base, resulting in a sustainable annualized cash overhead run rate of \$12-13 million as it entered FY26. Furthermore, the Company successfully reached a resolution with the FCA in November 2025, which closed its investigation into the Company with no further action taken, effectively removing a major historical regulatory concern.

The Company's ability to execute this complex turnaround and pivot towards growth is anchored by a deeply experienced Board and leadership team, positioning Cirata well for growth.

### ***Commercial Momentum and Record Financial Performance***

The strategic foundation established by the Board paved the way for a period of record-breaking commercial performance in FY25, validating the Company's “Go-to-Market” and “Expansion” models with blue-chip enterprise customers. For the full year FY25, total bookings increased by 96 per cent. year-on-year to \$13.9 million, driven primarily by 181 per cent. growth in DI bookings, which reached \$13.2 million – the Company's strongest DI performance since 2017. Total revenue grew by 77 per cent. to \$13.6 million, while DI revenue alone rose by 157 per cent. to \$11.9 million. This commercial uplift, combined with disciplined cost management, resulted in a 74 per cent. improvement in adjusted EBITDA losses, which fell to \$3.8 million compared to \$14.4 million in the prior year, paving the way for the Company's pathway to sustainable cash-flow break-even and profitability.

The momentum was particularly evident in Q4 FY25, which delivered \$9.8 million in DI bookings, marking the strongest quarter in the Company's history and significant year-on-year progress represented by 326 per cent. growth compared to Q4 FY24. This quarter included the largest OEM deal in Cirata's history – a \$6.7 million contract conducted via the IBM Big Replicate partnership with a top U.S. bank, alongside a \$3.1 million direct deal with a major U.S. insurer. These multi-year enterprise contracts demonstrate the critical nature of Cirata's technology in supporting large-scale data synchronization, disaster recovery, data modernization and AI/Analytics strategies for highly regulated Global 2000 organizations.

Furthermore, the Company's go-to-market strategy has been restructured to balance high-leverage indirect partnerships with targeted direct sales. Approximately 43 per cent. of the pipeline for the next four quarters is co-sourced with IBM, utilizing the white-labelled “Cirata Symphony for IBM Big Replicate” solution. Simultaneously, the direct sales team is focusing on Global 2000 accounts using the rigorous 6-stage MEDDPIC sales methodology. The total new logo pipeline currently stands at approximately \$21 million annual contract value (“ACV”) (or \$40 million total contract value), which represents a pipeline increase of approximately 40 per cent. from January to April 2026.

### ***Market Opportunity and Cirata Symphony***

Cirata's competitive advantage is backed by 15 years of data engineering expertise and a strong intellectual property portfolio consisting of 127 issued patents and 18 pending applications. This technology has enabled

the movement and management of over 300 petabytes of data to date. Cirata believes that it is at the epicentre of a global big data explosion. Our core value proposition is simple yet mission-critical: we enable the continuous movement and management of petabyte-scale data with zero downtime and zero data loss. The directors believe that the launch of Cirata Symphony in September 2025 represents the next generation of this technology, shifting the value proposition from simple data synchronization to real-time orchestration. Symphony is an “Iceberg-native” and cloud-neutral unified fabric that enables AI-ready data infrastructure across all major environments, including AWS, Azure, Google Cloud, Snowflake and Databricks. By providing continuous, automated and real-time data mobility without vendor lock-in, Symphony addresses the “horizontal” problem of data entrapment faced by large enterprises in financial services, retail and telecommunications.

The Board believes that Cirata is uniquely positioned at the centre of a fundamental architectural shift towards Agentic AI. It is estimated that by 2029, approximately 70 per cent. of enterprises will deploy Agentic AI infrastructure, which requires the live, governed and continuous data mobility that Cirata’s “always-on” technology provides. Unlike legacy batch-oriented tools that create latency and data silos, Cirata enables petabyte-scale replication and synchronization with zero downtime and zero data loss.

The total addressable market (“**TAM**”) for DI software was estimated at \$5.4 billion and growing at a 10 per cent. CAGR in 2024.

Cirata reached a critical financial inflection point in Q1 FY26 by reporting its first cash-flow positive quarter in its history. To provide shareholders with greater visibility into forward performance, the Company has introduced new key performance indicators, including ACV, which stood at \$4.9 million at the end of Q1, and remaining contract billings of \$5.8 million, of which \$3.4 million is expected to be collected within the next 12 months. The Company exited the period with a cash position of \$4.7 million as of 31 March 2026 and approximately 40 per cent. growth in its new logo pipeline between January and April 2026, reflecting strong sustained demand for the Company’s software solutions.

**Reasons for the Fundraising**

While Cirata has achieved significant operational and financial milestones, including its first reported cash-flow positive quarter in Q1 FY26, the Board believes that raising approximately £5.4 million (c.\$7.2) million in gross proceeds via the Fundraising will enable the Company to capitalize on the current commercial and market momentum, ensuring it can execute on its growth strategy in a more accelerated manner as it progresses towards sustainable profitability.

The Board believes that Cirata is now a significantly de-risked and restructured business with proven commercial traction and a clear path to sustainable value creation. The Company remains committed to its target of achieving full-year cash-flow breakeven in FY26, supported by a sustainable annualized cash overhead run rate of \$12-13 million. By securing this additional capital, the Company will be well-positioned to convert its pipeline, leverage its technology moat and establish itself as the “live data” company for the Agentic AI era. Accordingly, the Board believes that the Fundraising is in the best interests of the Company and its shareholders as a whole.

**3. Use of Proceeds from the Fundraising**

The Net Proceeds of the Fundraising are intended to be allocated across three strategic pillars and are intended to be used by the Company for:

<b>Balance sheet stability</b> – allow management to focus fully on new logo acquisition	\$2.13 million
<b>Pipeline conversion</b> – sales and pre-sales resource, POC delivery, enterprise procurement support to convert growing pipeline	\$2.13 million
<b>Investment in Cirata Symphony</b> – modest infrastructure and engineering headcount to support scale as new logos convert	\$2.13 million
<b>Total</b>	\$6.4 million

## 4. Details of the Fundraising

### **Details of the Placing**

The Company has conditionally raised gross proceeds of approximately £2.7 million through a placing of 17,795,610 Placing Shares at the Issue Price with new and existing institutional and other investors. The Issue Price represents a discount of 18.9 per cent. to the Closing Price of 18.5 pence per Ordinary Share on 24 June 2026 (being the last practicable date prior to the date of the announcement of the Fundraising).

Pursuant to the terms of the Placing Agreement, Stifel and Panmure Liberum have conditionally agreed to use their reasonable endeavours to procure subscribers for the Placing Shares at the Issue Price. Stifel and Panmure Liberum have conditionally placed the Placing Shares with certain new and existing institutional and other investors at the Issue Price.

The Placing is conditional, *inter alia*, on:

- the Placing Agreement not having been terminated in accordance with its terms prior to Admission;
- admission of the Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules by no later than 8.00 a.m. on 28 July 2026 or such later time and/or date as the Company, Stifel and Panmure Liberum may agree (being no later than 8.00 a.m. on 11 August 2026);
- the Company complying with its obligations under the Placing Agreement in all material respects so far as the same fall to be performed or satisfied on or prior to Admission;
- none of the warranties given in the Placing Agreement becoming untrue, inaccurate or misleading at, *inter alia*, the date of the Placing Agreement and the date of Admission;
- the General Meeting having taken place and the GM Resolutions having been passed (without any amendment not approved in writing by Stifel and Panmure Liberum) which will provide the necessary authority of Shareholders for the issue and allotment by the Directors of the Fundraising Shares on a non-pre-emptive basis; and
- satisfaction or, where appropriate, the waiver of certain other conditions set out in the Placing Agreement.

The Placing is not conditional upon the completion of the Retail Offer, but it is conditional upon completion of the Subscription. Completion of the Retail Offer and the Subscription are conditional, *inter alia*, upon completion of the Placing. In addition to the above conditions, the allocations of those investors who require that the Placing Shares qualify for relief under Part 6 of the Income Tax Act 2007 or exemption or relief available under sections 151A of Taxation of Chargeable Gains Act 1992, representing 500,000 Placing Shares (approximately 1.5 per cent.) of the Fundraising Shares are conditional on certain other requirements relating to the establishment of a UK branch by the Company. In the event these additional requirements are not satisfied by 28 July 2026 or such later time and/or date as the Company, Stifel and Panmure Liberum may agree (being no later than 8.00 a.m. on 11 August 2026), then such allocations will lapse and the Placing Shares subject to them will not be admitted to trading on AIM.

The Placing Agreement contains customary warranties given by the Company to Stifel and Panmure Liberum as to matters in relation to, *inter alia*, the accuracy of information in this document and other matters relating to the Group and its business. In addition, the Company has provided a customary indemnity to Stifel and Panmure Liberum in respect of liabilities arising out of, or in connection with, the Placing.

Each of Stifel and Panmure Liberum is entitled to terminate the Placing Agreement in certain circumstances prior to Admission including where any of the warranties were, when given, untrue, inaccurate or misleading, any statement in the certain documentation prepared for the purposes of the Placing becoming untrue, inaccurate or misleading or there has been an omission therefrom, or the occurrence of a material adverse change affecting the financial or trading position of the Group.

### **Details of the Subscription**

The Company has conditionally raised gross proceeds of approximately £2.5 million through a subscription of 16,359,739 Subscription Shares by certain Directors (as detailed at paragraph 5 below), senior employees of the Company and certain persons resident in the US at the Issue Price pursuant to the Subscription Agreements. The Subscription Shares that are being sold to persons in the US are being sold pursuant to an exemption from registration under the Securities Act.

### **Details of the Retail Offer**

In addition to the Placing and Subscription and as announced on 26 June 2026, the Company closed the Retail Offer of 2,155,622 new Ordinary Shares, to raise gross proceeds of approximately £0.32 million at a price of 15.0 pence per Retail Offer Share (being the same price as the Issue Price). The Retail Offer was conducted through the RetailBook Platform. For the avoidance of doubt, the Retail Offer is not part of the Placing.

The Retail Offer is conditional, *inter alia*, on completion of the Placing and Subscription, on the passing of Resolutions 1 and 3 by Shareholders at the General Meeting and the admission of the Fundraising Shares to trading on AIM. The Retail Offer will not be completed unless the Placing and Subscription are also completed.

The Retail Offer Shares will, when issued, be credited as fully paid and will rank *pari passu* in all respects with the existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after their date of issue.

### **Reasons for the Retail Offer**

The Company values its retail shareholder base and believes that it is appropriate to provide existing and new retail shareholders in the United Kingdom with the opportunity to participate in the Fundraising alongside institutional investors in the Placing. Investors can participate through the RetailBook Platform's partner network of investment platforms, retail brokers and wealth managers, subject to such partners' participation. Applications for Retail Offer Shares through participating partners can be made from tax-efficient savings vehicles such as ISAs or SIPPs, as well as general investment accounts ("GIAs"). Investors wishing to apply using their ISA, SIPP or GIA should contact their investment platform, retail broker or wealth manager for details of their terms and conditions, process and any relevant fees or charges.

None of the Placing, the Subscription or the Retail Offer have been underwritten by Stifel, Panmure Liberum or any other party.

## **5. Director, PDMR and senior management participation**

The participation by certain Directors, senior management and PDMRs in the Fundraising is set out below:

<i>Name</i>	<i>Position/status</i>	<i>Number of Ordinary Shares currently held</i>	<i>Subscription Shares</i>	<i>Number of Ordinary Shares held following Admission</i>	<i>% of issued share capital held following Admission</i>
Kenneth Lever	Non-Executive Chair	245,454	166,666	412,120	0.25%
Sarah Rolls	Non-Executive Director	0	166,666	166,666	0.10%
Amanda Jobbins	Non-Executive Director	0	66,666	66,666	0.04%
Christopher Baker	Non-Executive Director	0	50,000	50,000	0.03%
Eric Collins	Non-Executive Director	0	100,000	100,000	0.06%
Stephen Kelly	Chief Executive Officer	2,089,202	166,666	2,255,868	1.39%
Daniel Hayes	Senior Management – IR	N/A	133,333	N/A	N/A
Paul Scott-Murphy	Senior Employee (PDMR)	22,907	25,346	48,253	0.03%
Dominic Arcari	Senior Employee (PDMR)	14,500	50,693	65,193	0.04%
<b>Total</b>			<u>926,036</u>		

## **6. Related Party Transaction**

Davis Capital Global Frontier Opportunities LLC ("**Davis Capital**") has conditionally subscribed for 3,801,992 Subscription Shares (an investment of approximately \$750,000). The participation in the Fundraising by Davis Capital, as a substantial shareholder of the Company as defined under the AIM Rules for Companies, and LAD Trust, an associate of Davis Capital who also participated in the Fundraising by conditionally subscribing for 506,932 Subscription Shares (an investment of approximately \$100,000), constitutes a related party transaction for the purpose of Rule 13 of the AIM Rules for Companies.

The Directors, who are independent of the transaction, being the entire Board, having consulted with Stifel, the Company's nominated adviser, believe that the terms of the transaction are fair and reasonable insofar as Shareholders are concerned.

## **7. EIS/VCT Relief and Additional Authorities**

Having taken advice from the Company's advisers, the Directors believe that the Company may be a qualifying company for the purposes of the EIS and the VCT Scheme, and that its Ordinary Shares should accordingly be capable of qualifying for EIS relief and of constituting a qualifying holding for the purposes of investment by a VCT, although this cannot be guaranteed.

The Company intends to apply to HM Revenue & Customs for advance assurance that an issue of new Ordinary Shares would be eligible for EIS relief and would constitute a qualifying holding for the purposes of the VCT scheme. As at the date of this document, advance assurance has not yet been received. Whether, and to what extent, EIS relief is available to any investor, or the Ordinary Shares constitute a qualifying holding for a VCT, will depend on the relevant investor's (or VCT's) own circumstances and on the Company continuing to satisfy the relevant conditions. Investors should take their own independent tax advice. Neither the Company nor the Directors give any warranty or undertaking that EIS relief or VCT-qualifying status will be available or, once obtained, will not subsequently be withdrawn.

So that the Company has the flexibility to undertake a further, modest issue of new Ordinary Shares for cash on a non-pre-emptive basis should a suitable opportunity arise once advance assurance has been obtained – including to accommodate demand from EIS-eligible investors and/or VCTs – the Directors are seeking the additional authorities set out in Resolutions 2 and 4. These authorities are in addition to the Directors' existing authorities and would permit the allotment of, and the disapplication of pre-emption rights in respect of, new Ordinary Shares up to an aggregate nominal amount of £1,627,596.20, representing approximately 10 per cent. of the issued ordinary share capital of the Company as enlarged by the Fundraising, to EIS-eligible investors and/or VCTs (the "**EIS/VCT Shares**").

The Directors have no present intention of exercising these authorities other than in connection with an EIS-and/or VCT-qualifying issue of the kind described above, and would do so only where they consider it to be in the best interests of the Company and its Shareholders as a whole. These authorities will expire at the conclusion of the Company's next annual general meeting.

## **8. Admission, Settlement, Dealings and Total Voting Rights**

The Fundraising Shares will, when issued, be credited as fully paid up and will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid on or in respect of the Ordinary Shares after the date of issue of the Fundraising Shares, and will on issue be free of all claims, liens, charges, encumbrances and equities. Application will be made to the London Stock Exchange for the admission of the Fundraising Shares to trading on AIM. Admission is expected to occur at 8.00 a.m. on 28 July 2026 (or such later times(s) and/or date(s) as Stifel, Panmure Liberum and the Company may agree).

Following Admission, the total number of Ordinary Shares in the capital of the Company in issue will be 162,759,626 with each Ordinary Share carrying the right to one vote. There are no Ordinary Shares held in treasury and therefore the total number of voting rights in the Company on Admission is expected to be 162,759,626. The above figure may be used by Shareholders in the Company as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the share capital of the Company under the FCA's Disclosure, Guidance and Transparency Rules.

## **9. General Meeting**

The Board is seeking the approval of Shareholders at the General Meeting to allot the Fundraising Shares and EIS/VCT Shares on a non-pre-emptive basis and approve certain amendments to the Company's memorandum of association (the "**Memorandum**") and Articles, as detailed further below.

The Notice of General Meeting, which is to be held at the offices of Brown Rudnick LLP, 8 Clifford Street, London, W1S 2LQ at 11.00 a.m. on 24 July 2026, is set out at the end of this document.

**The Fundraising is conditional, *inter alia*, on the passing of Resolutions 1 and 3 by Shareholders at the General Meeting. If either of these Resolutions is not passed at the General Meeting, the Placing, the Subscription and the Retail Offer will not proceed. The passing of each of Resolutions 2, 4, 5, 6 and 7 are not inter-conditional on the passing of other Resolutions.**

At the General Meeting, the following resolutions will be proposed:

***Resolution 1 – Authority to allot Fundraising Shares***

Resolution 1, which is conditional on the passing of Resolution 3, is an ordinary resolution to authorise the Directors to allot shares in the Company in accordance with Article 2.3 of the Articles up to an aggregate nominal amount of £3,631,097.10, being equal to 36,310,971 Fundraising Shares (i.e. the maximum number of new Ordinary Shares that may be allotted in accordance with the Placing, the Subscription and the Retail Offer).

***Resolution 2 – Authority to allot EIS/VCT Shares***

Resolution 2, which is conditional on the passing of Resolution 4, is an ordinary resolution to authorise the Directors to allot EIS/VCT Shares in accordance with Article 2.3 of the Articles up to an aggregate nominal amount of £1,627,596.20 (being equal to 16,275,962 EIS/VCT Shares) for the reasons contemplated in paragraph 7 of Part I of this Circular.

***Resolution 3 – Disapplication of pre-emption rights (Fundraising Shares)***

Resolution 3, which is conditional on the passing of Resolution 1, is a special resolution to empower the Directors to disapply the rights of pre-emption in relation to the allotment and issue of Fundraising Shares for cash pursuant to Article 2.10 of the Articles up to a maximum aggregate nominal value of £3,631,097.10 for the purposes of the Placing, the Subscription and the Retail Offer (being equal to 36,310,971 Fundraising Shares, being the aggregate number of the Placing Shares, the Subscription Shares and the Retail Offer Shares).

***Resolution 4 – Disapplication of pre-emption rights (EIS/VCT Shares)***

Resolution 4, which is conditional on the passing of Resolution 2, is a special resolution to empower the Directors to disapply the rights of pre-emption in relation to the allotment and issue of new EIS/VCT Shares for cash pursuant to Article 2.10 of the Articles up to a maximum aggregate nominal value of £1,627,596.20 (being equal to 16,275,962 EIS/VCT Shares).

***Resolution 5 – Amendment to the Memorandum***

Resolution 5 is a special resolution to amend the Memorandum to remove the existing limit on the Company's authorised share capital. This reflects changes to Jersey companies law introduced by the Companies (Jersey) Amendment Law 2026, which came into force on 1 June 2026, pursuant to which a company is no longer required to state a maximum authorised share capital.

The proposed amendment will align the Memorandum with the current Jersey law position and provide the Company with greater flexibility in relation to future share issuances.

***Resolution 6 – Amendment to notice period provisions in the Articles***

Resolution 6 is a special resolution to amend the provisions of the Articles relating to notice of general meetings to provide greater certainty as to their operation going forward. The Board considers that the amendment is administrative in nature and does not involve any material change to the Company's governance arrangements or to the substantive rights of shareholders.

The amendment is intended to ensure that the Articles express the relevant notice requirements in clear terms and reduce the scope for uncertainty in their future application.

### **Resolution 7 – Amendment to deemed delivery provisions in the Articles**

Resolution 7 is a special resolution to delete Article 45.10.2 of the Articles, which currently provides that documents or information sent by airmail to addresses outside the United Kingdom or Jersey are deemed received on the third day following posting.

The effect of this change is to simplify the deemed delivery provisions. Following the deletion, documents sent by post to addresses outside the United Kingdom or Jersey will instead fall within the existing general provisions of Article 45.10, with deemed receipt applying on the second day following posting.

### **10. Action to be taken**

You will not receive a hard copy form of proxy for the General Meeting in the post. Instead, you will be able to vote electronically via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufig.com>. You will need to log into your Investor Centre account or register if you have not previously done so. Once you have setup your account you will need to add your shareholding by clicking 'Add Holding' in the 'Portfolio' section and following the on-screen instructions. You will require your Investor Code (IVC) to add your shareholding. You can find your IVC on your share certificate or by contacting our Registrar, MUFG Corporate Markets. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with procedures set out in the CREST Manual and institutional investors may also be able to appoint a proxy electronically via the Proxymity platform.

**Shareholders are requested to vote as soon as possible and, in any event, to be valid so as to be received by the Registrar, MUFG Corporate Markets, by not later than 11.00 a.m. on 22 July 2026.**

The return of a completed form of proxy, electronic filing, any CREST Proxy Instruction (as defined in the notes to the Notice of General Meeting) or appointing a proxy via Proxymity will not preclude Shareholders from attending and voting at the General Meeting in person should they so wish.

### **11. Recommendation**

The Directors believe the Fundraising and the passing of the Resolutions to be in the best interests of the Company and its Shareholders, taken as a whole. Accordingly, the Directors unanimously recommend that full support from shareholders for the resolutions to be approved are critical for the company to pursue its growth & value creation strategy. Therefore, Directors are strongly recommending that Shareholders vote in favour of the Resolutions as all of the Directors intend so to do in respect of their beneficial shareholdings amounting to 2,334,656 Ordinary Shares, representing approximately 1.8 per cent. of the Existing Ordinary Shares.

**The Fundraising is conditional, *inter alia*, upon the passing of Resolutions 1 and 3 at the General Meeting. Shareholders should be aware that if Resolutions 1 and 3 are not approved at the General Meeting, neither the Placing, the Subscription nor the Retail Offer will proceed.**

Yours faithfully,

**Kenneth Lever**

*Non-executive Chair*

# CIRATA PLC

*(incorporated in Jersey under the Companies (Jersey) Law 1991 with registered number 110497)*

## NOTICE OF GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a General Meeting of the Company will be held at the offices of Brown Rudnick LLP, 8 Clifford Street, London, W1S 2LQ at 11.00 a.m. on 24 July 2026 to consider and, if thought fit, pass the following resolutions (the “**Resolutions**”) of which Resolutions 1 and 2 will each be proposed as an ordinary resolution, and Resolutions 3, 4, 5, 6 and 7 will each be proposed as a special resolution. Capitalised terms herein shall have the meaning ascribed to them in the circular published by the Company and dated 29 June 2026 of which this notice forms part (hereinafter referred to as the “**Circular**”):

### ORDINARY RESOLUTION

1. **THAT**, conditional on the passing of Resolution 3, in accordance with Article 2.3 of the Company’s Articles of Association (the “**Articles**”), the directors of the Company (the “**Directors**”) be and are hereby generally and unconditionally authorised to exercise all of the powers of the Company to allot shares in the Company and/or to grant rights to subscribe for, or to convert any security into shares in the Company (“**Rights**”):
  - (a) up to an aggregate nominal amount of £1,779,561.00 in respect of the Placing (as such term is defined in the Circular);
  - (b) up to an aggregate nominal amount of £1,635,973.90 in respect of the Subscription (as such term is defined in the Circular); and
  - (c) up to an aggregate nominal amount of £215,562.20 in respect of the Retail Offer (as such term is defined in the Circular),

provided that the authority granted by this Resolution shall, unless renewed, varied or revoked by the Company, expire at the Company’s next annual general meeting, except that the Company may, before it expires, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of that offer or agreement. This authority is in addition to all previous authorities conferred on the Directors in accordance with Article 2.3 of the Articles to the extent that they have not already been utilised.

2. **THAT**, conditional on the passing of Resolution 4, in accordance with Article 2.3 of the Articles, the Directors be and are hereby generally and unconditionally authorised to exercise all of the powers of the Company to allot EIS/VCT Shares (as such term is defined in the Circular) and/or to grant Rights in respect of the EIS/VCT Shares, up to an aggregate nominal amount of £1,627,596.20, provided that the authority granted by this Resolution shall, unless renewed, varied or revoked by the Company, expire at the Company’s next annual general meeting, except that the Company may, before it expires, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of that offer or agreement. This authority is in addition to all previous authorities conferred on the Directors in accordance with Article 2.3 of the Articles to the extent that they have not already been utilised.

### SPECIAL RESOLUTIONS

3. **THAT**, conditional on the passing of Resolution 1 and pursuant to Article 2.10 of the Articles, the Directors be and are hereby generally empowered to allot equity securities (as defined in the Articles) for cash pursuant to the authority conferred by Resolution 1 as if pre-emption rights did not apply to such allotment:
  - (a) up to an aggregate nominal amount of £1,779,561.00 in respect of the Placing (as such term is defined in the Circular);
  - (b) up to an aggregate nominal amount of £1,635,973.90 in respect of the Subscription (as such term is defined in the Circular); and

(c) up to an aggregate nominal amount of £215,562.20 in respect of the Retail Offer (as such term is defined in the Circular),

provided that this authority shall expire at the Company's next annual general meeting. The Company may, before this authority expires, make an offer or agreement which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities pursuant to that offer or agreement. This power is in addition to all previous powers conferred on the Directors in accordance with Article 2.10 of the Articles to the extent that they have not already been utilised.

4. **THAT**, conditional on the passing of Resolution 2 and pursuant to Article 2.10 of the Articles, the Directors be and are hereby generally empowered to allot EIS/VCT Shares (as such term is defined in the Circular) for cash pursuant to the authority conferred by Resolution 2 as if pre-emption rights did not apply to such allotment up to an aggregate nominal amount of £1,627,596.20, provided that this authority shall expire at the Company's next annual general meeting. The Company may, before this authority expires, make an offer or agreement which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities pursuant to that offer or agreement. This power is in addition to all previous powers conferred on the Directors in accordance with Article 2.10 of the Articles to the extent that they have not already been utilised.

5. **THAT** the memorandum of association of the Company be and is hereby altered by the deletion of paragraph 4 and the insertion in its place of a new paragraph 4 as follows:

*"4. The share capital of the Company is divided into shares of £0.10 each. There shall be no limit on the number or aggregate nominal value of shares which may be issued by the Company and if the share capital of the Company is at any time divided into separate classes of share there shall be no limit on the number or aggregate nominal value of shares of any class which may be issued by the Company."*

6. **THAT** Article 22.1 of the Company's Articles of Association be deleted in its entirety and replaced with the following:

*"22.1 An annual general meeting shall be called by at least 21 clear days' notice. Subject to the provisions of the Companies Law, all other general meetings may be called by at least 14 clear days' notice."*

7. **THAT** Article 45.10.2 of the Company's Articles of Association be deleted in its entirety.

*By order of the Board*

**Ben Harber**  
*Company Secretary*

29 June 2026

*Registered Office:*

Cirata plc  
First Floor  
Osprey House  
5-7 Old Street  
St Helier  
Jersey  
JE2 3RG

## NOTES

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

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 22 July 2026. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
2. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 30 minutes prior to the commencement of the Meeting at 11.00 a.m. (BST) on 24 July 2026 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
4. 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).
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
6. You can vote either:
  - via the Investor Centre. 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.mufg.com>.



- 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 registrars. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 11.00 a.m. (BST) on 22 July 2026 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;
  - by requesting a hard-copy form of proxy directly from the registrars, MUFG Corporate Markets, by emailing [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com) or by telephone, UK: 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 9.00 am and 5.30 pm, Monday to Friday, excluding public holidays in England and Wales; or
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
7. In order for a proxy appointment to be valid, a form of proxy must be completed. In each case the form of proxy must be received by MUFG Corporate Markets at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL, by 11.00 a.m. (BST) on 22 July 2026 accompanied by any power of attorney under which it is executed (if applicable).
  8. If you return more than one proxy appointment, either by paper or electronic communication, 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.
  9. The return of a completed form of proxy, electronic filing, any CREST Proxy Instruction (as described in Note 11 below), or appointing a proxy via Proxymity will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.
  10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com](http://www.euroclear.com)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a 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.

11. 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 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 issuer’s agent (ID RA10) by 11.00 a.m. (BST) on 22 July 2026. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. 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(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 sponsors or voting system providers 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 Article 34(1) of the Companies (Uncertificated Securities) (Jersey) Order 1999.
13. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
14. As at 26 June 2026 (being the latest practicable business day prior to the publication of this Notice), the Company’s ordinary issued share capital consists of 126,448,655 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 26 June 2026 are 126,448,655.
15. Any shareholder attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

