

**THIS NOTICE OF MEETING IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to the contents of this document and/or the action you should take, you are recommended to seek personal financial advice from your bank manager, stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.**

If you have sold or otherwise transferred all of your shares in the Company, please pass this document and all accompanying documents to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected so that they can pass these documents to the person who now holds the shares.

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**CREO MEDICAL GROUP PLC**

*(Incorporated and registered in England and Wales with company number 10371794)*

**NOTICE OF ANNUAL GENERAL MEETING**

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Whether or not you intend to attend the Annual General Meeting, you are encouraged to complete and return the enclosed proxy form in accordance with the instructions printed on the proxy form. The proxy form must be received by our registrar as soon as possible and by no later than 10.00am on 24 June 2025 (or, if the AGM is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

# CREO MEDICAL GROUP PLC

(Incorporated and registered in England and Wales with company number 10371794)

(the “Company”)

## DIRECTORS:

Kevin T. Crofton (Non-Executive Chairman)  
Ivonne Maria Gloria Cantu (Independent Non-Executive Director)  
Brent J. Boucher (Independent Non-Executive Director)  
Craig Jonathan Gulliford (Chief Executive Officer)  
Richard John Rees (Chief Financial Officer)  
Professor Christopher Paul Hancock (Chief Technology Officer)  
David Gerard Woods (Chief Commercial Officer)

## REGISTERED OFFICE:

Creo House  
Unit 2, Beaufort Park  
Beaufort Park Way  
Chepstow  
Wales  
NP16 5UH

30 May 2025

Dear Shareholder,

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2025 Annual General Meeting (“AGM”) of Creo Medical Group plc will be held at the offices of Osborne Clarke LLP at Halo, Counterslip, Bristol BS1 6AJ on 26 June 2025 at 10.00am. The Notice of the AGM is contained on pages 3 to 4 and gives details of the business to be considered at the AGM. The purposes of this letter is to explain that business to you and to provide you with further information regarding the arrangements for the AGM.

Shareholders are welcome to attend in person, however the Directors encourage shareholders to submit their votes in advance of the meeting. **Shareholders are recommended to appoint the Chair of the meeting as their proxy rather than a named person, as any such other person may not be permitted to attend the AGM in the event of unforeseen circumstances (e.g. illness).** All voting at the AGM will be conducted by a poll. For those shareholders unable to attend the AGM in person for any reason, but would like to raise a question on the business of the meeting, please email your question to [creo@walbrookpr.com](mailto:creo@walbrookpr.com).

Craig Gulliford, the Company’s CEO, will make a short presentation at the meeting. No new material information will be included within the presentation.

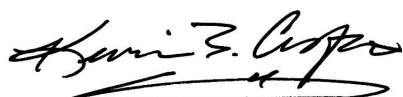
## RESOLUTIONS

The Notice, and in particular the explanatory notes appended to the Notice, contain a detailed explanation of each Resolution being proposed at the AGM.

## RECOMMENDATION

The Directors consider that the passing of the Resolutions outlined in the Notice is in the best interests of the Company and for the benefit of its shareholders as a whole. Accordingly, the Directors unanimously recommend that the shareholders vote in favour of all Resolutions, as those Directors who hold shares intend to do.

Sincerely,



**Kevin T. Crofton**  
**Chairman**

# CREO MEDICAL GROUP PLC

## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (the “**AGM**”) of the Company will be held at the offices of Osborne Clarke LLP at Halo, Counterslip, Bristol BS1 6AJ on 26 June 2025 at 10.00am for the following purposes:

## Ordinary Business

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

## Report and accounts

1. To receive the audited annual accounts of the Company for the 12-month period ended 31 December 2024 together with the directors’ reports and the auditors’ report on those accounts.
2. To receive and, on an advisory basis only, approve the Director’s Remuneration Report, excluding the remuneration policy, on pages 78 to 88 of the annual accounts of the Company.

## Directors

3. To elect Kevin T. Crofton as a director.
4. To elect Brent J. Boucher as a director.
5. To re-elect Ivonne Maria Gloria Cantu as a director.
6. To re-elect Craig Jonathan Gulliford as a director.
7. To re-elect Richard John Rees as a director.

## Re-appointment of auditors

8. To re-appoint RSM UK Audit LLP as auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next general meeting at which accounts are laid before the Company.

## Auditors’ remuneration

9. To authorise the directors to determine the remuneration of the auditors.

## Special Business

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

## Directors’ authority to allot shares

10. That, in substitution for any equivalent authorities and powers granted to the directors prior to the passing of this resolution, the directors be and they are generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the “**Act**”):
  - (a) to exercise all 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 an aggregate nominal amount of £137,491 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (b) below in excess of £137,491); and further
  - (b) to allot equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount of £274,982 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (a) above) in connection with an offer by way of rights issue;
    - (i) in favour of holders of ordinary shares in the capital of the Company, where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them; and
    - (ii) to holders of any 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 to deal with treasury shares, fractional entitlements or legal, regulatory or practical problems arising

under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever,

provided that, unless previously revoked, varied or extended, this authority shall expire on the earlier of the date falling 18 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.

***Directors' power to issue shares for cash for pre-emptive issues and general purposes***

11. That, in substitution for any equivalent authorities and powers granted to the directors prior to the passing of this resolution, the directors be and they are empowered to allot equity securities (as defined in Section 560 of the Act) of the Company wholly for cash pursuant to the authority of the directors under Section 551 of the Act conferred by resolution 10 above (in accordance with Section 570(1) of the Act) and/or by way of a sale of treasury shares (in accordance with Section 573 of the Act), in each case as if Section 561(1) of the Act did not apply to such allotment provided that:

- (a) the power conferred by this resolution shall be limited to:
  - (i) the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of resolution 10, by way of a rights issue only):
    - (A) in favour of holders of ordinary shares in the capital of the Company, where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them; and
    - (B) to holders of any 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 to deal with treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
  - (ii) the allotment, otherwise than pursuant to sub-paragraph (i) above, of equity securities up to an aggregate nominal value equal to £41,247; and
- (b) unless previously revoked, varied or extended, this power shall expire on the earlier of the date falling 18 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 or sold after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if this power had not expired.

Dated: 30 May 2025  
Registered Office:  
Creo House  
Unit 2 Beaufort Park  
Beaufort Park Way  
Chepstow  
Wales  
NP16 5UH

By order of the Board  
Richard Craven  
Company Secretary

## EXPLANATORY NOTES ON THE RESOLUTIONS

### THE FOLLOWING NOTES PROVIDE A BRIEF EXPLANATION OF EACH PROPOSED RESOLUTION.

All proposed Resolutions will be voted on by way of a poll at the AGM.

Resolutions 1 to 10 are proposed as Ordinary Resolutions. Resolution 11 is proposed as a Special Resolution.

An ordinary Resolution will be passed on a poll if shareholders who vote **in favour of** the resolution represent more than 50 per cent. of the total voting rights of shareholders who vote.

A Special Resolution will be passed on a poll if shareholders who vote **in favour of** the resolution represent no less than 75 per cent. of the total voting rights of shareholders who vote.

**A WITHHELD VOTE IS NOT A VOTE IN LAW AND WILL NOT BE COUNTED IN THE CALCULATION OF THE PROPORTION OF THE VOTES FOR OR AGAINST A RESOLUTION.**

### ORDINARY RESOLUTIONS

#### 1. To receive the Annual Report and Accounts 2024

Resolution 1 is a standard Resolution. The Companies Act 2006 requires the Directors to lay before the Company in a general meeting copies of the Company's annual accounts, the Directors' report and the auditor's report on those accounts. The Annual Report and Accounts for the year ended 31 December 2024 along with a copy of the AGM notice will be available online at [www.creomedical.com/en/investors/reports-and-presentations](http://www.creomedical.com/en/investors/reports-and-presentations)

#### 2. Remuneration Report

In accordance with the best practice, Resolution 2 seeks shareholders' approval for the Directors' Remuneration report (excluding the remuneration policy) which is set out on pages 78 to 88 of the Annual Report and Accounts for year ended 31 December 2024. **This vote is advisory only.**

#### 3 - 7. Election and Re-Election of Directors

In accordance with best practice, all Directors will be standing for election / re-election.

Resolutions 3 and 4 concern the election of Kevin T. Crofton and Brent J. Boucher, who were appointed as Non-Executive Chairman and Independent Non-Executive Director of the Company respectively on 1 July 2024 (i.e. since the Company's previous annual general meeting).

Resolutions 5 to 7 seek approval for the re-election of the remainder of Directors who were in office during the year ended 31 December 2024 and intend to stand for re-election.

Brief biographies for each director is provided on pages 62 to 63 of the Annual Report and Accounts for the year ended 31 December 2024.

The Board recommends the election or re-election (as appropriate) of the Directors to shareholders. In making these recommendations, the Board confirms that it has given careful consideration to the Board's balance of skills, knowledge and experience and is satisfied that each of the Directors putting themselves forward for election has sufficient time to discharge their duties effectively, taking into account their other commitments.

#### 8. Appointment of the auditor

The auditor of a company must be appointed or re-appointed at each general meeting at which the accounts are laid before shareholders. Resolution 8 seeks approval to re-appoint RSM UK Audit LLP as the Company's auditor.

#### 9. Remuneration of the auditor

Resolution 9 grants the directors to determine the remuneration of the auditor.

#### 10. Directors' authority to allot shares

Resolution 10 grants the Directors authority to allot shares or grant rights to subscribe for or convert securities into shares, up to an aggregate nominal value of £274,982, which is approximately two-thirds of the nominal value of the issued ordinary share capital of the Company as at 29 May 2025, being the latest practicable date prior to the publication of this notice. £137,491 of this authority is reserved for a fully

pre-emptive rights issue. This is the maximum permitted amount under best practice corporate governance guidelines. The authority will expire on the earlier of the date falling 18 months after the date the resolution is passed and the conclusion of the next Annual General Meeting of the Company.

## **SPECIAL RESOLUTION**

### **11. Directors' power to issue shares for cash for pre-emptive issues and general purposes**

Resolution 11 grants the Directors the authority to allot securities of the Company up to a specified amount in connection with rights issues without having to obtain prior approval from the shareholders on each occasion and also to allot a certain number of securities for cash without first being required to offer such shares to existing shareholders.

The proposed disapplication of pre-emption rights will mean that the number of Ordinary Shares which may be issued for cash without first being required to offer such shares to existing shareholders will not exceed 41,247,331 Ordinary Shares, being approximately 10 per cent. of the issued ordinary share capital of the Company as at 29 May 2025, being the latest practicable date prior to the publication of this notice.

The Board considers the authorities in Resolution 11 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a rights issue or other pre-emptive offer without the need to comply with the strict requirements of the statutory pre-emption provisions.

## NOTES RELATED TO THIS NOTICE:

1. Pursuant to Part 13 of the Companies Act 2006 and to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those members registered in the register of members of the Company at 6.30pm on 24 June 2025 (or if the AGM is adjourned, at 6.30pm on the day 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. In each case, 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. 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. A proxy form is enclosed. The notes to the proxy form include instructions on how to appoint the Chair of the AGM or another person as a proxy. You can only appoint a proxy using the procedures set out in these Notes and in the notes to the proxy form.
3. To be valid, a proxy form, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, should reach the Company's registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6DA, by no later than 10.00am on 24 June 2025 (or, if the AGM is adjourned, not less than 48 hours before the time fixed for the adjourned meeting) (excluding non-working days).
4. The notes to the proxy form include instructions on how to appoint a proxy by using the CREST proxy appointment service.
5. You may not use any electronic address provided either in this Notice of AGM or in any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.
6. 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.
7. 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: By the appointment of (a) a proxy (described in Notes 2 to 4 above); or (b) 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 Companies Act 2006.
8. As at 6.30pm on 29 May 2025 (being the latest practicable time prior to the despatch of this notice), the Company's issued share capital comprised 412,473,319 ordinary shares of £0.001 nominal value each. Each ordinary share carries the right to one vote at a general meeting of the Company. No ordinary shares were held in treasury and accordingly the total number of voting rights in the Company as at 6.30pm on 29 May 2025 is 412,473,319.
9. Copies of the executive directors' service contracts and letters of appointment of the non-executive directors with the Company and any of its subsidiary undertakings are available for inspection at the registered office of the Company during the usual business hours on any weekday (Saturday, Sunday or public holidays excluded) from the date of this notice until the conclusion of the AGM.
10. CREST members who wish to appoint a proxy by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's (EUI) specifications and must contain the information required for such instructions as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID number RA19) no later than 10.00am on 24 June 2025 (or, if the AGM is adjourned, not later than 48 hours before the time fixed for the adjourned meeting) (excluding non-working days). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the

issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular 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/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.

11. Institutional investors may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). For a proxy appointment made using the Proxymity platform to be valid, it must be lodged no later than 10.00am on 24 June 2025 (or, if the AGM is adjourned, not less than 48 hours before the time fixed for the adjourned meeting) (excluding non-working days). Prior to appointing a proxy via this process, institutional investors will need to have agreed to Proxymity's associated terms and conditions which will govern the proxy appointment and should be read carefully.