

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice from your stockbroker, bank manager, solicitor, accountant, or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if you reside elsewhere, another appropriately authorised financial advisor.

If you have recently sold or transferred all of your shares in **VECTOR CAPITAL PLC**, please send this notice and the accompanying documents as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

VECTOR CAPITAL PLC

(Incorporated in England and Wales under the Companies Act 2006 with registered number 12140968.)

Notice of Annual General Meeting

Notice of the Annual General Meeting of Vector Capital plc (the “**Company**”) to be held at 6th Floor, First Central 200, 2 Lakeside Drive, London, NW10 7FQ on Thursday 16th May 2024 at 11.00am is set out at pages 4 to 5 of this document and the recommendation of the Directors is set out on page 3.

Shareholders will find enclosed a Form of Proxy for use at the Annual General Meeting. The Form of Proxy should be completed and returned to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD (the “**Registrar**”) in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received no later than 48 hours before the time appointed for holding the meeting or, in circumstances where the AGM is adjourned, 48 hours before the time of the adjourned meeting (excluding any UK non-working days). If you hold your Ordinary Shares in uncertificated form (i.e. in CREST) you may appoint a proxy by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual so that it is received by the Registrar (under CREST Participant ID 7RA11) by no later than 48 hours before the time appointed for holding the meeting or, in circumstances where the AGM is adjourned, 48 hours before the time of the adjourned meeting (excluding any UK non-working days). The time of receipt will be taken to be the time from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

The action to be taken in respect of the Annual General Meeting is set out in the Chairman’s letter.



Vector Capital Plc
6th floor, First Central 200
2 Lakeside Drive
London NW10 7FQ

mail@vectorcapital.co.uk
020 8191 7615
www.vectorcapital.co.uk

LETTER FROM THE CHAIRMAN OF THE COMPANY

(Incorporated in England and Wales under the Companies Act 2006 with registered number 12140968)

Directors

Robin Stevens (*Non-Executive Chairman*)
Agam Jain (*Chief Executive Officer*)
Ross Andrews (*Non-Executive Director*)
Jonathan Pugsley (*Finance Director*)
Gordon Robinson (*Non-Executive Director*)

Registered Office

2 Claridge Court
Lower Kings Road
Berkhamsted
HP4 2AF

20th April 2024

Dear Shareholder

Annual General Meeting

Notice is given that the Company will hold its Annual General Meeting (the “**AGM**”) at 6th Floor, First Central 200, 2 Lakeside Drive, London, NW10 7FQ on Thursday 16th May 2024 at 11.00am to consider and, if shareholders approve, pass the below resolutions.

Attendance at the AGM

Shareholders are invited to attend the AGM in person. However, due to space restrictions the Company requests that Shareholders confirm their attendance in writing to mail@vectorcapital.co.uk.

Voting at the AGM

Shareholders who are not able to attend and vote at the AGM, are encouraged to fill in the proxy form and return it to the Registrar as detailed in note 8, appoint your proxy electronically as detailed in note 9 or, if you are a CREST member, appoint your proxy through the CREST proxy appointment service as detailed in note 10. The deadline for the receipt by our Registrars of all proxy appointments is 48 hours before the time appointed for holding the meeting or, in circumstances where the AGM is adjourned, 48 hours before the time of the adjourned meeting (excluding any UK non-working days).

Questions at the AGM

Shareholders who attend the AGM are able to put questions to the board of directors of the Company (the “**Directors**”). In accordance with the Company’s regulatory obligations, no material new information will be provided in the responses to questions.

Resolutions

Please carefully consider the attached Resolutions 1 to 8 (“**Resolutions**”). Resolutions 1 to 7 will be proposed as ordinary resolutions. Resolution 8 will be proposed as a special resolution. Please find an explanation of each of the resolutions below:

Resolution 1 – Report and Accounts

Resolution 1 proposes the receipt of the audited report and accounts of the Company for the year ended 31 December 2023, together with the directors’ and auditors’ reports and the strategic report.

Cont.

Resolution 2 – Approval of Dividend

Resolution 2 seeks approval by shareholders of the final dividend proposed by the Directors.

Resolutions 3 and 4 – Re-appointment and remuneration of Auditor

The appointment of Gravita Audit Limited as auditor of the Company terminates at the conclusion of the AGM. Gravita Audit Limited have indicated their willingness to stand for appointment as auditor of the Company until the conclusion of the annual general meeting 2024. The Directors recommend Gravita Audit Limited's appointment and seek authority to fix their remuneration. Resolution 3 proposes the re-appointment of Gravita Audit Limited as the Company's auditor and resolution 4 authorises the directors to fix the auditor's remuneration.

Resolution 5 and 6 – Re-election of Directors

In line with good corporate governance Ross Andrews (Resolution 5) and Jon Pugsley (Resolution 6) offer themselves for re-election.

Resolution 7– Directors' authority to allot shares

Resolution 7 is proposed to provide the directors with the authority to (i) allot shares of up to a maximum nominal value of £50,000 to such persons and upon such conditions as the directors may determine, and (ii) allot further shares of up to a maximum nominal value of £50,000 in connection with a rights issue. The authority sought in resolution 7 at the AGM will expire upon the earlier of the end of the next Annual General Meeting, and the close of business on 11 August 2025.

Resolution 8 – Disapplication of pre-emption rights

Under section 561(1) of the Companies Act 2006 (the "Act"), if the Directors wish to allot any shares or grant rights over shares (other than pursuant to an employee share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the Directors need the flexibility to finance business opportunities by the issue of shares for cash without a pre-emptive offer to existing shareholders. This cannot be done under the Act unless the shareholders have first waived their pre-emption rights. Resolution 8 authorises the dis-application of pre-emption rights on these actions up to an aggregate nominal value of £50,000 insofar as that relates to a rights issue and up to a further aggregate nominal value of £50,000 for any purpose. The authority sought in resolution 8 at the AGM will expire on the earlier of the end of the next Annual General Meeting, and the close of business on 11 August 2025.

Recommendation

The Directors consider that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. The Directors will be voting in favour of them and unanimously recommend that you do so as well.

The results of the voting on all resolutions will be announced via the Regulatory News Service and published on our website as soon as practicable following the conclusion of the AGM.

Yours faithfully

Robin Stevens
Chair

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Vector Capital Plc (the “**Company**”) will be held at 6th Floor, First Central 200, 2 Lakeside Drive, London, NW10 7FQ on Thursday 16th May 2024 at 11.00am.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 5 will be proposed as ordinary resolutions and resolution 6 will be proposed as a special resolution.

RESOLUTIONS

Ordinary resolutions

1. Approval of Reports and Accounts
That the Company’s audited accounts and financial statements (“**Accounts**”), together with the reports of the directors and auditors and the strategic report, for the financial year ended 31 December 2023, be approved.
2. Approval of Dividend
That a final dividend of 1.53p per share be paid in respect of the year ended 31 December 2023.
3. Re-appointment of the Auditor
That Gravita Audit Limited be re-appointed as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which Accounts are laid before the Company.
4. Remuneration of the Auditor
That the Directors be authorised to determine the remuneration of the auditor.
5. Re-election of Director
That Ross Andrews be re-elected as a director of the Company.
6. Re-election of Director
That Jon Pugsley be re-elected as a director of the Company.
7. Directors’ Authority to Allot Securities
That in accordance with Section 551 of the Companies Act 2006 (the “**Act**”) the Directors be generally and unconditionally authorised to allot ordinary shares of 0.5p each in the Company (“**shares**”), to grant rights to subscribe for shares or to convert any security into shares: (i) up to an aggregate nominal amount of £50,000 consisting of 10,000,000 shares; and (ii) in connection with a rights issue by the Company, up to a further aggregate nominal amount of £50,000 consisting of 10,000,000 shares. This authority shall expire upon the earlier of: (i) the end of the next Annual General Meeting; or (ii) the close of business on 11 August 2025, but the Company may make an offer or agreement during this period which would or might require shares to be allotted or rights to be granted after the authority ends and the directors may allot shares or grant such rights to fulfil those offers or agreements as if this authority had not expired. This authority replaces all previous authorities.

Cont.

For the purposes of this resolution, a rights issue means an offer to ordinary shareholders to subscribe for further securities in proportion to their existing holdings, made by means of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, subject to any exclusions or other arrangements which the directors may deem necessary or appropriate to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

Special resolution

8. Dis-application of Pre-Emption Rights

That, subject to and conditional on the passing of resolution 7, the Directors be authorised, pursuant to section 570 of the Act, to allot equity securities (as defined in the Act) for cash pursuant to the authority conferred by resolution 7 and/or to sell shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Act, such authority to be limited to: (i) the allotment of equity securities or sale of treasury shares in connection with a rights issue, open offer or other issue or offer to ordinary shareholders in proportion (as nearly as possible) to their existing holding of shares (but subject to such exclusions or other arrangements as the directors may deem necessary or appropriate to deal with fractional entitlements, record dates or legal, regulatory or practical problems in or under the laws of any territory or any other matter); and (ii) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (i) above) up to a nominal amount of £50,000 such authority to expire at the end of the next Annual General Meeting (or, if earlier, at the close of business on 11 August 2025) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

By order of the Board

For and on behalf of Allazo Ltd, Company Secretary

2 Claridge Court
Lower Kings Road
Berkhamsted
HP4 2AF

Company Registration Number: 12140968

20th April 2024

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

These notes are subject to the arrangements for this year's AGM as described in the Chairman's letter on pages 2-3.

Entitlement to attend and vote

1. Only those shareholders registered in the Company's register of members at:
 - no later than 48 hours (not taking into account non-working days) before the time appointed for holding the meeting; or
 - if this meeting is adjourned, no later than 48 hours (not taking into account non-working days) before the time appointed for holding of the adjourned meeting,

shall be entitled to attend and vote or appoint a by proxy. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to vote (by proxy) and view the meeting.

Information regarding the meeting available on website

2. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at <https://vectorcapital.co.uk/>.

Putting questions to the meeting

3. Shareholders are encouraged to put questions to the board of directors of the Company during the AGM.

Appointment of proxies

4. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights at the meeting and you should have received a proxy form with this notice of meeting. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
5. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, please contact the Registrar at Neville House, Steelpark Road, Halesowen B62 8HD or info@nevilleregistrars.co.uk. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed.
6. Shareholders can:
 - Appoint a proxy or proxies and give proxy instructions by returning the enclosed proxy form by post (see note 8).
 - Register their proxy appointment electronically (see note 9).
 - If a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 10).
 - Appoint multiple proxies by notifying the Registrar (see note 5).
7. 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 you either select the "Discretionary" option or 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.

Appointment of proxy by post

8. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to the Registrar at Neville House, Steelpark Road, Halesowen B62 8HD; and
- received by the Registrar no later than 48 hours before the time appointed for holding the meeting, or, in the event of an adjournment of the meeting, 48 hours before (excluding any UK non-working days) the adjourned meeting.

In the case of a shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact the Registrar.

Appointment of proxies electronically

9. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by returning the form by email to the Registrar at info@nevilleregistrars.co.uk. For an electronic proxy appointment to be valid, your appointment must be received by the Registrar no later than 48 hours before the time appointed for holding the meeting, or, in the event of an adjournment of the meeting, 48 hours (excluding any UK non-working days) before the adjourned meeting.

Appointment of proxies through CREST

10. CREST members who wish to appoint a proxy or proxies 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). 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 Neville Registrars Limited (ID 7RA11) no later than 48 hours before the time appointed for holding the meeting, or, in the event of an adjournment of the meeting, 48 hours (excluding any UK non-working days) before the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

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.

Appointment of proxy by joint members

11. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).

Changing proxy instructions

12. Shareholders may change proxy instructions by submitting a new proxy appointment. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Registrar at Neville House, Steelpark Road, Halesowen B62 8HD or by email at info@nevilleregistrars.co.uk.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointment

13. A shareholder may terminate a proxy instruction but to do so you will need to inform the Company in writing by either:
 - Sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to the Registrar at Neville House, Steelpark Road, Halesowen B62 8HD. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
 - Sending an email to the Registrar at info@nevilleregistrars.co.uk, clearly stating your intention to revoke your proxy appointment.

In either case, the revocation notice must be received by the Registrar no later than 48 hours before the time appointed for holding the meeting, or, in the event of an adjournment of the meeting, 48 hours (excluding any UK non-working days) before the adjourned meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid.

Corporate representatives

14. A corporation that is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that they do not do so in relation to the same shares.

Issued shares and total voting rights

15. As at 6:00pm on 18th April 2024 (the latest practicable date before publication of this notice), the Company's issued share capital consists of 45,244,385 ordinary shares of 0.5p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6:00pm on 18th April 2024 is 45,244,385.

It is proposed that all votes on the Resolutions at the AGM will be taken by way of a poll. On a vote by poll, every ordinary shareholder has one vote for every ordinary share held.

The Company's website will include information on the number of shares and voting rights.

Nominated persons

16. The statement of the rights of shareholders in relation to the appointment of proxies in paragraph 4 does not apply to nominated persons. The rights described in this paragraph can only be exercised by the shareholders of the company. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights (**Nominated Person**):

- You may have a right under an agreement between you and the shareholder of the Company who has nominated you to have information rights (**Relevant Shareholder**) to be appointed or to have someone else appointed as a proxy for the meeting.
- If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Shareholder to give instructions to the Relevant Shareholder as to the exercise of voting rights.
- Your main point of contact in terms of your investment in the Company remains the Relevant Shareholder (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

Voting

17. Voting on all resolutions will be conducted by way of a poll. This is a more transparent method of voting as shareholders' votes are counted according to the number of shares registered in their names.

As soon as practicable following the meeting, the results of the voting will be announced via a regulatory information service and posted on the Company's website.

Communication

18. Except as provided above, shareholders who have general queries about the meeting should send an email, setting out any queries to mail@vectorcapital.co.uk (no other methods of communication will be accepted).

You may not use any electronic address provided either:

- in this notice; or
- any related documents (including the annual report for the year ended 31 December 2023 and proxy form),

to communicate with the Company for any purposes other than those expressly stated.