

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other investment adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if you are not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying Form of Proxy 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.

INDUCTION HEALTHCARE GROUP PLC

(Incorporated in England and Wales with registered number 11852026)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the annual general meeting of the Company (the “AGM” or the “Annual General Meeting” or the “meeting”) to be held at 50 Liverpool Street, London EC2M 7PY at 9.00 am on Wednesday 6th September 2023 is set out in this document. A Form of Proxy for use at the meeting is enclosed.

The formal notice of AGM is set out on the following pages of this document, detailing the resolutions that shareholders are being asked to vote on together with explanatory notes in respect of the voting process.

Shareholders are encouraged to complete and return the Form of Proxy accompanying this document, in accordance with the instructions set out therein, to the Company’s registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, as soon as possible but in any event so as to arrive no later than 9.00 am on Monday 4th September 2023.

Alternatively, eligible shareholders who hold their shares in the Company in uncertificated form in CREST may use the CREST Proxy Voting Service, details in respect of which are contained in the notes to the notice of the AGM.

Electronic Proxy Appointment (‘EPA’) is also available for this meeting. To use this facility you must visit www.sharevote.co.uk where details of the procedure are shown. Details on how to lodge your vote electronically are contained within the notes to the notice of the AGM.

The results of voting on the resolutions will be announced via a regulatory information service and posted on the Company’s website as soon as practicable after the AGM.

The quorum for our AGM is two members present in person or by proxy and entitled to vote upon the business.

Notice is hereby given that the Annual General Meeting of **INDUCTION HEALTHCARE GROUP PLC** (the “Company”) will be held at 50 Liverpool Street, London EC2M 7PY at 9.00 am on Wednesday 6th September 2023 for the following purposes:

Ordinary Resolutions

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

Report and Accounts

- 1) To receive the annual report and financial statements of Induction Healthcare Group plc for the period ended 31 March 2023 together with the directors’ and auditors’ reports thereon.

Remuneration Report

- 2) To approve the report of the board to the members on directors' remuneration for the year ended 31 March 2023.

Directors

- 3) To re-elect Andrew David Williams as a director of the Company.
- 4) To re-elect Paul Antonio Joseph Tambeau as a director of the Company.
- 5) To re-elect John Joseph McIntosh as a director of the Company.

Re-appointment of Auditors

- 6) To re-appoint Crowe U.K. LLP as the Company's auditor to hold office until the conclusion of the next Annual General Meeting of the Company at which accounts are laid.

Remuneration of Auditors

- 7) To authorise the audit committee of the Company to determine the auditor's remuneration.

Directors' authority to allot shares

- 8) THAT, in substitution for any existing and unexercised authorities, the directors of the Company be and are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any securities into, shares in the Company ("Rights") in respect of:

- (a) the allotment of equity securities (as defined in section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £307,934.33 (which is approximately equal to two-thirds of the issued ordinary share capital of the Company as at the latest practicable date prior to the publication of this notice of annual general meeting, and including within such limit any shares issued or rights granted under paragraph (b) below) in connection with an offer by way of rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to the holders of other equity securities as required by the rights of those securities or as the directors of the Company otherwise consider necessary,

and subject to such exclusions or other arrangements as the directors of the Company consider expedient in relation to fractional entitlements, legal, regulatory or practical problems under the laws of, or the requirements of any regulatory body or stock exchange in, any territory, or any other matter; and

- (b) the allotment of equity securities having a nominal value of up to £153,967.17 (which is approximately equal to one-third of the issued ordinary share capital of the Company as at the latest practicable date prior to the publication of this notice of annual general meeting),

provided that such authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting of the Company following the passing of this resolution or, if earlier, at close of business on 6 December 2024, save that the Company may make an offer or agreement before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after expiry of the authority and the directors of the Company may allot shares and grant Rights in pursuance of that offer or agreement as if the authority had not expired.

By order of the Board

Louise Torr
Company Secretary

31 July 2023

Registered Office:
C/O Pinsent Masons
30 Crown Place
Earl Street
London
England
EC2A 4ES

Registered in England and Wales
Company Number: 11852026
Explanatory notes to the resolutions

The ordinary resolutions. To be passed, ordinary resolutions require more than 50% of the votes cast to be in favour of the resolution.

Ordinary Resolutions

Resolution 1

To receive the financial statements for the period ended 31 March 2023.

The Companies Act 2006 requires the directors of a public company to lay before the company its annual accounts and reports.

Resolution 2

To approve the report of the board to the members on directors' remuneration for the year ended 31 March 2023.

Shareholders are asked to approve the directors' remuneration report which is included in the Annual Report. This resolution is an advisory one and no entitlement to remuneration is conditional on the resolution being passed.

Resolutions 3, 4 and 5

Re-election of Director

The Company's articles of association provide that one third (or the nearest whole number not exceeding one third) of the directors who are subject to retirement by rotation (i.e. excluding those directors who are required to retire by virtue of having been appointed since the date of the last annual general meeting) shall retire from office at each annual general meeting and may offer themselves for re-election. Andrew David Williams is, therefore, retiring by rotation and, being eligible, is offering himself for re-election at the AGM.

The articles of association also provide that the Board may appoint a person who is willing to act to be a director of the Company, either to fill a vacancy or as an additional director. A director so appointed shall hold office only until the next following annual general meeting when he/she shall retire from office and be eligible for reappointment. Paul Antonio Joseph Tambeau and John Joseph McIntosh were appointed as directors of the Company in the period since the date of the annual general meeting held in January 2023 and are, therefore, retiring at the AGM but, being eligible, are standing for election at the AGM.

Biographies of each of the directors of the Company can be found in the Governance section of the Annual Report for the period ended 31 March 2023 and on the Company's website [https:// inductionhealthcare.com/](https://inductionhealthcare.com/).

Resolutions 6 and 7

Reappointment of Auditors

The Company is required at each general meeting at which financial statements are presented to shareholders to appoint auditors who will remain in office until the next such meeting. Crowe U.K. LLP have expressed their willingness to continue in office for a further year.

Remuneration of Auditors

In accordance with standard practice, Resolution 7 seeks consent for the directors of the Company to determine the remuneration of the auditors.

Resolution 8

Directors' authority to allot shares

Resolution 8 seeks authority for the directors of the Company to allot shares.

The authority granted in paragraph (a) will allow the directors of the Company to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a rights issue up to a nominal value of £307,934.33 which is equivalent to approximately two thirds of the total issued ordinary share capital of the Company as at the latest practicable date prior to the publication of the notice of AGM.

The authority granted in paragraph (b) will allow the directors of the Company to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal value of £153,967.17 which is equivalent to approximately one third of the issued ordinary share capital of the Company as at the latest practicable date prior to the publication of the notice of AGM.

The directors of the Company consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise. The authorities will expire at the next Annual General Meeting of the Company or, if earlier, at close of business on 6 December 2024.

Notes relating to the Notice

Notes:

1. A shareholder is entitled to appoint another person as his proxy to exercise all of his rights to attend and to speak and vote at the Annual General Meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
2. A form of proxy is enclosed. The appointment of a proxy (whether by completing the enclosed form of proxy, or by completing a CREST Proxy Instruction as set out below) does not as a matter of law prevent a shareholder from subsequently attending and voting at the meeting in person.
3. To be effective, the instrument appointing a proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must either be:
 - 3.1 sent to the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, so as to arrive no later than 48 hours before the time for holding the meeting or any adjournment of it or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used; or
 - 3.2 lodged using the CREST Proxy Voting Service – see note 6 below; or
 - 3.3 lodged using Electronic Proxy Appointment ('EPA') – see note 9 below.
4. Holders of ordinary shares of 0.5 pence in the capital of the Company ("Ordinary Shares") are entitled to attend and vote at general meetings of the Company. The total number of issued Ordinary Shares in the Company on 28 July 2023, which is the latest practicable date before the publication of this document, was 92,380,300 Ordinary Shares. On a vote by show of hands every shareholder who is present has one vote and every proxy present who has been duly appointed by a shareholder entitled to vote has one vote. On a poll vote every shareholder who is present in person or by proxy has one vote for every Ordinary Share of which he is the holder.
5. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that entitlement to attend and vote at the General Meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members at 6.30 pm on Monday 4TH September 2023 or, if the meeting is adjourned, you must be entered on the register at 6.30 pm two days prior to the date of any adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.
6. 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 following the procedures described in the CREST Manual subject to the provisions of the Company's articles of association. 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.
7. In order for a proxy appointment or instruction made by of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available at www.euroclear.com). The message (regardless of whether it constitutes the appointment of a proxy, the revocation of a proxy appointment or 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 Equiniti Limited (ID RA19) by the latest time(s) for receipt of proxy appointments specified in note 3 above. 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 Equiniti Limited is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to him/her by other means.

8. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by 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.
9. Alternatively, Electronic Proxy Appointment ('EPA') is available for this meeting. To use this facility you must visit www.sharevote.co.uk where details of the procedure are shown. The Voting ID, Task ID and Shareholder Reference Number shown on the face of the proxy card will be required to complete the procedure. EPA will not be valid if received after 9.00 am on Monday 4th September 2023 and will not be accepted if found to contain a computer virus.
10. The Company may treat as invalid a CREST Proxy Instruction in the circumstance set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
11. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
12. A copy of the Company's articles of association may be downloaded from the Company's website at <https://inductionhealthcare.com/investors/>.