



Bango PLC

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Bango PLC (“Bango”) will be held at 326 Science Park, Cambridge CB4 0WG on Wednesday, 24 May 2023 at 14:00 BST for the following purposes.

ORDINARY BUSINESS

As ordinary business to consider and, if thought fit, pass resolutions 1 to 5 as ordinary resolutions.

1. To receive the annual accounts of Bango for the year ended 31 December 2022 together with the reports of the Directors and auditors on those accounts.
2. To re-elect Eric Peacock who retires by rotation and offers himself for re-appointment by general meeting, as a Director of Bango.
3. To re-elect Anil Malhotra who retires by rotation and offers himself for re-appointment by general meeting, as a Director of Bango.
4. To re-elect RSM UK Audit LLP as auditors until the conclusion of the next annual general meeting at which accounts are laid before the company and to authorize the Directors to determine the auditors’ remuneration.
5. That, pursuant to and in accordance with Section 551 of the Companies Act 2006 (the “Act”), the Directors be and are hereby generally and unconditionally authorized and empowered to exercise all the powers of Bango to allot shares and/or grant rights to subscribe for or to convert any security into shares (“Rights”):
 - a up to an aggregate nominal value of £5,115,000 (being the nominal value of approximately one third of Bango’s issued share capital) to such persons at such times and generally on such terms and conditions as the Directors may determine (subject always to the articles of association of Bango); and
 - b up to an aggregate nominal value of £10,230,000 (being the nominal value of approximately two thirds of Bango’s issued share capital) (such amount to be reduced by the nominal amount of any shares allotted or Rights granted under paragraph a)) in connection with an offer by way of a rights issue or other pre-emptive offer to:
 - i the holders of ordinary shares of £0.20 each in the capital of Bango (“Ordinary Shares”) in proportion (as nearly as may be practicable) to the respective number of Ordinary Shares held by them; and
 - ii the holders of other equity securities, as required by the rights of those securities, or subject to such rights as the Directors otherwise consider necessary,

such authority to expire on the conclusion of the next Annual General Meeting of Bango following the passing of this resolution or, if earlier, the date 15 months after the date of passing this resolution, save that Bango may at any time before such expiry make any offer(s) or enter into any agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of any such offer(s) or agreement(s) as if the power and authority conferred by this resolution had not expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares or grant Rights but without prejudice to any allotment of shares or grant of Rights already made, offered or agreed to be made pursuant to such authorities.

SPECIAL BUSINESS

As special business to consider and, if thought fit, pass resolutions 6, 7 and 8 as special resolutions.

6. That subject to and conditional upon the passing of resolution 5 above, the Directors be and are hereby generally authorized in accordance with section 570 of the Act to allot equity securities (as defined in section 560 of the Act) of Bango for cash as if section 561(1) of the Act did not apply to any such allotment, provided that this authority shall be limited to:
 - a the allotment of equity securities in connection with an offer by way of a rights issue or other pre-emptive offer to:
 - i the holders of Ordinary Shares in proportion (as nearly as may be practicable) to the respective number of Ordinary Shares held by them; and
 - ii the holders of other equity securities, as required by the rights of those securities, or subject to such rights as the Directors otherwise consider necessary,

but (in each case) subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems in respect of overseas holders or otherwise; and

- b the allotment of equity securities (otherwise than pursuant to sub-paragraph (a) above) up to a maximum aggregate nominal value of £1,534,750 (being the nominal value of approximately 10% of the issued share capital of Bango),
- c the allotment of equity securities (otherwise than under paragraph a or paragraph b above) up to an aggregate nominal amount equal to 20 % of any allotment of equity securities from time to time under paragraph b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice of annual general meeting of Bango,

and this authority shall expire on the conclusion of the next Annual General Meeting of Bango following the passing of this resolution or, if earlier, the date 15 months after the date of passing this resolution save that Bango may at any time before such expiry make any offer(s) or enter into any agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer(s) or agreement(s) as if the power and authority conferred by this resolution had not expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot equity securities but without prejudice to any allotment of equity securities already made, offered or agreed to be made pursuant to such authorities.

7. That subject to and conditional upon the passing of resolution 5 above, the Directors be and are hereby generally authorized in accordance with section 570 of the Act, in addition to any authority granted under resolution 6, to allot equity securities (as defined in section 560 of the Act) of Bango for cash as if section 561(1) of the Act did not apply to any such allotment, provided that this authority shall be limited to

- a the allotment of equity securities up to a maximum aggregate nominal value of £1,534,750 (being the nominal value of approximately 10% of the issued share capital of Bango), such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice of annual general meeting of Bango; and
- b the allotment of equity securities (otherwise than under paragraph a) above) up to an aggregate nominal amount equal to 20% of any allotment of equity securities from time to time under paragraph a. above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice of annual general meeting of Bango,

and this authority shall expire on the conclusion of the next Annual General Meeting of Bango following the passing of this resolution or, if earlier, the date 15 months after the date of passing this resolution save that Bango may at any time before such expiry make any offer(s) or enter into any agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer(s) or agreement(s) as if the power and authority conferred by this resolution had not expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot equity securities but without prejudice to any allotment of equity securities already made, offered or agreed to be made pursuant to such authorities.

8. That, with effect from the conclusion of the meeting the draft articles of association produced to the meeting and, for the purposes of identification, initialed by the Chairman, be adopted as the articles of association of Bango in substitution for, and to the exclusion of, Bango's existing articles of association.

By order of the Board



Rachel Ellis
Company Secretary
26 April 2023



Notice of Annual General Meeting – Explanatory Notes

Report and Accounts (Resolution 1)

The Directors of Bango must present the accounts to the meeting.

Re-election of Directors (Resolutions 2 – 3 inclusive)

The Bango Articles of Association require that one third of the Board (or, if their number is not a multiple of three, the number nearest to but not exceeding one-third), and any Director newly appointed since the last Annual General Meeting, retire and seek re-election at each Annual General Meeting. Furthermore, in line with good corporate governance practice, it is Bango practice that any non-executive Director having been in post for nine years or more is subject to annual re-election.

At this meeting, Eric Peacock and Anil Malhotra will retire and stand for re-election as Directors. Having considered the performance of, and contribution made by, Eric Peacock and Anil Malhotra, the Board remains satisfied that their performance continues to be effective and to demonstrate commitment to the role and, as such, recommends their re-election. No non-executive Directors have been in post for nine years or more.

Reappointment and remuneration of auditors (Resolution 4)

Resolution 4 proposes the re-appointment of RSM UK Audit LLP as auditors of Bango and authorizes the Board to determine the auditors' remuneration. Following a thorough tender process, RSM UK Audit LLP was appointed as Bango's auditors in 2019. The Board recommends their re-appointment as auditors of Bango.

Directors' authority to allot shares (Resolution 5)

Directors may only allot shares or grant rights to subscribe for or to convert any security into shares ("**Rights**") if authorized to do so by the shareholders. The authority granted at the last Annual General Meeting is due to expire at the conclusion of this year's Annual General Meeting. This resolution 5, which complies with guidance issued by the Investment Association, seeks to grant a new authority to the Directors to allot shares and/or grant Rights, and will expire at the conclusion of the next Annual General Meeting of Bango or, if earlier, on 24 August 2024 (the date which is 15 months after the date of passing of the resolution). Investment Association guidance confirms that shareholders may regard as routine an authority to allot up to two-thirds of the existing issued share capital. However, any amounts allotted in excess of one-third of the existing issued share capital should be applied to fully pre-emptive rights issues only. This resolution reflects this guidance. There is no present intention of exercising this authority. However, if passed, this resolution would give Directors authority to allot shares and/or grant Rights up to an aggregate nominal value of £5,115,000 (approximately one-third of Bango's issued ordinary share capital as at 21 April 2023), and up to an aggregate nominal value of £10,230,000 (approximately two-thirds of Bango's issued ordinary share capital as at 21 April 2023) in connection with an offer by way of a rights issue or other pre-emptive offer. Shareholders should note that if the Directors wish to use the authority granted by this resolution 5 and allot shares and/or grant Rights they must first offer them to existing shareholders in proportion to their holdings. If resolutions 6 - 7 below are passed, the total number of shares which can be issued without a pre-emptive offer to existing shareholders would be 15,347,500 Ordinary Shares (equivalent to approximately 20 per cent of Bango's issued ordinary share capital as at 21 April 2023). Shareholders should further note that the authorization granted by this resolution 5 is not required for the grant of options (or the issue of shares on exercise of such options) under an employee share scheme.

Disapplication of pre-emption rights (Resolutions 6 and 7)

Under section 561(1) of the Act, if the Directors wish to allot equity securities (as defined in section 560 of the Act) (other than following an exercise of options granted under 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 will need the flexibility to finance business opportunities by the issue of shares 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 6 asks the shareholders to do this and, apart from rights issues or any other pre-emptive offer concerning equity securities and the grant of share options, the authority will be limited to the issue of equity securities for cash up to a maximum nominal value of £1,534,750 (being 7,673,750 ordinary shares of £0.20 each ("**Ordinary Shares**")), which is equivalent to approximately 10 per cent of Bango's issued ordinary share capital as at 21 April 2023, in line with the Pre-Emption Group 2022 Statement of Principles ("**Statement of Principles**") for the disapplication of pre-emption rights. Resolution 7 also seeks a disapplication of the pre-emption rights on a rights issue so as to allow the Directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas shareholders. Resolution 6 also provides for a follow-on offer to existing holders of securities not allocated shares under an issue made under either a) or b) above. This is to reflect the recent update to the Statement of Principles to increase flexibility.

Resolution 7 seeks additional approval for the disapplication of pre-emption rights on shares issued for cash up to a further nominal value of £1,534,750 (being 7,673,750 Ordinary Shares), which is equivalent to approximately 10 per cent of Bango's issued ordinary share capital as at 21 April 2023. This authority can only be exercised in connection with one or more acquisitions or



specified capital investments that the Directors determine fall within the Statement of Principles. The Directors confirm that the additional 10 per cent authority will only be used in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. Resolution 7 also provides for a follow-on offer to existing holders of securities not allocated shares under an issue made under either a) or b) above. This is to reflect the recent update to the Statement of Principles to increase flexibility.

If resolutions 6 and 7 are passed, the authorities will expire at the conclusion of the next Annual General Meeting of Bango or, if earlier, 24 August 2024 (the date which is 15 months after the date of passing of the resolution). Shareholders will note that these resolutions will be proposed as special resolutions.

Adoption of New Articles of Association (Resolution 8)

The principal changes introduced by the new articles of association are summarized in the Appendix to this notice of meeting.

A copy of the Bango's existing articles of association and the proposed new articles of association marked to show all the changes will be available for inspection during normal business hours (excluding Saturdays, Sundays and bank holidays) at 326 Science Park, Cambridge CB4 0WG from the date of this notice of meeting until the close of the meeting. The proposed new articles of association will also be available for inspection at the annual general meeting at least 15 minutes prior to the start of the meeting and up until the close of the meeting.



Notice of Annual General Meeting – Shareholder Information

1. Shareholders are invited to attend the AGM at 326 Science Park, Cambridge CB4 0WG on Wednesday, 24 May 2023 at 14:00 BST.
2. The AGM will also be broadcast for shareholders online. Shareholders interested in watching the online broadcast must register by emailing AGM@bango.com no later than 14:00 on Monday, 22 May 2023. Please ensure you have proof of shareholding and identity available to register for the broadcast. Details on how to join the meeting virtually will be shared when you register. Please note, attending the online broadcast does not count as attendance at the AGM itself. If you wish to attend the online broadcast and also wish to vote you must either vote online through Bango's Registrar, Equiniti, or complete and return your Form of Proxy to Equiniti, by no later than 14:00 on Monday, 22 May 2023. Detailed instructions on how to submit your vote through Equiniti are set out at paragraph 7. below.
3. Only those shareholders registered in the register of members of Bango at 18:30 on Monday, 22 May 2023 (or not later than 48 hours (excluding days that are not a working day) before the start of any adjournment of the meeting) shall be entitled to attend, speak and vote at this Annual General Meeting in respect of such number of shares registered in their name at that time. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
4. Shareholders present in person at the AGM will have the opportunity to meet and ask questions of the Board. Shareholders accessing the online broadcast can submit any questions they wish to ask in advance of the AGM by emailing AGM@bango.com no later than 14:00 on Monday, 22 May 2023 (or not later than 48 hours (excluding days that are not a working day) before the start of any adjournment of the meeting) or by using the online Q&A facility during the meeting.
5. As at 17:00 on 21 April 2023, which is the latest practicable date before publication of this notice, the issued share capital of Bango was 76,742,874 ordinary shares of £0.20 each and the total number of voting rights was 76,742,874.
6. A member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to exercise all or any of their rights to attend and to speak and vote at the meeting and at any adjournment of it. Such a member 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 share or shares held by that member. A member may only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy accompanying this Notice.
7. A Form of Proxy is provided with this notice and instructions for use are shown on the form. To be valid, all proxy forms must be received by Bango's Registrar, Equiniti, by no later than 14:00 on Monday, 22 May 2023 (or not later than 48 hours (excluding days that are not a working day) before the start of any adjournment of the meeting) together with, if appropriate, the original power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power of authority. You may vote online, at www.sharevote.co.uk, using your personal Voting ID, Task ID and Shareholder Reference Number referenced on your Form of Proxy. **To be valid, online votes must be received by Bango's Registrar, Equiniti, before 14:00 on Monday, 22 May 2023. Alternatively, you may complete and return your Form of Proxy to Equiniti at Aspect House, Spencer Road, Lancing, BN99 6DA. Again, to be valid, your completed form must be received by Equiniti before 14:00 on Monday, 22 May 2023.** If you would prefer to return your Form of Proxy in an envelope, please address it to Freepost RTHJ-CLLL-KBKU, Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 8LU. No postage is payable.
8. A vote withheld option is provided on the form of proxy to enable you to instruct your proxy not to vote on any particular resolution. A vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a 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. In order for a proxy appointment or instruction 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 & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via euroclear.com). 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 Equiniti (ID RA19) by



14:00 on Monday, 22 May 2023. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the 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.

10. In order to revoke a proxy appointment you will need to inform Bango by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Bango's Registrar, Equiniti by no later than 14:00 on Monday, 22 May 2023 (or not later than 48 hours (excluding days that are not a working day) before the start of any adjournment of the meeting) together with, if appropriate, the original power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power of authority. If you attempt to revoke your proxy appointment but the revocation is received after the time specified your proxy appointment will remain valid.
11. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.
12. Copies of the service agreements of the Executive Directors and the letters of appointment of the Non-Executive Directors are available for inspection during normal business hours at Bango's offices at 326 Cambridge Science Park, Cambridge CB4 0WG from the date of dispatch of this notice until the close of the AGM (Saturdays, Sundays and public holidays excepted). If you would like to have sight of any of these, please contact Bango by emailing investors@bango.com, marking your email for the attention of the Company Secretary.
13. Copies of this notice, and information regarding this Annual General Meeting, including the information required by section 311A of the Companies Act 2006, can be found at <https://bangoinvestor.com>.
14. Except as provided above, members who wish to communicate with Bango in relation to the meeting should do so by contacting Equiniti on +44 (0)371 384 2030 please use the country code when calling from outside the UK. Lines are open 08:30 to 17:30 (Monday to Friday, excluding public holidays in England and Wales).

Bango PLC
("Bango")

Appendix to Notice of Annual General Meeting

New Articles of Association

Explanatory note to the principal changes to Bango's articles of association

To ensure good corporate governance it is important for Bango to review its articles of association regularly. Bango's existing articles of association (those adopted on 22 May 2020) (the "**Current Articles**") have been reviewed and, to ensure their provisions reflect current best practice, and to provide for maximum flexibility for Bango in its methods of communicating with shareholders, the Board is proposing a new set of articles of association (the "**New Articles**") be adopted by Bango shareholders.

The New Articles amend and update the Current Articles. A copy of the Bango's existing articles of association and the proposed new articles of association marked to show all the changes will be available for inspection during normal business hours (excluding Saturdays, Sundays and bank holidays) at 326 Science Park, Cambridge CB4 0WG, until 17:00 on Wednesday, 24 May 2023. A copy will also be made available on the Bango investor website - <https://bangoinvestor.com/>. The proposed new articles of association will also be available for inspection at the annual general meeting to be held at 14:00 on Wednesday, 24 May 2023 at least 15 minutes prior to the start of the meeting and up until the close of the meeting.

An explanation of the main changes between the proposed New Articles and the Current Articles is set out below.

The New Articles include some proposed changes which are of a minor, technical or clarifying nature which are not summarized below. They have been included to reflect current market practice and to update the articles to reflect the ongoing evolution of the Companies Act 2006 ("CA 2006").

1 Electronic conduct of meetings

Post Covid, many shareholders now expect the flexibility of communications used during Covid to continue. The New Articles explicitly permit hybrid general meetings. Such general meetings can be held and arranged by the board of directors of Bango both at a physical location and electronically. Hybrid general meetings will give shareholders the option to attend the meeting either in person or virtually. Appropriate amendments have also been made throughout the New Articles to allow related matters, such as the lodging of proxy instructions, to be done electronically as well.

2 Electronic notices and communication

The New Articles provide explicitly for the provision of notices by electronic means (for example by means of posting on the Bango investor website - <https://bangoinvestor.com/>). As well as providing for greater flexibility, this allows Bango to send notices in a way which is both cheaper and more sustainable.

3 Forfeiture and lien (article 7)

This article has been updated to provide the board of directors with increased flexibility when enforcing calls and forfeiting shares, for example by allowing the suspension of rights attaching to shares that are subject to a call or forfeiture (see article 7.12 of the New Articles). Articles 8.4 and 8.11 of the New Articles provide additional safeguards, enabling the directors to refuse a transfer of a share subject to a lien.

4 General meetings (articles 12, 13 and 14)

Current best practice guidance recommends the holding of hybrid meetings. Bango's registrar, Equiniti, provides electronic voting facilities to ensure shareholders can take full advantage of hybrid meetings, and the updates suggested to articles 12, 13 and 14 of the New Articles provide for flexibility to hold them.

Additional provisions have been proposed at articles 13.10 to 13.17 of the New Articles to ensure the process for the postponement of general meetings is simplified, effective and practical. Various updates have been proposed to simplify procedures, for example the removal of the obligation to second a proposed resolution at article 14.24 of the New Articles.

5 Votes of members at a general meeting (article 15)

Various edits have been made to article 15 to clarify the method by which proxies can vote by show of hands should they have conflicting instructions (on the basis any person present at a meeting, including a proxy, would have just one vote each on a show of hands).

6 Directors (article 19)

The requirement to have a cap on the number of directors has been removed in the New Articles to ensure the board retains flexibility in the appointment of directors in the future. Shareholders' interests are protected on the basis all directors remain subject to reappointment at the AGM after which they are first appointed, and thereafter by annually rotation.

The limit on the aggregate fees payable to directors has been removed and replaced by reference to the amount determined by the Remuneration Committee or by the shareholders in general meeting, to provide increased flexibility in the New Articles and to reflect standard working practice.

7 Flexibility

The New Articles have been updated to ensure that Bango has as much flexibility as possible in the running of the company. Examples of these can be seen throughout the New Articles. Some specific examples include article 33 (Bango's use of capitalisation of profits and reserves) and article 37 (the storage of electronic copies). The New Articles have also been simplified where appropriate eg article 32 (procedure for paying dividends) and the removal of provisions relating to branch registers (which Bango does not require).

8 Gender

The New Articles have been updated to be gender neutral and more inclusive.

9 Modification

The New Articles have been modified in line with current best practice. For example, article 5 has been updated to allow share certificates to be executed by the directors (rather than sealed), and without having to obtain a resolution from the board of directors first.

10 Updates to uncertificated share provisions and Post-Brexit references

The New Articles have been updated to increase flexibility in the handling of uncertificated shares (refer to articles 8.8 and 9 for more detail).

Legislative references in the New Articles have also been updated post-Brexit (eg the Uncertificated Securities Regulations 2001 now have effect as if made under section 784 of the CA 2006).