

Notice of Annual General Meeting

This document is important and requires your immediate attention.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank, solicitor, accountant, fund manager or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, another appropriately authorised independent financial adviser. If you have sold or otherwise transferred, or sell or otherwise transfer, all of your shares in Bridgepoint Group plc, please send this document, together with the accompanying form of proxy, as soon as possible to the purchaser or transferee or to the agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

BRIDGEPOINT GROUP PLC (THE “COMPANY”) 2026 NOTICE OF ANNUAL GENERAL MEETING

Your attention is drawn to the letter from the Chair of the Company which is set out on page 2 of this document and which recommends that you vote in favour of the resolutions to be proposed at the annual general meeting.

Notice of an annual general meeting of the Company to be held at 1:00 p.m. (BST) on Tuesday, 12 May 2026 at 5 Marble Arch, London, W1H 7EJ, United Kingdom is set out in this document. Shareholders will also find enclosed with this document a form of proxy for use in connection with the annual general meeting. **To be valid, the form of proxy should be completed, signed and returned in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the Company’s registrars, Equiniti, by no later than 1:00 p.m. (BST) on Friday, 8 May 2026.**

Bridgepoint Group plc **Incorporated and registered in England and Wales, Registration No. 11443992**

Board of Directors (the “Board”)

Tim Score (Chair)
Raoul Hughes (Chief Executive)
Ruth Prior (Group Chief Financial Officer)
John Dionne (Independent Non-Executive Director)
Angeles Garcia-Poveda (Independent Non-Executive Director)
Carolyn McCall (Independent Non-Executive Director)
Archie Norman (Independent Non-Executive Director and Senior Independent Director)
Michelle Scrimgeour (Independent Non-Executive Director)
Cyrus Taraporevala (Independent Non-Executive Director)

Registered office

5 Marble Arch
London
W1H 7EJ
United Kingdom

Dear Shareholder,

2026 Annual General Meeting (“AGM”)

On behalf of the Board, I would like to invite you to the 2026 AGM of Bridgepoint Group plc on Tuesday, 12 May 2026, the Notice of Meeting (“Notice”) for which is contained in this document. More information about the Group’s performance during 2025 and its strategy and governance can be found in the 2025 Annual Report.

Attendance, voting and proxy appointment

If you hold any existing ordinary shares in the Company, you are entitled to attend and vote at the AGM. Voting at the AGM will be conducted by way of poll.

You will find enclosed the Form of Proxy for use at the AGM. Instructions in respect of the Form of Proxy can be found on pages 9 to 11 of this document. The Form of Proxy must be received by the Company’s registrars by 1:00 p.m. (BST) on Friday, 8 May 2026.

I would encourage you to exercise your right to vote and submit your proxy as early as possible.

The voting results will be announced shortly after the AGM and will also be available on the Company’s website (www.bridgepointgroup.com).

Board changes

Since the 2025 annual general meeting, John Dionne and Michelle Scrimgeour were each appointed as Independent Non-Executive Directors with effect from 1 July 2025. In line with the provisions of the UK Corporate Governance Code (the “Code”) and the Company’s articles of association (the “Articles”), John and Michelle will stand for election for the first time and the other current Directors will stand for re-election at the AGM. The biographies of each of the Directors are set out on pages 81 to 85 of the 2025 Annual Report.

Dividend

The Board is recommending for approval a final dividend of 4.7 pence per ordinary share for the year ended 31 December 2025.

If approved, this dividend will be payable on Thursday, 21 May 2026 to holders of ordinary shares on the register of members of the Company at the close of business on Friday, 24 April 2026.

Explanatory notes and recommendation

Explanatory notes for each of the resolutions proposed are set out on pages 6 to 9.

The Board considers that all of the resolutions as set out in the Notice are in the best interests of shareholders as a whole and the Board unanimously recommends that shareholders vote in favour of all of these resolutions, as the Directors intend to do with respect to their own beneficial holdings.



Tim Score
Chair

Notice of Annual General Meeting

Notice is hereby given that the AGM of the Company will be held at 5 Marble Arch, London, W1H 7EJ, United Kingdom at 1:00 p.m. (BST) on Tuesday, 12 May 2026 for the purposes set out below. Resolutions 1 to 16 (inclusive) will be proposed as ordinary resolutions and resolutions 17 to 20 (inclusive) will be proposed as special resolutions.

ORDINARY RESOLUTIONS

1. To receive the Company's audited financial statements for the financial year ended 31 December 2025, together with the Directors' Report, Strategic Report and the Auditor's Report on those financial statements.
2. To approve the Directors' Remuneration Report for the year ended 31 December 2025, as set out on pages 100 to 113 of the Company's 2025 Annual Report.
3. To appoint KPMG LLP as auditor of the Company to hold office from the conclusion of this AGM until the conclusion of the next annual general meeting of the Company at which accounts are laid.
4. To authorise the Audit and Risk Committee to determine the remuneration of the auditor of the Company.
5. To declare a final dividend of 4.7 pence per ordinary share for the year ended 31 December 2025.
6. To re-elect Raoul Hughes as a Director of the Company.
7. To re-elect Ruth Prior as a Director of the Company.
8. To elect John Dionne as a Director of the Company.
9. To re-elect Angeles Garcia-Poveda as a Director of the Company.
10. To re-elect Carolyn McCall as a Director of the Company.
11. To re-elect Archie Norman as a Director of the Company.
12. To re-elect Tim Score as a Director of the Company.
13. To elect Michelle Scrimgeour as a Director of the Company.
14. To re-elect Cyrus Taraporevala as a Director of the Company.
15. To approve the amendments to the rules of the Bridgepoint Group plc Long-Term Incentive Plan (the "LTIP"), the principal terms of which are summarised on page 7 and a copy of which shall be produced to the meeting and signed by the Chair for the purposes of identification, and to authorise the Board to:
 - (a) do all things necessary to bring the amendments to the LTIP into effect, including making such modifications as the Board considers appropriate to take account of the requirements of the UK Listing Rules and best practice; and
 - (b) establish further plans based on the amended LTIP but modified to take account of local tax, exchange controls or securities laws outside the UK, provided that any new issue of Company shares or treasury shares made available under such further plans are treated as counting against the plan limits in the LTIP.
16. That, in accordance with section 551 of the Companies Act 2006 (the "Act"), the Directors be and are generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or convert any security into shares:
 - (a) up to an aggregate nominal amount of £14,611; and
 - (b) in addition, up to an aggregate nominal amount of £29,222 (such amount to be reduced by the aggregate nominal amount of any allotments or grants made under paragraph (a) of this resolution 16) in connection with a fully pre-emptive offer:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing shareholdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to expire at the conclusion of the Company's next annual general meeting after this resolution 16 is passed or, if earlier, at the close of business on 31 July 2027 but, in each case, so that the Company may, before the expiry of such authorities, make offers or agreements which would or might require shares to be allotted or rights to be granted after expiry of these authorities and so that the Directors may allot shares or grant rights in pursuance of any such offer or agreement notwithstanding that the authorities conferred by this resolution 16 have expired.

Notice of Annual General Meeting continued

SPECIAL RESOLUTIONS

17. That, subject to resolution 16 being passed, in accordance with sections 570 and 573 of the Act, the Directors be and are generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authorities granted by resolution 16 and/or to sell ordinary shares held by the Company as treasury shares for cash, in each case as if section 561 of the Act did not apply to any such allotment or sale, provided that such power shall be limited:

- (a) to the allotment of equity securities and sale of treasury shares in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted under paragraph (b) of resolution 16, such power shall be limited to the allotment of equity securities in connection with a fully pre-emptive offer):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of any territory or any other matter;
- (b) to the allotment (otherwise than in the circumstances set out in paragraph (a) of this resolution 17) of equity securities pursuant to the authority granted by paragraph (a) of resolution 16 or sale of treasury shares up to an aggregate nominal amount of £4,383; and
- (c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) of this resolution 17) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares 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 Part 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,

such power to expire at the conclusion of the Company's next annual general meeting after this resolution 17 is passed or, if earlier, at the close of business on 31 July 2027 but, in each case, so that the Company may, before the expiry of such powers, make offers or agreements which would or might require equity securities to be allotted or rights to be granted or treasury shares to be sold after expiry of these powers and so that the Directors may allot equity securities or grant rights or sell treasury shares in pursuance of any such offer or agreement notwithstanding that the powers conferred by this resolution 17 have expired.

18. That, subject to resolution 16 being passed and in addition to any power granted under resolution 17, in accordance with sections 570 and 573 of the Act, the Directors be and are generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authorities granted by resolution 16 and/or to sell ordinary shares held by the Company as treasury shares for cash, in each case as if section 561 of the Act did not apply to any such allotment or sale, provided that such power shall be:

- (a) limited to the allotment of equity securities pursuant to the authority granted by paragraph (a) of resolution 16 or sale of treasury shares up to an aggregate nominal value of £4,383 such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months of 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; and
- (b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) of this resolution 18) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares 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 Part 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,

such power to expire at the conclusion of the Company's next annual general meeting after this resolution 18 is passed or, if earlier, at the close of business on 31 July 2027 but, in each case, so that the Company may, before the expiry of such powers, make offers or agreements which would or might require equity securities to be allotted or rights to be granted or treasury shares to be sold after expiry of these powers and so that the Directors may allot equity securities or grant rights or sell treasury shares in pursuance of any such offer or agreement notwithstanding that the powers conferred by this resolution 18 have expired.

19. That the Company be and is generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693 of the Act) of ordinary shares in the capital of the Company pursuant to section 701 of the Act provided that:
- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 87,667,181;
 - (b) the minimum price which may be paid for an ordinary share is the nominal value of an ordinary share at the time of such purchase;
 - (c) the maximum price which may be paid for an ordinary share (exclusive of expenses) is not more than the higher of:
 - (i) 105 per cent of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange plc's Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out at the relevant time;
 - (d) this authority shall expire at the conclusion of the Company's next annual general meeting after this resolution 19 is passed or, if earlier, at the close of business on 31 July 2027; and
 - (e) the Company may make a contract of purchase of ordinary shares under this authority which would or might be executed wholly or partly after the expiry of this authority, and may make a purchase of ordinary shares in pursuance of any such contract.
20. That a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice.

BY ORDER OF THE BOARD



David Plant
Group Company Secretary

25 March 2026

Registered Office:
5 Marble Arch
London
W1H 7EJ

Notice of Annual General Meeting continued

EXPLANATORY NOTES TO THE PROPOSED RESOLUTIONS

Resolutions 1 to 16 (inclusive) are proposed as ordinary resolutions, which means that for each of those resolutions to be passed, more than half of the votes cast must be cast in favour of the resolution. Resolutions 17 to 20 (inclusive) are proposed as special resolutions, which means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be cast in favour of the resolution.

RESOLUTION 1 – RECEIPT OF 2025 ANNUAL REPORT AND FINANCIAL STATEMENTS

The Directors are required to lay the Company's financial statements, the Strategic Report and the Directors' and Auditor's Reports on those financial statements (collectively, the "2025 Annual Report") before shareholders each year at the AGM. A copy of the 2025 Annual Report can be accessed on the Company's website at www.bridgepointgroup.com.

RESOLUTION 2 – APPROVAL OF DIRECTORS' REMUNERATION REPORT

Resolution 2 seeks shareholder approval for the Directors' Remuneration Report (set out on pages 100 to 113 of the 2025 Annual Report). This resolution is an advisory vote, as provided by law, meaning that the Directors' entitlements to remuneration are not conditional upon the resolution being passed.

RESOLUTION 3 – APPOINTMENT OF AUDITOR

The Company is required to appoint auditors at each general meeting at which accounts are laid before shareholders, to hold office until the next such meeting.

Following the conclusion of a formal tender process in 2025, the Board, following a recommendation of the Audit and Risk Committee, has proposed that KPMG LLP be appointed as the Company's statutory auditor.

Accordingly, this resolution seeks shareholder approval for KPMG LLP to be appointed as the Company's statutory auditor for the financial year ending 31 December 2026, to hold office until the conclusion of the next annual general meeting of the Company at which accounts are laid. Forvis Mazars LLP will stand down as the Company's auditor at the conclusion of the AGM.

RESOLUTION 4 – AUTHORITY TO AGREE AUDITOR'S REMUNERATION

This resolution seeks authority for the Audit and Risk Committee to determine the level of the auditor's remuneration.

RESOLUTION 5 – DECLARATION OF FINAL DIVIDEND

Resolution 5 seeks shareholder approval for the declaration of a final dividend of 4.7 pence per ordinary share for the year ended 31 December 2025. The final dividend will, subject to shareholder approval, be paid on Thursday, 21 May 2026 to the holders of ordinary shares whose names are recorded on the register of members of the Company at the close of business on Friday, 24 April 2026.

RESOLUTIONS 6 TO 14 (INCLUSIVE) – ELECTION AND RE-ELECTION OF DIRECTORS

Resolutions 6 to 14 relate to the election or re-election of the Directors by shareholders. In accordance with the Code and the Articles, every Director wishing to continue in office is required to stand for election or re-election at the AGM.

Biographical details of each Director can be found on pages 81 to 85 of the 2025 Annual Report. Each of the Non-Executive Directors standing for election or re-election (as applicable) is currently considered independent under the Code.

The Board is satisfied that each of the Directors proposed for election or re-election has the appropriate balance of skills, experience, independence and knowledge of the Company to enable them to discharge the duties and responsibilities of a Director effectively. Furthermore, the Board is satisfied that each Director continues to make an effective and valuable contribution and demonstrates commitment to their role.

RESOLUTION 15 – AMENDMENT OF BRIDGEPOINT GROUP PLC LONG-TERM INCENTIVE PLAN

This resolution seeks approval from shareholders for a number of amendments to the rules of the LTIP, which serves as the Company's principal long-term incentive arrangement for senior executives. The key changes to the rules are summarised below:

Individual limits: Under the amended LTIP rules, there have been no changes to the usual annual limits applicable to grants to executive directors. The maximum aggregate market value (as determined by the Remuneration Committee) of shares over which performance-related awards may be granted to any employee who is an executive director of the Company in respect of a given year remains at 200% of their salary, rising to 400% in exceptional circumstances. Similarly, the maximum aggregate market value (as determined by the Remuneration Committee) of shares over which non-performance-related/"restricted share" awards which may be granted to an employee who is an executive director of the Company in respect of a given year is unchanged at 100% of their salary, rising to 200% in exceptional circumstances. Awards granted in respect of an individual's recruitment may be granted in excess of these limits, although any award granted to an executive director of the Company would, in all circumstances, be in compliance with the shareholder-approved directors' remuneration policy in force at the time. Under the amended LTIP rules, these limits will not apply to awards granted to employees who are not executive directors of the Company.

Vesting of awards: The date on which awards will normally vest under the amended LTIP rules will be the date determined by the Remuneration Committee at the time the award is granted.

Timing of awards: Subject to shareholders' approval of the amended LTIP rules, awards may be granted under the LTIP at any time before 12 May 2036 (i.e. the tenth anniversary of the date on which shareholders approve the amended LTIP rules), except that awards may only be granted to executive directors of the Company within a 42-day window of: (a) shareholder approval of any amendment to the LTIP; (b) the day immediately following an announcement of results by the Company; (c) the commencement of the individual's employment with the Group; or (d) any exceptional event or circumstances which, in the opinion of the Remuneration Committee, justifies a grant. Where the Remuneration Committee is prevented by dealing restrictions from granting awards during any of the above periods, it may grant awards within a 42-day window of those dealing restrictions being lifted.

Amendment of awards: Under the amended LTIP rules, in line with the UK Listing Rules, the prior approval of the Company's shareholders must be obtained in the case of any amendment which is made to the advantage of eligible employees and/or participants and relates to: (a) the provisions relating to eligibility, individual or overall limits, the basis for determining the entitlement to, and the terms of, awards, or the adjustments that may be made in the event of any variation to the share capital of the Company; and/or (b) the rule relating to such prior approval. There are, however, exceptions to this requirement to obtain shareholder approval for any minor amendments to benefit the administration of the LTIP or to take account of the provisions of any legislation, or to obtain or maintain favourable tax, exchange control or regulatory treatment for any participant or Group member.

RESOLUTION 16 – AUTHORITY TO ALLOT SHARES

This resolution seeks shareholder approval to grant the Directors the authority to allot shares in the Company, or to grant rights to subscribe for or convert any securities into shares in the Company ("Rights"), pursuant to section 551 of the Act (the "Section 551 authority"). The authority contained in paragraph (a) of the resolution will be limited to an aggregate nominal amount of £14,611, being approximately one-third of the Company's issued ordinary share capital as at 25 March 2026 (being the latest practicable date prior to the publication of this notice).

In line with guidance issued by the Investment Association, paragraph (b) of this resolution would give the Directors authority to allot shares in the Company or grant Rights in connection with a fully pre-emptive offer up to aggregate nominal amount of £29,222 representing approximately two-thirds of the Company's issued ordinary share capital as at 25 March 2026. This resolution provides that such amount shall be reduced by the aggregate nominal amount of any allotments or grants under paragraph (a).

The Company does not hold any shares in treasury.

If approved, the Section 551 authority shall, unless renewed, revoked or varied by the Company, expire at the end of the Company's next annual general meeting after the resolution is passed or, if earlier, at the close of business on 31 July 2027. The exception to this is that the Directors may allot shares or grant Rights after the authority has expired in connection with an offer or agreement made or entered into before the authority expired. The Directors have no present intention to exercise the Section 551 authority.

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RESOLUTIONS 17 AND 18 – GENERAL AND ADDITIONAL DISAPPLICATION OF PRE-EMPTION RIGHTS

These resolutions seek shareholder approval to grant the Directors the power to allot equity securities (as defined by section 560 of the Act) or sell treasury shares of the Company for cash pursuant to sections 570 and 573 of the Act without first offering them to existing shareholders in proportion to their existing shareholdings.

The purpose of Resolution 17 is to authorise the Directors to allot new shares and other equity securities of the Company or sell shares held in treasury for cash: (a) in connection with a fully pre-emptive offer, subject to any arrangements that the Directors consider appropriate to deal with, among other things, fractions and overseas requirements; (b) otherwise than pursuant to (a) up to an aggregate nominal value of £4,383, in each case without first making an offer to existing shareholders in proportion to their existing holdings; and (c) otherwise than pursuant to (a) and (b), up to an aggregate nominal value of 20% of the amount referred to in (b) for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Pre-emption Group's Statement of Principles on Disapplying Pre-emption Rights (the "Pre-emption Group Principles"). The limit of £4,383 is equivalent to 10% of the total issued ordinary share capital of the Company (excluding treasury shares) as at 25 March 2026, being the latest practicable date prior to publication of this notice.

Resolution 18 is being proposed as a separate resolution to authorise the Directors to allot additional shares and other equity securities or sell shares held in treasury for cash up to a maximum nominal value of £4,383, (representing a further 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 25 March 2026, being the latest practicable date prior to publication of this notice) otherwise than in connection with a pre-emptive offer to existing shareholders (the "Acquisition/SCI Disapplication"). This authority is limited to allotments and sales for the purposes of financing acquisitions or specified capital investments contemplated by the Pre-emption Group Principles (or refinancing any such acquisition or investment within twelve months after the original transaction). The Directors intend to use this authority only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue or which has taken place in the preceding 12-month period and is disclosed in the announcement of the issue. This resolution also disappplies pre-emption rights in relation to a further 20% of the amount subject to the Acquisition/SCI Disapplication for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Pre-emption Group Principles.

These disapplication authorities are in line with institutional shareholder guidance, in particular the Pre-emption Group Principles. The Directors believe that it is appropriate to seek these authorities to give the Company the flexibility to raise further equity funding and to pursue acquisition opportunities as and when they arise, and to seek authority to make the follow-on offers so as to ensure that pre-emption is respected.

If approved, these powers shall apply until the end of the Company's next annual general meeting after the resolutions are passed or, if earlier, until the close of business on 31 July 2027. The exception to this is that the Directors may allot equity securities after the power has expired in connection with an offer or agreement made or entered into before the power expired. The Directors have no present intention to exercise these powers and if ever used, the Directors intend to follow the shareholder protections and approach to follow-on offers as set out in Part 2B of the Pre-emption Group Principles.

RESOLUTION 19 – AUTHORITY TO PURCHASE OWN SHARES

This resolution seeks shareholder approval to grant the Company the authority to purchase its own shares pursuant to sections 693 and 701 of the Act.

This authority is limited to an aggregate maximum number of 87,667,181 ordinary shares, representing 10% of the Company's issued ordinary share capital as at 25 March 2026.

The maximum price which may be paid for an ordinary share (exclusive of expenses) will be an amount which is not more than the higher of: (i) 5% above the average of the middle market quotation for an ordinary share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the ordinary share is purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out at the relevant time.

If approved, the authority shall, unless varied, revoked or renewed, expire at the end of the Company's next annual general meeting after the resolution is passed or, if earlier, at the close of business on 31 July 2027. The Directors have no present intention of exercising all or any of the powers conferred by this resolution, other than in connection with the share buyback programme announced on 2 June 2025 and extended on 12 March 2026, and will only exercise their authority if it is in the interests of shareholders generally.

Ordinary shares purchased by the Company pursuant to the authority sought under this resolution will either be cancelled or held in treasury.

RESOLUTION 20 – NOTICE PERIOD FOR GENERAL MEETINGS OTHER THAN AGMS

This resolution seeks shareholder approval to allow the Company to continue to call general meetings (other than AGMs) on 14 clear days' notice. In accordance with the Act, the notice period required for general meetings of the Company is 21 clear days unless shareholders approve a shorter notice period (subject to a minimum period of 14 clear days). In accordance with the Act, the Company must make a means of electronic voting available to all shareholders for that meeting in order to be able to call a general meeting on less than 21 clear days' notice.

The Company intends to only use the shorter notice period where this flexibility is merited by the purpose of the meeting and is considered to be in the interests of shareholders generally, and not as a matter of routine. AGMs will continue to be held on at least 21 clear days' notice.

The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

Explanatory notes as to the proxy, voting and attendance procedures at the AGM

1. Any member entered on the register of members of the Company as at 6:30 p.m. (BST) on Friday, 8 May 2026 is entitled to attend the AGM and any holder of ordinary shares is entitled to vote. A member entitled to attend, speak and/or vote at the AGM is also entitled to appoint a proxy to exercise all or any of his/her rights to attend, speak and/or vote at the AGM in his/her place. Such a member may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares. A proxy need not be a member of the Company.
2. To be effective, a form of proxy must be completed and returned, together with any power of attorney or authority under which it is completed or a certified copy of such power or authority, so that it is received by the Company's registrars at the address specified on the form of proxy not less than 48 hours (excluding any part of a day that is not a working day) before the stated time for holding the meeting (or, in the event of an adjournment, not less than 48 hours before the stated time of the adjourned meeting (excluding any part of a day which is not a working day)). Returning a completed form of proxy will not preclude a member from attending the meeting and/or voting in person.
3. You may register your vote online by visiting Equiniti's website at www.shareview.co.uk. Shareholders who have already registered with Equiniti's online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk using your usual user ID and password. If you have not already registered you will require your Shareholder Reference Number which is set out on the enclosed form of proxy. Once logged in simply click "View" on the "My Investments" page, click on the link to vote then follow the on screen instructions. A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after 1:00 p.m. (BST) on Friday, 8 May 2026.
4. Any person to whom this notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in paragraphs 1 and 2 can only be exercised by the holders of shares in the Company.
5. To be entitled to attend and/or vote at the AGM (and for the purposes of the determination by the Company of the number of votes they may cast), members must be entered on the Company's register of members by 6:30 p.m. (BST) on Friday, 8 May 2026 (or, in the event of an adjournment, on the date which is two days, excluding any day which is not a working day, before the time of the adjourned meeting). Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.
6. 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 (available at www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

Notice of Annual General Meeting continued

7. 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 & International Limited’s specifications, and must contain the information required for such instruction, 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) by 1:00 p.m. (BST) on Friday, 8 May 2026. 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.
8. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member, or sponsored member, or has appointed a voting service provider, 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. 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.
10. 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.
11. If you are an institutional investor you 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. Your proxy must be lodged by 1:00 p.m. (BST) on Friday, 8 May 2026 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity’s associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
12. As at 25 March 2026 (being the latest practicable date prior to the publication of this notice), the Company’s issued ordinary share capital consisted of 876,671,814 ordinary shares of £0.00005 each, carrying one vote each and there were no warrants or options over the Company’s ordinary shares outstanding.
13. Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company’s accounts (including the auditor’s report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company’s auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.
14. Any member, or other person who has been identified by a member as a person on whose behalf the member holds shares, attending the meeting has the right to ask questions. The Company must answer any such questions relating to the business being dealt with at the meeting, but no answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; and/or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
15. Voting at the AGM will be by poll. The Chair will invite each ordinary shareholder, corporate representative and proxy present at the meeting to complete a poll card indicating how they wish to cast their votes in respect of each resolution. In addition, the Chair will cast the votes for which he has been appointed as proxy. Poll cards will be collected during the meeting. Once the results have been verified by the Company’s registrar, Equiniti, they will be notified to the Financial Conduct Authority, announced through a Regulatory Information Service and will be available to view on the Company’s website.

16. Under sections 338 and 338A of the Act, members meeting the threshold requirements in those sections have the right to require the Company:
- (a) to give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at that meeting; and/or
 - (b) to include in the business to be dealt with at that meeting any matter (other than a proposed resolution) which may be properly included in the business.

A resolution may properly be moved or a matter may properly be included in the business unless: (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious.

Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person or persons making it, must have been received by the Company no later than 27 March 2026, being the date six clear weeks before the AGM and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

17. A copy of this notice, and other information required by section 311A of the Act, can be found at the Company's website (www.bridgepointgroup.com).
18. You may not use an electronic address provided in either this notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
19. The following documents will be available for inspection upon request at the Company's registered office during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this notice up to and including the date of the AGM and at the place of the AGM for 15 minutes prior to and during the meeting:
- (a) copies of all service agreements under which Directors of the Company are employed by the Company or any subsidiaries;
 - (b) a copy of the terms of appointment of the Non-Executive Directors of the Company; and
 - (c) a copy of the proposed rules of the LTIP.
20. Shareholders can contact the Company at shareholders@bridgepoint.eu. A copy of the Company's privacy policy detailing how the personal data of shareholders attending the AGM will be processed can be found at the Company's website (www.bridgepointgroup.com).