THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION YOU SHOULD TAKE, YOU ARE RECOMMENDED TO SEEK YOUR OWN FINANCIAL ADVICE FROM YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER OR OTHER INDEPENDENT ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.

IF YOU HAVE SOLD OR OTHERWISE TRANSFERRED ALL OF YOUR SHARES IN PROCOOK GROUP PLC, PLEASE FORWARD THIS DOCUMENT, TOGETHER WITH THE ACCOMPANYING DOCUMENTS, AS SOON AS POSSIBLE EITHER TO THE PURCHASER OR TRANSFEREE OR TO THE PERSON WHO ARRANGED THE SALE OR TRANSFER SO THEY CAN PASS THE DOCUMENTS TO THE PERSON WHO NOW HOLDS THE SHARES.

ProCook Group plc

(incorporated and registered in England and Wales under number 13679248)

Notice of Annual General Meeting

Thursday 10 September 2026 at 11:00 a.m.

Notice is hereby given that the Annual General Meeting (**AGM**) of ProCook Group plc (**Company**) will be held at 11:00 a.m. on Thursday, 10 September 2026 at the Company's registered office, ProCook, 10 Indurent Park, Gloucester, GL10 3EZ, to consider, and if thought fit, to pass the resolutions set out below. Resolutions 1 to 14 are proposed as ordinary resolutions and 15 to 18 as special resolutions.

To enable shareholders to follow proceedings remotely, the AGM will be broadcast live on the Investor Meet Company platform. Investors can sign up to Investor Meet Company for free and add the Company via the following link: www.investormeetcompany.com/procook-group-plc/register-investor. Investors who already follow the Company on Investor Meet Company will be automatically invited.

Shareholders are invited to submit any questions in respect of the business of the AGM for the Board of Directors (**Directors** or **Board**) to consider. Questions may be submitted in advance via the Investor Meet Company dashboard, or at any time during the AGM over the Investor Meet Company platform following registration, and the Board will aim to respond to any such questions relevant to the business of the AGM.

Shareholders are encouraged to vote on the resolutions to be put to the AGM by proxy whether or not they intend to attend. Voting by proxy prior to the AGM does not affect shareholders' right to attend the AGM and vote in person should they so wish.

The Board of ProCook Group plc considers all the proposed resolutions to be in the best interests of the Company and shareholders as a whole and, accordingly, recommends that shareholders vote in favour of all the resolutions proposed, as the Directors intend to do in respect of their own holdings.

ORDINARY RESOLUTIONS

Resolution 1

To receive the reports of the Directors and the financial statements for the year ended 29 March 2026 together with the report of the auditor thereon.

Resolution 2

To approve the Directors’ Remuneration Report (excluding the Directors’ Remuneration Policy set out on pages 92 to 100 of the Directors’ Remuneration Report) for the financial year ended 29 March 2026 as set out on pages 90 to 107 of the Company’s Annual Report and Accounts for the year ended 29 March 2026.

Resolution 3

To approve the Directors’ Remuneration Policy as set out in Appendix 1 to this Notice, to take effect immediately following the AGM.

Resolution 4

That the amendments to the rules of each of the ProCook Group plc Performance Share Plan 2021, the ProCook Group plc Deferred Bonus Plan 2021 and the ProCook Group plc Save As You Earn Scheme, as described in the explanatory note to Resolution 4, and copies of which (marked up to show the proposed amendments) are produced at the AGM, be and are hereby approved and the Directors be authorised to do all things necessary or expedient to carry the amendments into effect.

Resolution 5

To approve and adopt the ProCook Group plc Cash Long-Term Incentive Plan 2026 (**Cash LTIP**), the principal terms of which are summarised in Appendix 2 to this Notice, and a copy of the rules of which is produced at the AGM, and to authorise the Directors to do all things necessary or expedient to carry the Cash LTIP into effect.

Resolution 6

To re-elect Greg Hodder as a director of the Company.

Resolution 7

To re-elect Daniel O’Neill as a director of the Company.

Resolution 8

To re-elect David Stead as a director of the Company.

Resolution 9

To re-elect Dan Walden as a director of the Company.

Resolution 10

To re-elect Meg Lustman as a director of the Company.

Resolution 11

To re-elect Lee Tappenden as a director of the Company.

Resolution 12

To re-appoint Forvis Mazars LLP as Auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

Resolution 13

To authorise the Audit and Risk Committee to determine the remuneration of the Company's Auditor.

Resolution 14

That, in accordance with section 551 of the Companies Act 2006 (**Act**), the Directors be generally and unconditionally authorised to allot Equity Securities (as defined in Section 560(1) of the Act (**Equity Securities**)):

a) up to an aggregate nominal amount of £726,377 (such amount to be reduced by the nominal amount of any Equity Securities allotted pursuant to the authority in paragraph 14(b) below) in connection with a fully pre-emptive offer:

   (i) to holders of the ordinary shares of £0.01 in the capital of the Company (**Ordinary Shares**) in proportion (as nearly as may be practicable) to their respective holdings; and

   (ii) to holders of other Equity Securities as required by the rights of those securities or as the Directors otherwise consider necessary,

   but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

b) in any other case, up to an aggregate nominal amount of £363,188 (such amount to be reduced by the nominal amount of any Equity Securities allotted pursuant to the authority in paragraph 14(a) above in excess of £363,188).

provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next AGM of the Company (or if earlier, the date which is 15 months from the date of the passing of the resolution) save that the Company may, before such expiry, make offers or agreements which would or might require Equity Securities to be allotted and the Directors may allot Equity Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors under section 551 of the Act, 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 RESOLUTIONS

Resolution 15

That, subject to the passing of resolution 14, the Directors be authorised to allot Equity Securities for cash under the authority conferred by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to:

a) the allotment of Equity Securities in connection with an offer of Equity Securities (but, in the case of the authority granted under paragraph above 14(a) by way of a fully pre-emptive offer only):

   (i) to the holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and

(ii) to holders of other Equity Securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

b) the allotment of Equity Securities or sale of treasury shares (otherwise than pursuant to clause (a) of this resolution) to any person up to an aggregate nominal amount of £108,956; and

c) the allotment of Equity Securities or sale of treasury shares (otherwise than under (a) or (b) above) 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 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,

such authority to expire at the conclusion of the Company's next AGM after the passing of this resolution or, if earlier, at the close of business on the date which is 15 months from the date of passing the resolution, save that the Company may, before such expiry make offers or agreements which would or might require Equity Securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot Equity Securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

Resolution 16

That, subject to the passing of resolution 14, the Directors be authorised in addition to any authority granted under resolution 15 to allot Equity Securities for cash under the authority conferred by resolution 14 and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be:

a) limited to the allotment of Equity Securities or sale of treasury shares up to an aggregate nominal amount of £108,956 such authority to be used only for the purpose 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; and

b) limited to the allotment of Equity Securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of Equity Securities or sale of treasury shares from time to time under (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,

such authority to expire at the conclusion of the Company’s next AGM after the passing of this resolution or, if earlier, at the close of business on the date which is 15 months from the date of passing the resolution 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.

Resolution 17

That the Company be and is generally authorised for the purposes of section 701(1) of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) on the London Stock Exchange of Ordinary Shares provided that:

a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 10,895,662 (being approximately 10 per cent. of the Company's issued ordinary share capital);

b) the minimum price (excluding expenses) which may be paid for such Ordinary Shares is £0.01 per share;

c) the maximum price (excluding expenses) which may be paid for an Ordinary Share is the higher of:

   (i) an amount equal to 105% of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the ordinary share is purchased; and

   (ii) the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out;

d) the market purchase does not result in the number of the Company's Ordinary Shares in public hands falling below 10% of its issued share capital; and

e) unless previously renewed, varied or revoked, the authority conferred shall expire on the earlier of the date which is 15 months from the date of the resolution being passed and the conclusion of the Company's next AGM save that the Company may before the expiry of the authority granted hereby, enter into a contract to purchase Ordinary Shares which may be executed wholly or partly after the expiry of such authority.

Resolution 18

That the Company be and is hereby generally and unconditionally authorised to hold general meetings (other than AGMs) on not less than 14 clear days' notice, such authority to expire at the conclusion of the next AGM of the Company or, if earlier, 15 months from the passing of this resolution.

For and on behalf of the Board

Dan Walden

Chief Financial Officer
7 August 2026

ProCook
10 Indurent Park
Gloucester
GL10 3EZ
Registered in England and Wales No. 13679248

Notes

Entitlement to Attend and Vote at the AGM

1. The Company specifies that only those members registered on the Company's register of members at 6:00 p.m. (London time) on 8 September 2026, or if the meeting is adjourned, at 6:00 p.m. on the day two business days prior to the adjourned meeting shall be entitled to attend and vote at the meeting.
2. Voting at the AGM will be conducted by way of a poll rather than on a show of hands. The Board believes a poll is more representative of shareholders' voting intentions because shareholders' votes are counted according to the number of shares held and all votes tendered are taken into account.
3. The total of the votes cast by shareholders for or against or withheld on each resolution will be announced via a Regulatory Information Service and published on the Company's investor website, www.procookgroup.co.uk, after the AGM.

Proxy Voting – General

4. If you are a shareholder of the Company at the time set out in Note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting. You can only appoint a proxy using the procedures set out in these notes. You can appoint the Chair of the meeting as your proxy or another person of your choice. Your proxy does not need to be a member of the Company but must attend the meeting to represent you.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, 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).
7. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Act (**Nominated Persons**). Nominated Persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
8. Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you do vote in person at the meeting, that vote will override any votes previously submitted in respect of those shares.
9. 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 a resolution. If you do not select a voting option, your proxy may vote or abstain from voting at their discretion.

Proxy Voting – Procedures

10. To be valid proxy votes must be received by 11:00 a.m. on 8 September 2026 or if the meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the adjourned meeting (**Proxy Vote Closing Time**).
11. You will not receive a hard copy form of proxy with this document. Instead, Shareholders can vote electronically via the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: https://uk.investorcentre.mpms.mufg.com/.

Download on the App Store

GET IT ON Google Play

12. If you prefer a hard copy form of proxy, you may request this directly from the Company's Registrar, MUFG Corporate Markets, at shareholderenquiries@cm.mpms.mufg.com or on 0371 664 0300. Calls are charged at the standard

geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. Hard copy forms of proxy must be completed in accordance with the instructions printed on them and returned to the Company's Registrars, MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL (together with any necessary authority documentation) to be received no later than the Proxy Vote Closing Time.

13. To be valid any proxy form or other instrument appointing a proxy must be received:

    14. in the case of shareholders holding their shares through CREST, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in paragraphs 18 to 21 below; and no later than the Proxy Vote Closing Time); or

    15. 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 the Proxy Vote Closing Time 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. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

16. In the case of a member 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.

17. 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.

18. CREST members may vote by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

19. 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 using the procedures described in the CREST Manual (available from 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.

20. In order for a proxy appointment or instruction made by means of CREST 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 instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by the Proxy Vote Closing Time. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp 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.

21. 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(s), 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 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. 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.

Proxy Voting – Changes and Revocations

22. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the Proxy Vote Closing Time also applies in relation to amended instructions; any amended proxy appointment received after the Proxy Vote Closing 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 MUFG Corporate Markets via the methods set out in Note 12 above. 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.

23. 21. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to MUFG Corporate Markets, at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. The revocation notice must be received by MUFG Corporate Markets no later than 48 hours before the meeting.

24. In the case of a member 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. The revocation notice must be received by MUFG Corporate Markets no later than the Proxy Vote Closing Time. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to Note 8 above, your proxy appointment will remain valid.

Corporate Representatives

25. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises power over the same share.

26. Corporate representatives must produce a signed corporate representative letter from the shareholder in suitable form at the AGM together with photographic identification to verify they are the representative referred to in the letter.

Share Capital

27. As at the close of business on the day immediately before the date of this notice of AGM , the Company's issued share capital comprised 108,956,624 ordinary shares of 1 pence each. No shares are held in treasury. 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 close of business, on the day immediately before the date of this notice of AGM are 108,956,624. The interests of the Directors as at 7 August 2026 are as reported within the reports of the Directors and the financial statements for the year ended 29 March 2026.

Personal Data

28. Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Shareholder Reference Number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrar) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise. A copy of the Company's privacy policy can be found online at www.procookgroup.co.uk.

Website

29. 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:

- 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

- 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 no later than the time when it makes the statement available on the website. The business that may be dealt with at the AGM includes any statement that the Company has been required to publish on a website under Section 527 of the Act.

30. A copy of this Notice, and other information required by Section 311A of the Act, can be found at https://www.procookgroup.co.uk/investors/reports-and-presentations/

Questions

31. Any member joining the meeting has the right to ask questions. The Company must cause to be answered any question relating to the business being dealt with at the meeting but no answer need be given if:

- to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- the answer has already been given on a website in the form of an answer to a question; or
- it is undesirable in the interests of the Company or
- the good order of the meeting that the question be answered. We will not permit behaviour interfering with anyone's safety and comfort, or the meeting's orderly conduct. Guests will be admitted at the Company's discretion.

Explanatory Notes

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 14 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 15 to 18 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1: Report and Accounts (Ordinary Resolution)

The Directors must present to the shareholders at the AGM the audited accounts of the Company and the reports of the Directors and Auditor for the year ended 29 March 2026.

Resolution 2: Directors' Remuneration Report (Ordinary Resolution)

The Directors must put the Directors' Remuneration Report to a vote of the shareholders. The vote is only advisory however and the Directors' entitlement to remuneration is not conditional on Resolution 2 being passed.

Resolution 3: Directors' Remuneration Policy (Ordinary Resolution)

Shareholders are invited to vote on the Directors' Remuneration Policy (**DRP**), which is included as Appendix 1 to this Notice. If approved by shareholders, the DRP will take effect immediately after the conclusion of the AGM. A Directors' Remuneration Policy was last approved by shareholders at the AGM held on 10 September 2025. Following the announcement of the CFO's intention to step down from his Board position and role as CFO, the Board believes that it is in the best interests of the Company to seek to more effectively retain the CEO, and following consultation with the Company's largest shareholders, the DRP has therefore been amended to include the ability for an award to be made under the Cash LTIP, approval of which is sought under Resolution 5. Further details of the Cash LTIP are provided in the explanatory note to Resolution 5 and in Appendix 2. This resolution is a binding vote.

Resolution 4: Employee Share Plan Rules (Ordinary Resolution)

The purpose of Resolution 4 is to approve amendments to the rules of the ProCook Group plc Performance Share Plan 2021 (**PSP**), the ProCook Group plc Deferred Bonus Plan 2021 (**DBP**) and the ProCook Group plc Save As You Earn Scheme (**SAYE**) (together the **Plans**) which were adopted by the Board on 29 October 2021, prior to the Company's shares being admitted to trading on the London Stock Exchange. The rules of the PSP and DBP were subsequently amended by resolution of the Company on 19 September 2023.

The rules of the Plans operated by the Company contain terms which limit the number of shares the Company may award under the Plans. The limits are that (subject to typical exclusions as set out in the Plans) no awards under the Plans can be made if the aggregate nominal value of the ordinary shares in the Company issued or then capable of being issued pursuant to awards granted under all of the Company's share plans within the immediately preceding ten year period would exceed 10% of the nominal value of the ordinary share capital of the Company at that time in issue.

The resolution proposes to increase the limit of 10% to 12.5% to enable the Company to continue to remain a competitive employer and to reward its employees with shares in the Company.

The Board acknowledges that this proposal is not consistent with the Investment Association's Principles of Remuneration guidelines, which advises that this limit is set 10%. However, the Board also recognises its responsibility to ensure that the Company has suitable arrangements in place to attract, retain and motivate its employees to deliver long-term shareholder value, and despite good strategic and financial progress in the past year, the Company's share price has not improved materially and therefore more shares are required as part of the Plans to achieve the same reward and incentive to employees. The Remuneration Committee has consulted with key shareholders and has received widespread support for this proposal.

A copy of the rules of each of the Plans, marked up to show the proposed changes, will be available for inspection on the National Storage Mechanism at https://data.fca.org.uk/#/nsm/nationalstoragemechanism from the date of sending this document. The amended rules of the Plans will also be on display at the place of the AGM for at least 15 minutes before the AGM and during the AGM.

Resolution 5: Cash LTIP (Ordinary Resolution)

The purpose of Resolution 5 is to approve the rules of the ProCook Group plc Cash Long-Term Incentive Plan 2026 (**Cash LTIP**) and to authorise the Directors to take all action necessary to implement the Cash LTIP.

The Cash LTIP is proposed to provide a one-off incentive for the Company's Chief Executive Officer (**CEO**). Any award granted under the Cash LTIP will be at the sole discretion of the Remuneration Committee, and will not form part of any contractual remuneration arrangements. Subject to approval by shareholders of the Directors' Remuneration Policy included as Appendix 1 to this Notice, an award granted under the Cash LTIP would take the form of a conditional right to receive a cash payment, up to a maximum value of £6m, and any payout would be determined after deduction of the value delivered or deemed to be delivered under the CEO's outstanding share awards under existing incentive plans, ensuring that value is not duplicated. Any award granted under the Cash LTIP is expected to vest following a multi-year period ending in July 2029, subject to the Remuneration Committee's assessment of outcomes, performance conditions, and any additional conditions. A summary of the principal terms of the Cash LTIP is set out in Appendix 2 to this Notice.

A copy of the rules of the Cash LTIP will be available for inspection on the National Storage Mechanism at https://data.fca.org.uk/#/nsm/nationalstoragemechanism from the date of sending this document. The rules of the Cash LTIP will also be on display at the place of the AGM for at least 15 minutes before the AGM and during the AGM.

Resolutions 6 – 11: Re-election of Directors (Ordinary Resolutions)

All Directors are standing for re-election. It is considered that each Director continues to be effective and their contribution supports the long-term sustainable success of the Company. The skills and experience of each Director, which can be found below demonstrate why their contribution is, and continues to be, important to the Company's long-term sustainable success.

Greg Hodder – Greg was appointed to the Board as Non-Executive Chair on 29 October 2021. Greg brings a wealth of experience with previous Non-Executive Director and CEO appointments and a history of driving fast growth from entrepreneurial companies with particular experience in e-commerce and multi-channel. Greg has spent much of his career working in the retail sector including roles as President of New York-based company Smallbone PLC, CEO of Charles Tyrwhitt LLP and Chairman of Majestic Wines plc. Greg is currently the Non-Executive Chair of Purdy and Figg Ltd.

Daniel O'Neill – Daniel was appointed to the Board as Chief Executive Officer on 14 October 2021 and transitioned to a Non-Executive Director in October 2023 upon the appointment of Lee Tappenden as CEO. Daniel founded ProCook over 25 years ago. Prior to founding ProCook (originally trading as the Professional Cookware Company until 2008) in the 1990s, Daniel had an early career in direct marketing businesses and consultancy services and also in software development, developing skillsets and experiences that have provided guiding principles to support the development of the ProCook business.

David Stead – David was appointed to the Board as Senior Independent Non-Executive Director on 29 October 2021. An experienced director of companies in the UK retail sector, David was Chief Financial Officer of FTSE-listed Dunelm Group plc from 2003 to 2015 and Interim Chief Financial Officer in 2018. Prior to his role at Dunelm, David served as Finance Director for Boots The Chemists and Boots Healthcare International between 1991 and 2003. David is a chartered accountant, having spent the early part of his career with KPMG.

Dan Walden – Dan was appointed to the Board as Chief Financial Officer on 14 October 2021. Prior to joining ProCook in May 2021, Dan was Chief Financial Officer of Booking.com Transport. Before that, he held several roles at Dunelm Group plc including Group Finance Director and Commercial Finance Director. Before Dunelm, Dan held various senior finance and commercial roles at Halfords and Sainsbury's. Dan is a chartered accountant, having begun his career with KPMG.

Meg Lustman – Meg was appointed to the Board as an Independent Non-Executive Director in June 2024. Meg has over 35 years of retail experience, and was previously CEO of British affordable luxury brand, Hobbs. Prior to this, she held senior positions at many of the UK's leading fashion retailers including John Lewis, Warehouse, and Aurora/Mosaic Fashions. Meg is a Non-Executive Director of Shepherd Neame Limited. She also serves as Vice Chair of Court and Chair of the Remuneration Committee at Glasgow Caledonian University and is Chair of St Luke's Hospice (Harrow and Brent).

Lee Tappenden – Lee was appointed CEO of ProCook in September 2023, bringing extensive leadership, retail and consumer experience to the Group having spent over 25 years with Walmart and Asda, where he held a range of senior management roles, and also at Amyris Inc and Boston Consulting Group. His tenure at Walmart included roles in merchandising and operations, before becoming Chief Operations Officer, and then President and CEO of Walmart Canada. Lee spent the early part of his career with Mobil Oil.

In compliance with Financial Conduct Authority (**FCA**) Listing Rules relating to controlling shareholders, the election and re-election of the Independent Non-Executive Directors must be approved by a majority of both:

1. the shareholders of the Company as a whole; and
2. the independent shareholders of the Company (that is, the shareholders other than the Company's Concert Party).

For the purposes of the FCA Listing Rules, the Concert Party (being Michael O'Neill, Daniel O'Neill, Sarah O'Neill, Daniel O'Neill and Sarah O'Neill as trustees of the O'Neill 2021 Discretionary Settlement and Richard O'Neill) is a controlling shareholder as a result of it holding 76,772,800 shares (36,967,024 shares, 17,048,725 shares, 14,798,785 shares, 6,999,392 and 958,874 shares respectively) as at the date of this Notice.

Resolutions 8 and 10 relate to the re-election of David Stead and Meg Lustman respectively, who are the Directors seeking re-election that the Board has determined are Independent Non-Executive Directors (**iNEDs**) for the purposes of the UK Corporate Governance Code. These resolutions are proposed as ordinary resolutions and can be voted on by all shareholders of the Company. However, in addition to this, the votes cast by independent shareholders will be counted separately in order to assess whether the second tier of the test is satisfied.

In accordance with the FCA Listing Rules, if a resolution seeking to elect or re-elect an iNED is not approved by a majority of both the shareholders of the Company as a whole and the independent shareholders of the Company, the failed resolution may be put to shareholders of the Company, at a general meeting, which must be held between 90 and 120 days from the date of the original vote (being the date of the AGM or any adjournment of it).

In such circumstances, any iNED whose appointment has not been approved by both the shareholders of the Company as a whole and the independent shareholders of the Company will be treated as having been elected from the date of the original vote until either the date when they are elected, being the date of the subsequent general meeting, or the date of any announcement by the Board that the individual does not intend to stand for election.

If a subsequent general meeting does not take place, the appointment will be treated as ceasing 120 days from the date of the original vote. If a subsequent general meeting does take place and the further resolution is approved, the iNED will be treated as having been elected until the following AGM of the Company. However, if at the subsequent general meeting the further resolution fails, the appointment of the iNED will cease on that date.

Resolutions 12 and 13: Reappointment of Auditor and Auditor's Remuneration (Ordinary Resolutions)

The Directors, on the recommendation of the Audit and Risk Committee, recommends the re-appointment of Forvis Mazars LLP as Auditor of the Company to hold office until the conclusion of the next general meeting at which the accounts are laid before the Company. Resolution 12 proposes the reappointment of Forvis Mazars LLP and Resolution 13 is a separate resolution which authorises the Audit and Risk Committee to determine the Auditor's remuneration.

Resolution 14: Authority to Allot (Ordinary Resolution)

This resolution deals with the Directors' authority to allot securities in accordance with section 551 of the Act and complies with the Investment Association Share Capital Management Guidelines issued in February 2023.

If passed, the resolution will authorise the Directors to allot:

(i) Equity Securities up to a maximum nominal amount of £726,377 which represents approximately two thirds of the Company's issued ordinary shares (excluding treasury shares) as at 7 August 2026 (being the latest practicable date prior to publication of this document) (**ISC**) in relation to a fully pre-emptive offer, with authority for the Directors to deal pragmatically with legal, regulatory and logistical issues (e.g. fractions of shares and overseas securities laws). This maximum is reduced by the nominal amount of Equity Securities allotted under the authority set out in paragraph 14(a) of the resolution; and

(ii) Equity Securities up to a maximum nominal amount of £363,188 otherwise which represents approximately one third of the Company's ISC. This amount will be reduced to the extent that Equity Securities allotted pursuant to paragraph 14(a) exceed £363,188 in nominal value.

The maximum nominal amount of securities which may be allotted under this resolution is therefore £726,377.

The authority granted by this resolution will expire on the earlier of the conclusion of next year's AGM and the date which is 15 months after the resolution is passed.

The Directors have no present intention to exercise the authority conferred by this resolution.

Resolutions 15 and 16: Disapplication of Statutory Pre-Emption Rights (Special Resolutions)

Under the Act, the Directors require shareholder authority to issue Equity Securities for cash without first offering them to the whole shareholder base pro rata to their existing holdings in accordance with the statutory requirements of section 561 of the Act. Resolutions 15 and 16 will, if passed, give the Directors this authority within the specified limitations. Resolution 15 provides a general authority and resolution 16 is in respect of allotments to finance acquisitions and capital investments.

These resolutions are in line with the Pre-Emption Group's Statement of Principles 2022, the template resolutions published by the Pre-Emption Group in 2022 and the Share Capital Management Guidelines published by the Investment Association (as updated in February 2023) (**Investor Guidelines**). The Company notes the increase in the acceptable levels of authority set out in the Pre-Emption Group's Statement of Principles 2022 and the Directors consider it appropriate for the Company to seek those enhanced approvals to maximise its ability to act swiftly in the interests of shareholders should a need or opportunity arise.

Put simply, the Directors will, if the resolutions are passed, have authority to freely allot up to 10% of the ISC for cash, with additional allotments for cash permitted only for:

- offers which are essentially pre-emptive but enable the Directors to make pragmatic decisions to deal with logistical and regulatory issues in connection with the offer (up to two thirds ISC in total);
- financing specified investments and acquisitions in line with the Investor Guidelines (up to 10% ISC); and
- specified follow-on offers in line with the Investor Guidelines (up to 20% of the nominal value of shares allotted under the original offer process (maximum 2% of the ISC)).

The Directors have no present intention to exercise the authority conferred by these resolutions.

The authorities set out in these resolutions will expire on the conclusion of next year's AGM or, if earlier, on the date which is 15 months after the date the resolutions are passed.

Resolution 17: Market Purchase of the Company's Own Shares (Special Resolution)

The Directors intend to exercise this right only when, in light of market conditions prevailing at the time, they are satisfied that any purchase will increase the earnings per share of the ordinary share capital in issue after the purchase and, accordingly, that the purchase is in the interests of shareholders. The Directors will also give careful consideration to gearing levels of the Company and its general financial position. The purchase price would be paid out of distributable profits. This authority would not be used in the event that it would result in the Company's free float being lower than 10% of its ISC.

The Act permits certain listed companies to hold shares in treasury, as an alternative to cancelling them, following a purchase of own shares by the Company. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options and share awards under the Company's employee share schemes.

Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the treasury shares.

If the Directors exercise the authority conferred by Resolution 17, they may consider holding those shares in treasury, rather than cancelling them. The Directors believe that the ability to hold shares in treasury provides the Company with greater flexibility in the management of its share capital. The Directors would also consider using any such treasury shares to satisfy share options/awards under the Company's employees' share schemes.

The maximum number of shares which may be purchased under the proposed authority is 10,895,662 Ordinary Shares, representing approximately 10% of the issued ordinary share capital of the Company at 7 August 2026 (being the latest practicable date prior to the publication of this Notice). The price paid for Ordinary Shares will not be less than the nominal value. The price paid will not be more than the higher of 5% above the average of the middle-market quotation of the Company's Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days preceding the day on which the shares are purchased and an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out.

As at 7 August 2026 (being the latest practicable date prior to the publication of this Notice), the Company did not hold any Ordinary Shares in treasury and there were no warrants over the Company's Ordinary Shares outstanding. As at 7 August 2026 (being the latest practicable date prior to the publication of this notice), there were 10,809,139 options to subscribe over the Company's Ordinary Shares outstanding. The proportion of ISC that they represented at that time was 9.92% and the proportion of ISC that they will represent if the full authority to purchase shares (existing and being sought) is used is 11.02%.

Resolution 17 will be proposed as a special resolution to provide the Company with the necessary authority to purchase its Ordinary Shares. If the resolution is passed, the authority will expire at the conclusion of the next AGM of the Company or, if earlier, 15 months from the passing of this resolution, unless renewed before that time.

Resolution 18: Notice of General Meetings other than AGMs (Special Resolution)

Under the Act, the notice period required for all general meetings of the Company is 21 clear days. The Company's AGMs will always be held on at least 21 clear days' notice, but shareholders can approve a shorter notice period for other general meetings. Resolution 18, if passed, authorises the calling of general meetings other than an AGM on not less than 14 clear days' notice, and will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting. The flexibility offered by this resolution will be used where, taking into account the circumstances and noting the recommendations of the UK Corporate Governance Code, the Directors consider this appropriate in relation to the business to be considered at the meeting and in the interests of the Company and shareholders as a whole.

Appendix 1 – Directors' Remuneration Policy

Directors’ Remuneration Policy

This section sets out the Group’s Directors’ Remuneration Policy, which has been prepared in accordance with the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended). The Directors’ Remuneration Policy will be put to a binding shareholder vote at our 2026 Annual General Meeting and will take effect from that date subject to shareholder approval. The Policy will formally apply for three years unless a new policy is presented to shareholders before then.

The Committee has ensured that the Directors’ Remuneration Policy and practices are consistent with the provisions of the Corporate Governance Code, and has addressed the following elements:

Clarity

Our Directors’ Remuneration Policy is well understood by our senior Executive team and is clearly articulated to our shareholders and representative bodies.

Simplicity

The Committee is mindful of the need to avoid overly complex remuneration structures, which can be misunderstood and deliver unintended outcomes. Therefore, a key objective of the Committee is to ensure that our Directors’ Remuneration Policy and practices are straightforward to communicate and operate.

Risk

Our Directors’ Remuneration Policy has been designed to ensure that inappropriate risk taking is discouraged and will not be rewarded via (i) the balanced use of both annual incentives and long-term incentives, which employ a blend of targets; (ii) the significant role played by shares in our incentive plans (together with bonus deferral and shareholding guidelines); and (iii) malus/ clawback provisions within all our incentive plans.

Predictability

Our incentive plans are subject to individual caps, with our share plans also subject to standard dilution limits. The use of shares within our incentive plans results in actual pay received being highly aligned to the expectations of our shareholders.

Proportionality

There is a clear link between individual awards, delivery of strategy and our long-term performance. In addition, the significant role played by variable pay, together with the composition of the Executive Directors’ service contracts, ensures that poor performance is not rewarded.

Alignment to culture

Our Executive pay policies are fully aligned to the Group’s culture through the use of metrics in both the annual bonus and PSP that measure how we perform against key aspects of our strategy, which has the objective of delivering sustainable growth in profitability.

Executive Directors

The following table summarises the key aspects of the Executive Directors' Remuneration Policy:

Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
Base salary To provide competitive fixed remuneration, which attracts and retains Executives of a superior calibre.	Base salaries will be reviewed each year by the Committee. The Committee does not strictly follow data but uses market data for similar roles in comparable companies as a reference point in considering, in its judgement, the appropriate level of salary having regard to other relevant factors including corporate and individual performance and any changes in an individual's role and responsibilities.	While there is no prescribed maximum salary or increase, it is anticipated that salary increases will normally be in line with increases to the wider workforce salaries. However, in certain circumstances (including, but not limited to, changes in role and responsibilities, market levels, individual and Group performance), the Committee may make larger salary increases to ensure they are market competitive. The rationale for any such increase will be disclosed in the relevant Annual Report on Remuneration.	n/a
Benefits To provide competitive fixed remuneration, which attracts and retains Executives of a superior calibre.	Executive Directors are entitled to benefits, including life assurance. Executive Directors will be eligible for any other benefits, which are introduced for the wider workforce on broadly similar terms, and for other benefits that might be provided based on individual circumstances, if the Committee decides it is appropriate. For external and internal appointments or relocations, the Group may pay certain relocation or incidental expenses as appropriate (for up to two years from recruitment). Any reasonable business-related expenses can be reimbursed (and any related tax met if determined to be a taxable benefit). Executive Directors can also participate in all-employee share plans on the same basis as other employees.	As it is not possible to calculate in advance the cost of all benefits, a maximum is not pre-determined. The maximum level of participation in all-employee share plans is subject to the limits imposed by the relevant tax authority.	n/a

Pension To provide all colleagues, including Executive Directors, with long-term savings to allow for retirement planning.	Executive Directors can receive a contribution to a pension arrangement or a cash payment in lieu.	The maximum defined contribution or cash allowance in lieu of pension is limited to the contribution level available to most other employees, which is currently 3% of base salary.	n/a
Annual Bonus Plan Rewards achievement of annual financial and business targets aligned with the Group's strategy and KPIs. Bonus deferral encourages long-term shareholding, supports retention and discourages excessive risk taking.	Awards are based on performance, typically measured over one year. Pay-out levels are determined by the Committee after the year end, based on performance against pre-set targets. Bonus is normally paid in cash, except not less than 25% of any bonus, which is deferred into an award under the Deferred Bonus Plan ("DBP"), typically for a two-year period. The level of deferral and period for deferral may change in relation to future financial years. Dividend equivalents may accrue on deferred shares. The vesting of deferred shares is not subject to any additional performance conditions. Provisions are included, which enable the Committee (in respect of both the cash and the deferred elements of bonuses) to recover or withhold value in the event of certain defined circumstances (that is, in cases of misconduct, material misstatement of financial results, error in calculation of a bonus payment and reputational damage).	The normal maximum level of Annual Bonus Plan outcomes is 100% of base salary per annum. The normal maximum will only be exceeded in exceptional circumstances and is subject to an overall limit of 200% of salary in a financial year.	Targets are set annually with measures linked to our strategy and aligned with key financial, strategic and/or individual targets. The performance measures for FY27 are set out on page 107 of the Annual Report and Accounts for the year ended 29 March 2026. The performance measures applied may be financial or non-financial, corporate, divisional or individual, and in such proportions as the Committee considers appropriate. A graduated scale of targets is set for each measure, with no pay-out for performance below the threshold level. The Committee has the discretion to amend the pay-out should any formulaic outcome not reflect its assessment of overall business performance.

Long-term incentives To incentivise and retain Executive Directors through long-term performance-related pay, with a clear line of sight for Executives and direct alignment with shareholders' interests.	Awards will be in the form of nil-cost share options. Awards will be granted with vesting dependent on the achievement of performance conditions set by the Committee, with performance normally measured over at least three years. Awards will be subject to a two-year holding period following the end of the performance term, with options typically not being exercisable by participants until the end of the holding period. Dividend equivalents may accrue on awards, to the extent they vest. The Performance Share Plan ("PSP") includes provisions that enable the Committee to recover or withhold value in the event of certain defined circumstances (that is, in cases of misconduct, material misstatement of financial results, error in calculation of a vesting level and reputational damage).	The normal maximum PSP award is 100% of salary in a financial year. The normal maximum will only be exceeded in exceptional circumstances and is subject to an overall limit of 200% of salary in a financial year.	PSP performance measures may include financial and shareholder value metrics as well as strategic, non-financial measures. Details of the performance measures for FY27 will be included in the RNS announcing the awards at the time of their grant. The Committee retains the discretion to set alternative measures and weightings for awards over the life of the policy. Targets are set and assessed by the Committee on its discretion. A maximum of 25% of any element vests for achieving the threshold target, with 100% for maximum performance. The Committee has the discretion to amend the vesting level should any formulaic outcome not reflect its assessment of overall business performance.
Cash Long Term Incentive Plan 2026 ("Cash LTIP") To provide a one-off award to support the motivation and retention of the Chief Executive Officer and incentivise the delivery of sustained long-term growth in earnings, cash generation and shareholder value.	Any award would be granted at the discretion of the Committee and take the form of a conditional right to receive a cash payment following the end of the applicable performance period. In determining any payment, the Committee may take account of value delivered under other incentive arrangements and overall Company performance. The Cash LTIP includes provisions that enable the Committee to	The maximum value opportunity for an award to an Executive Director under the Cash LTIP is £6 million. The actual value delivered may be lower and could be nil depending on performance and the operation of the award terms.	Awards will be subject to performance conditions and/or underpins determined by the Committee, which are expected to include measures linked to earnings per share and free cash flow. The Committee retains discretion to determine applicable measures, weightings and targets.

	recover or withhold value in the event of certain defined circumstances (that is, in cases of misconduct, material misstatement of financial results, error in calculation of a vesting level and reputational damage).		
Share ownership guidelines To align with shareholders' interests and to foster a long-term mindset.	Executive Directors are required to retain all shares that vest, net of any tax liability, under the PSP and DBP awards until the guideline is met. Any share plan awards that have vested but are subject to a holding period and any shares subject to awards under the DBP will be credited for the purpose of the guidelines (discounted for anticipated tax liabilities). Executive Directors will be required to maintain a shareholding in the Company for a two-year period after stepping down from that position, being the full value of the shareholding requirement or the Executive Director's actual relevant shareholding at leaving this position if lower.	200% of base salary for all Executive Directors.	n/a
All-employee share plans To encourage share ownership by employees, thereby allowing them to share in the long-term success of the Group and align their interests with those of the shareholders.	These are all-employee share plans established under HMRC tax-advantaged regimes and follow the usual form for such plans. Executive Directors will be able to participate in all-employee share plans on the same terms as other Group employees.	The maximum participation levels for all-employee share plans will be the limits for such plans contained in their rules, which are set by HMRC from time to time.	Consistent with normal practice, such awards will not be subject to performance conditions.

Chair and Non-Executive Directors

The following table summarises the key aspects of the Chair and Non-Executive Directors' Remuneration Policy:

Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
Chair and Non-Executive Director fees To enable the Group to	The fees paid to the Chair and Non-Executive Directors aim to be competitive with other fully listed companies of equivalent size and	The aggregate fees (and any benefits) of the Chair and Non-Executive Directors will not exceed the limit from time to time prescribed within the	n/a

recruit and retain Chairs and Non-Executive Directors of the highest calibre, at an appropriate cost.	complexity. The fees payable to the Non-Executive Directors are determined by the Board, with the Chair's fees determined by the Committee. The Chair and Non-Executive Directors will not participate in any cash or share incentive arrangements. The Group reserves the right to provide benefits (including travel and office support) to the Chair and Non-Executive Directors where appropriate. Should any assessment to tax be made on such reimbursement, the Group reserves the ability to settle such liability on behalf of the Chair or Non-Executive Director.	Company's Articles of Association. If the Chair and/or Non-Executive Directors devote special attention to the business of the Group, or otherwise perform services, which in the opinion of the Directors, are outside the scope of the ordinary duties of a Director, they may be paid such additional remuneration as the Directors or any Committee authorised by the Directors may determine.	

Notes to the policy table

Legacy arrangements

In approving this Remuneration Policy, the Company has the authority to honour any previous commitments entered into with current or former Directors (such as the payment of a pension or the unwinding of legacy share schemes or historic share awards) that remain outstanding.

As set out in the Prospectus, the Group has various legacy IPO arrangements, some of which remain subject to time vesting post-IPO. Incentive awards granted prior to the introduction of this Policy will continue to operate in line with the terms agreed at grant, including the IPO Employee Share Plan awards granted to the Executive Directors.

Summary of decision-making process

In determining the Directors' Remuneration Policy, the Committee followed a robust process, which included discussions on the content of the Policy at Remuneration Committee meetings during the year. The Committee considered the input from management and independent advisers, as well as considering views of shareholders and proxy advisory services.

Explanation of performance measures

Annual bonus performance measures are selected annually to align with the Group's KPIs and strategic imperatives and the interests of shareholders and other stakeholders. Financial measures will normally influence most of the bonus with any remainder based on key strategic and/or personal objectives designed to ensure Executive Directors are incentivised across a range of objectives. Target performance is typically set in line with the year's business plan, with the threshold to stretch targets set around the plan, based on a sliding scale that reflects relevant commercial factors. Only modest rewards are available at threshold performance levels, with rewards at stretch requiring material outperformance of the business plan. Details of the specific measures used for the annual bonus are set out in the Annual Report on Remuneration.

PSP performance measures will be selected to provide a robust and transparent basis on which to measure the Group's performance, link remuneration outcomes to delivery of the business strategy over the longer term and provide strong alignment between senior management and shareholders. The Policy provides for Committee discretion to alter the PSP measures and weightings from year to year. This is to ensure that it can continue to measure performance appropriately, if the Group's strategic ambitions evolve over the life of the Policy.

When setting performance targets for the Annual Bonus and PSP, the Committee will consider a number of different factors. These may include the Group's business plans and strategy, external forecasts and the wider economic environment. The performance targets for the Cash LTIP will be set on a similar basis.

The Committee retains the discretion to amend the bonus pay-out and the PSP vesting level if any formulaic outcome does not reflect its assessment of overall business performance over the relevant period. The Committee retains the discretion to amend and/or waive the performance targets for the Cash LTIP in limited, market practice scenarios.

Flexibility, discretion and judgement

The Remuneration Committee operates the Annual Bonus, DBP and PSP according to the rules of each respective plan which, consistent with market practice, include discretion in a number of respects to the operation of each plan. Discretions include but are not limited to:

- Who participates in the plan, the quantum of an award and/or payment, and the timing of awards and/or payments.
- Whether dividend equivalents will apply to the awards.
- Determining the extent of vesting.
- Treatment of awards and/or payments on a change of control or restructuring of the Group.
- Whether an Executive Director or senior manager is a good/ bad leaver for incentive plan purposes and if the proportion of awards that vest do so at the time of leaving or at the normal vesting date(s).
- How and whether an award may be adjusted in certain circumstances (for example, for a rights issue, a corporate restructuring or special dividends).
- What the weighting, measures and targets should be for the annual bonus plan and PSP awards from year to year.
- The ability, within the policy, to adjust targets and/or set different measures or weightings for the applicable annual bonus plan and PSP awards, if the Committee determines that the original conditions are no longer appropriate or do not fulfil their initial purpose. Such changes would be explained in the subsequent Directors' Remuneration Report and, if appropriate, be discussed with our major shareholders.
- The ability to override formulaic outcomes in line with the Policy.

All assessments of performance are ultimately subject to the Committee's judgement. Any discretion exercised, and the rationale, will be disclosed in the Annual Remuneration Report.

The Committee may make minor amendments to the policy set out above (for regulatory, exchange control, tax or administrative purposes or to take account of a change in legislation) without obtaining shareholder approval for that amendment.

Stating maximum amounts for the Remuneration Policy

The Directors' Remuneration Report regulations and related investor guidance encourages companies to disclose a cap within which each element of the Directors' Remuneration Policy will operate. Where maximum amounts for elements of remuneration have been set within the Directors' Remuneration Policy, these will operate simply as caps and are not indicative of any aspiration.

Travel and hospitality

While the Committee does not consider it to form part of benefits in the normal usage of that term, it has been advised that corporate hospitality (whether paid for by any Group company or another) and business travel for Directors (and exceptionally their families) may technically come within the applicable rules and so the Committee expressly reserves the right for the Committee to authorise such activities within its agreed policies.

Differences between the policy on remuneration for Directors and remuneration of other employees

While the appropriate benchmarks vary by role, the Group seeks to apply the philosophy behind this Policy across the Group as a whole. Where the Group's pay policy for Directors differs from its pay policies for groups of employees, this reflects the appropriate market rate position and/ or typical practice for the relevant roles. The Group considers pay levels, bonus opportunity and share awards applied across the Group as a whole when setting the Executive Directors' Remuneration Policy.

Recruitment Remuneration Policy

The Company's Recruitment Remuneration Policy aims to give the Committee sufficient flexibility to secure the appointment and promotion of high-calibre Executives to strengthen the management team and secure the skill sets to deliver our strategic aims.

In terms of the principles for setting a package for a new Executive Director, the starting point for the Committee will be to apply the general Policy for Executive Directors as set out above and structure a package in accordance with that Policy. Any caps contained within the Policy for fixed pay do not apply to new recruits, although the Committee would not envisage exceeding these caps in practice.

The Annual Bonus Plan, DBP and PSP will operate (including the maximum award levels) as detailed in the general Policy in relation to any newly appointed Executive Director. For an internal appointment, any variable pay element awarded in respect of the prior role may either continue on its original terms or be adjusted to reflect the new appointment as appropriate.

For external and internal appointments, the Committee may agree that the Company will meet certain relocation expenses as it considers appropriate.

For external candidates, it may be necessary to make additional awards in connection with the recruitment to buy out awards forfeited by the individual on leaving a previous employer.

For the avoidance of doubt, buy-out awards are not subject to a formal cap. Any recruitment-related awards, which are not buy-outs, will be subject to the limits for Annual Bonus Plan and PSP as stated in the general policy. Details of any recruitment-related awards will be appropriately disclosed.

For any buy-outs, the Company will not pay more than is, in the view of the Committee, necessary and will in all cases seek, in the first instance, to deliver any such awards under the terms of the existing Annual Bonus Plan, DBP or PSP. It may, however, be necessary in some cases to make buy-out awards on terms that are more bespoke than the existing Annual Bonus Plan, DBP or PSP.

All buy-outs, whether under the Annual Bonus Plan, DBP, PSP or otherwise, will take due account of the service obligations and performance requirements for any remuneration relinquished by the individual when leaving a previous employer. The Committee will seek to the extent possible to provide any buy-out award on a broadly like-for-like basis.

A new Chair/ Non-Executive Director would be recruited on the terms explained above in respect of the main policy for such Directors.

Service contracts

Executive Directors

The Committee's Policy is that each Executive Director's service agreement should be of indefinite duration, subject to termination upon no more than six months' notice by either party. The service agreements of the Executive Directors comply with that Policy. Contracts contain provisions allowing the Company to make payments in lieu of notice (albeit not including bonus or benefits) but do not contain change of control provisions.

The Committee reserves flexibility to alter these principles, if necessary, to secure the recruitment of an appropriate candidate and, if appropriate, introduce a longer initial notice period (of up to two years) reducing over time.

The date of each Executive Director's contract is:

Lee Tappenden	19 September 2023
Dan Walden	19 October 2021

Chair and Non-Executive Directors

The Chair and each Non-Executive Director is engaged for an initial period of three years. These appointments can be renewed following the initial three-year term. These engagements can be terminated by either party on three months' notice.

Neither the Chair nor any Non-Executive Directors can participate in the Company's incentive plans, are not entitled to any pension benefits and are not entitled to any payment in compensation for early termination of their appointment beyond the three months' notice referred to above.

Name	Date of initial appointment	Initial Term	Term extended	Term extension
Greg Hodder	29 October 2021	3 years	Yes	3 years
Daniel O'Neill[1]	15 October 2023	3 years	-	-
David Stead	29 October 2021	3 years	Yes	3 years
Meg Lustman	25 June 2024	3 years	-	-

[1] Daniel O'Neill transitioned into a Non-Executive role effective 15 October 2023 having previously served as CEO and Executive Director of the Group since 19 October 2021

The Directors' service agreements and letters of appointment are available for shareholders to view from the Group Company Secretary on request.

Termination/ change of control policy summary

It is appropriate for the Committee to consider treatments on a termination having regard to all of the relevant facts and circumstances available at that time. This policy applies both to any negotiations linked to notice periods on a termination and any treatments that the Committee may choose to apply under the discretions available to it under the terms of the Annual Bonus Plan, DBP, PSP and Cash LTIP.

The Company is entitled to terminate the Executive Directors' employment by payment of a cash sum in lieu of notice equal to salary during what would otherwise have been the notice period. A payment in lieu of notice can, at the Company's discretion, be paid as a lump sum, or in equal monthly instalments, over the notice period. There is a mechanism in the service agreement to reduce the instalments where the Executive Director commences alternative employment during the notice period. The Company may also terminate the Executive Directors' employment with immediate effect and with no liability to make any further payments in certain prescribed circumstances (e.g. in the case of a serious or repeated breach of the Executive Directors' obligations).

The potential treatments for the various incentive arrangements if there is a termination of employment or a change of control before the awards have vested are summarised in the table below:

Incentives	If a leaver is deemed to be a "good leaver"; for example, leaving through injury, ill-health, disability, redundancy, sale of business or otherwise at the discretion of the Committee	If a leaver is not a "good leaver"	Change in control
Annual bonus	Bonuses remain payable on the normal payment date and will be determined on such basis as the Committee may decide, which can include pro-rating for time. Bonuses are not subject to deferral under the DBP.	Annual bonus not generally paid.	Payment is accelerated to the date of the Change of Control. The Committee has discretion to determine the extent to which performance targets are achieved as at the Change of Control, or can waive performance targets. Bonuses are pro-rated for time unless the Committee determines otherwise. Bonuses are not subject to deferral under the DBP.
DBP	Upon death, awards become exercisable on the date of death. Awards are not normally subject to pro-rating unless the Committee determines otherwise. For other "good leavers", awards become exercisable on the vesting date, unless the Committee exercises discretion to allow them to be exercisable from the cessation date. Awards are not normally subject to pro-rating unless the Committee determines otherwise.	All awards will normally lapse.	Awards vest in full.
PSP	Upon death, awards become exercisable on the date of death. If the date of death is during the vesting period,	All awards will normally lapse,	Awards become exercisable on the Change of Control. If the Change of

	the Committee would need to determine the extent to which the performance targets are achieved on such modified basis as it may consider appropriate and the Awards would be subject to pro-rating, unless the Committee determines otherwise. If the date of death is during the holding period, the Awards are not normally subject to pro-rating, unless the Committee determines otherwise. For other "good leavers" during the vesting period, awards become exercisable on the vesting date (subject to performance), unless the Committee exercises discretion to allow them to be exercisable from the cessation date (in which case the Committee would need to determine the extent to which the performance targets are achieved on such modified basis as it may consider appropriate). The Awards would be subject to pro-rating unless the Committee determines otherwise. For other "good leavers" during the holding period, awards become exercisable on the cessation date. The Awards are not normally subject to pro-rating unless the Committee determines otherwise.	unless the Committee determines otherwise, in which case the Committee has broad discretion to determine the extent to which the Award can be exercised and the timing of exercise.	Control is during the vesting period, the Committee would need to determine the extent to which the performance targets are achieved on such modified basis as it may consider appropriate and the Awards would be subject to pro-rating, unless the Committee determines otherwise. If the Change of Control is during the holding period, the Awards are not normally subject to pro-rating, unless the Committee determines otherwise.
Cash LTIP	Award will normally lapse if employment terminates, or notice of termination is given, before the date on which the final award outcome is determined. However, where an Executive Director resigns having provided at least 12 months' notice and remains employed until that date, the award may continue in accordance with its terms.	All awards will normally lapse.	Any award would vest on a Change of Control. The Committee would determine the value of any payment on a pro-rata basis, having regard to the circumstances of the transaction, performance achieved, the timing of the event and the terms of the award.
All-employee share plans	As per HMRC regulations.	As per HMRC regulations.	As per HMRC regulations.

The Company has the power to enter into settlement agreements with Directors and to pay compensation to settle potential legal claims. In addition, and consistent with market practice, in the event of the termination of an Executive Director, the Company may contribute towards that individual's legal fees and fees for outplacement services as part of a negotiated settlement. Any such fees will be disclosed as part of the detail of termination arrangements. For the avoidance of doubt, the Policy does not include an explicit cap on the cost of termination payments.

External appointments

The Company's Policy is to permit an Executive Director to serve as a Non-Executive Director elsewhere when this does not conflict with the individual's duties to the Company, and where an Executive Director takes such a role, they will be entitled to retain any fees which they earn from that appointment (unless the Committee determines otherwise).

Statement of consideration of employment conditions elsewhere in the Group

Pay and employment conditions generally in the Group are considered when setting Executive Directors' remuneration. The Committee receives regular updates on overall pay and conditions in the Group, including (but not limited to) changes in base pay and any staff bonus pools in operation.

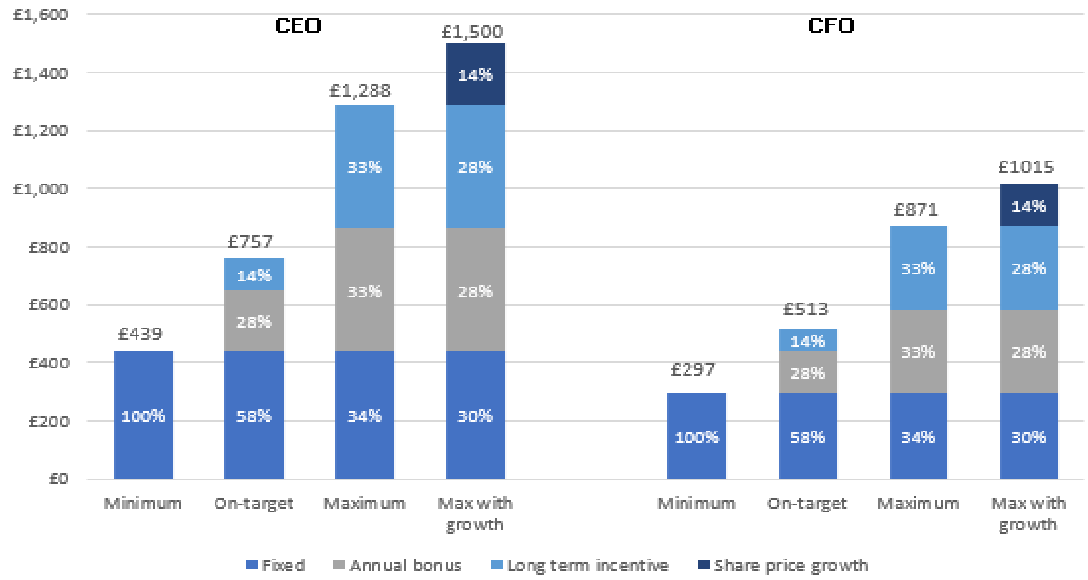
Although the Committee has not, to date, formally consulted with employees on matters of remuneration policy, the Committee will ensure there is appropriate liaison with the People and ESG Director to discuss any remuneration matters that should be considered as part of its annual cycle. Employee engagement scores and other internal surveys will be considered as appropriate.

Statement of consideration of shareholder views

When determining Executives' remuneration, the Committee considers views of shareholders and best practice guidelines issued by institutional shareholder bodies. The Committee is always open to feedback from shareholders on remuneration policy and arrangements, and commits to undergoing shareholder consultation in advance of any significant changes to remuneration policy.

The Committee will continue to monitor trends and developments in corporate governance and market practice to ensure that the structure of the Executive remuneration remains appropriate.

Illustrations of application of remuneration policy (£'000)



Note: Any Cash LTIP award has not been included within the scenario charts as its ultimate value cannot currently be determined with reasonable certainty, given that any value received is impacted by value realised from other outstanding incentive arrangements. Accordingly, inclusion could result in a misleading representation of potential remuneration outcomes and potential double counting.

The chart above aims to show how the Remuneration Policy for Executive Directors will be applied in FY27 using the assumptions in the table below:

Minimum

- Consists of base salary, benefits and pension
- Base salary is the salary to be paid with effect from 30 March 2026
- Estimated value of a full year's benefits
- Pension measured as Company contributions (or cash in lieu) at 3% of salary

£'000	Base salary	Benefits	Pension	Total fixed
Lee Tappenden - CEO	424	2	13	439
Dan Walden - CFO	287	2	8	297

Target

- Annual bonus: consists of an assumed payment of 50% of maximum opportunity
- Long-term incentives: consists of the threshold level of vesting (25%) under the PSP

Maximum

- Based on the maximum remuneration receivable (excluding share price appreciation and dividends)
- Annual bonus: consists of maximum bonus of 100% of base salary
- Long-term incentives: consists of the maximum level of vesting under the PSP of 100% of base salary

Maximum with share price growth As per the maximum but with a 50% share price growth assumption for the PSP awards.

Appendix 2

SUMMARY OF THE CASH LTIP

Overview

ProCook Group plc ("**Company**") proposes to adopt a new cash based employee plan to be known as the ProCook Group plc Cash Long-Term Incentive Plan 2026 ("**Cash LTIP**").

Awards granted under the Cash LTIP ("**Cash LTIP Awards**") take the form of a conditional right to receive a cash payment, subject to remaining employed and (at the discretion of the Committee) subject to the achievement of performance conditions, as further described below. No consideration is payable for the grant of a Cash LTIP Award.

The current intention is that a Cash LTIP Award will be granted to the Chief Executive Officer ("**CEO**") immediately following the AGM, subject to approval by shareholders of the rules of the Cash LTIP and the Directors' Remuneration Policy. It is not currently anticipated that any additional Cash LTIP Awards will be granted.

The principal terms of the Cash LTIP are summarised below.

Eligibility

Executive directors and employees of the Company and any subsidiary of the Company ("**Group**") may be granted Cash LTIP Awards. As noted above, it is anticipated at this time that only the CEO will receive a Cash LTIP Award.

Grant

The Remuneration Committee ("**Committee**") of the board of directors ("**Board**") of the Company has discretion to select who will be granted Cash LTIP Awards and, subject to the limits set out below and the Company's shareholder-approved Directors' Remuneration Policy ("**Remuneration Policy**") in respect of awards to executive directors, in determining the maximum payment that can be made pursuant to a Cash LTIP Award.

Cash LTIP Awards may be granted during the 42 days commencing on: (i) the date of adoption of the Cash LTIP, (ii) the dealing day immediately following the date of the preliminary announcement of the Company's annual results or the announcement of its half-yearly results in any year, or (iii) any other time determined by the Committee where circumstances are considered to be so exceptional as to justify the grant of Cash LTIP Awards.

Individual Limit for Executive Directors

The maximum payment that can be made pursuant to a Cash LTIP Award to any executive director will be the maximum permitted under the Directors' Remuneration Policy as at the time of grant.

Performance Conditions

Unless decided otherwise by the Committee at the time of grant of a Cash LTIP Award, any payment pursuant to a Cash LTIP Award will be conditional upon the achievement of performance conditions and/or performance underpins prescribed at the time of grant ("**Performance Conditions**"). The proposed Cash LTIP Award to be granted to the CEO will be subject to Performance Conditions relating to earnings per share and free cash flow.

If events occur which cause the Committee reasonably to consider that a Performance Condition should be waived or that a different or amended Performance Condition would be a fairer measure of performance, the Committee may waive the Performance Condition or amend the original Performance Condition in such manner as it deems fit, provided that any such amended condition is not materially more difficult to perform or harder to achieve than the original Performance Condition.

Payment of Cash LTIP Awards

Cash LTIP Awards will be paid through the payroll, after deduction of applicable taxes, following a date specified at grant ("**Determination Date**"). In respect of the proposed Cash LTIP Award to be granted to the CEO, that Determination Date will be in or around July 2029, following the announcement of results for the financial year ending March 2029. The amount of the payment will depend on the extent to which the Performance Conditions have been achieved and the value or deemed value of certain outstanding share awards as at the Determination Date under existing incentive plans held by the relevant Cash LTIP Award holder.

Cessation of Employment

If the Cash LTIP Award holder ceases to be employed, or receives notice to cease their employment, within the Group for any reason before the Determination Date, their Cash LTIP Award will lapse.

If the Cash LTIP Award holder resigns before the Determination Date and has given less than 12 months' notice under such resignation, their Cash LTIP Award will lapse. If the Cash LTIP Award holder resigns before the Determination Date but has given at least 12 months' notice, their Cash LTIP Award will not lapse unless they cease employment before the Determination Date (or their Cash LTIP Award otherwise lapses).

Corporate Events

Payment of Cash LTIP Awards is accelerated in the event of a takeover or certain other corporate events before the Determination Date. If such a corporate event occurs, Cash LTIP Awards will be determined and paid prior to or as soon as practicable after the corporate event.

The Committee will determine the amount of the payment that is payable pursuant to the Cash LTIP Award taking into account the performance of the Company against the Performance Conditions which shall be assessed on a modified basis which takes into account the abbreviated performance period, with the maximum payout reduced on a time pro-rata basis.

Malus and clawback

The Committee will have discretion to operate malus and clawback in respect of a Cash LTIP Award if at any time prior to the later of the second anniversary of the Determination Date of such Cash LTIP Award and the publication of the second audited accounts of the Company following such Determination Date, the Committee becomes aware that:

- the Cash LTIP Award holder has committed gross misconduct; or
- there has been a material misstatement and/or significant downward revision in the financial results of the Company or any Group company for any period; or
- there was an error made in assessing or calculating the amount of payment pursuant to the Cash LTIP Award; or
- any other circumstances exist that in the sole opinion of the Committee have (or would have if made public) a sufficiently significant impact on the reputation of any member of the Group or the business in which the Cash LTIP Award holder is employed to justify malus and/or clawback applying; or
- having resigned before the Determination Date with at least 12 months' notice and receiving a payment under the Cash LTIP Award, the holder subsequently fails to remain employed within the Group for the full 12 month notice period.

If the Committee operates clawback it will have discretion to: (a) reduce the amount payable under any Cash LTIP Award; and/or (b) reduce the number of ordinary shares or cash amount which may be subject to any other subsisting awards held by such Cash LTIP Award holder or may otherwise be payable to such Cash LTIP Award holder; and/or (c) require a repayment or other reimbursement from the Cash LTIP Award holder.

Other Cash LTIP Award terms

Cash LTIP Awards are not capable of transfer or assignment. Benefits obtained under the Cash LTIP are not pensionable.

Administration and Amendment

The Cash LTIP is administered by the Committee. The Board or Committee may amend the provisions of the Cash LTIP and terms of any Cash LTIP Award, provided that the rules of the Cash LTIP which relate to: (i) the persons to whom

Cash LTIP Awards may be granted; (ii) the maximum entitlement of any Cash LTIP Award holder; and (iii) the basis for determining a Cash LTIP Award holder's entitlement to any payment under the Cash LTIP, cannot be amended to the advantage of any Cash LTIP Award holder or potential Cash LTIP Award holder without the prior approval of the Company in general meeting except for minor amendments to benefit the administration of the Cash LTIP, to take account of any change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for any Cash LTIP Award holders, the Company or any Group company.

The Board or Committee will have the right to amend the Cash LTIP or any outstanding Cash LTIP Awards to the extent necessary to comply with any relevant regulation or code of conduct, or to the extent required by any relevant regulator.

Overseas Employees

The Board or Committee may adopt supplemental rules to the Cash LTIP to facilitate the granting of awards to individuals not resident in the UK provided that such supplemental rules will not result in awards being made upon terms that the Board or Committee in its discretion considers commercially more favourable than the Cash LTIP.

Termination

The Cash LTIP may be terminated at any time by resolution of the Board and shall in any event terminate on the tenth anniversary of its adoption so that no further Cash LTIP Awards can be granted after such termination. Termination will not affect the outstanding rights of existing Cash LTIP Award holders.