

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE
ATTENTION**

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other professional adviser.

If you have sold or otherwise transferred all your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

SPACEANDPEOPLE PLC

(Incorporated and registered in Scotland with registered number SC212277)

Notice of Annual General Meeting

Notice of the Annual General Meeting of the Company to be held at 11.00am on 26 June 2024 at Delta House, 50 West Nile Street, Glasgow, G1 2NP is set out at the end of this document.

EXPECTED TIMETABLE¹

Date of this document	16 May 2023
-----------------------	-------------

Last time and date for appointment of a proxy	11.00am on 24 June 2024
---	-------------------------

Annual General Meeting	11.00am on 26 June 2024
------------------------	-------------------------

¹Each of the times and dates above are subject to change by the Company. Reference to time in this notice and the Proxy Form are to British Summer Time unless stated otherwise. If any of the above times and/or dates changed, the revised time(s) and/or date(s) will be notified to Shareholders by announcement through a regulatory information service.

SPACEANDPEOPLE PLC

(Incorporated and registered in Scotland with registered number SC212277)

Directors:

George Watt (Non-executive Chair)
Nancy Cullen (Chief Executive Officer)
Gregor Dunlay (Chief Financial Officer)
Andrew Keiller (Chief Operating Officer)
John Scott (Non-executive Director)
Michael Brown (Non-executive Director)

Registered Office:

3rd Floor
50 West Nile Street
Glasgow
G1 2NP

16 May 2024

To the holders of Ordinary Shares

Dear Shareholder

Notice of Annual General Meeting (“AGM”)

I am pleased to be writing to you with details of our AGM which we are holding at Delta House, 50 West Nile Street, Glasgow, G1 2NP on 26 June 2024 at 11.00am. The formal notice is set out on pages 5 and 6 of this document.

Resolutions

A summary of the Resolutions to be proposed at the AGM is set out below, with a more detailed explanation of the Resolutions contained in the explanatory notes to the Notice of AGM.

The following notes summarise the Ordinary Resolutions to be proposed at the AGM:

Resolution 1: Receipt of the Report of the Directors and Financial Statements for the period ended 31 December 2023.

Resolution 2: Re-appointment of the Auditors. The resolution proposes the re-appointment of Azets Audit Services, Chartered Accountants and Statutory Auditors as auditors of the Company and authorise the Directors to fix their remuneration.

Resolutions 3 and 4: Re-election of Directors retiring by rotation. Under the Articles of Association not less than one-third of the Directors who are subject to retirement by rotation must retire. This year the retiring Directors are George Watt and Gregor Dunlay. Both Directors will be offering themselves for re-election.

Resolution 5: The existing authority given to the Directors to allot shares or to grant rights to subscribe for or to convert any security into shares expires on 26 June 2024 being the date of the forthcoming AGM. It is proposed that further authorities be granted which shall expire on the date of the AGM of the Company in 2025. The resolution proposes to authorise the Directors to allot shares up to a maximum nominal amount of £100,000.

The following notes summarise the Special Resolutions to be proposed at the AGM:

Resolution 6: The existing authority given to the Directors to allot shares or equity securities for cash other than pro rata to existing shareholders expires on 26 June 2024. It is proposed to authorise the Directors to allot shares for cash in relation to the grant of options up to a maximum nominal amount of £30,000 and additional authority up to a further nominal amount of £30,000.

Action to be Taken

It is important to the Company that Shareholders can vote even if they are unable to attend the AGM. Whether or not you propose to attend the AGM in person, you are requested to complete the Proxy Form enclosed with this notice and return it to our Registrar, Neville Registrars Limited, as soon as possible. They must be in receipt of Proxy Forms by 11.00am on 24 June 2024.

If you hold your shares in CREST, you may appoint a proxy or proxies by completing and transmitting a CREST Proxy Instruction using the procedures described in the CREST Manual as soon as possible and so that it is received by no later than 11.00am on 24 June 2024.

The completion and submission of a Proxy Form or the transmission of a CREST Proxy Instruction will not affect your right to attend and vote in person at the AGM if you wish.

Shareholders are reminded that, if their Ordinary Shares are held in the name of a nominee, only that nominee or its duly appointed proxy can be counted in the quorum at the AGM.

Recommendation

The Directors believe that all the proposed resolutions to be considered at the AGM are in the best interests of the Company and its members as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of all the resolutions, as they intend to do in respect of their own beneficial holdings.

Yours sincerely



George Watt
Chair

NOTICE OF ANNUAL GENERAL MEETING

SPACEANDPEOPLE PLC

(Incorporated and registered in Scotland with number SC212277)

Notice is hereby given that the AGM of SpaceandPeople plc will be held at Delta House, 50 West Nile Street, Glasgow, G1 2NP on 26 June 2024 at 11.00am for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions 1 to 5 will be proposed as Ordinary Resolutions and resolution 6 will be proposed as a Special Resolution.

Ordinary Resolutions

1. To receive the Report of the Directors and Financial Statements for the period ended 31 December 2023 together with the report of the auditors.
2. To re-appoint, Azets Audit Services, Chartered Accountants and Statutory Auditors, as auditors of the Company and authorise the Directors to fix their remuneration.
3. To re-elect as a Director George Watt who retires in accordance with Article 126 and offers himself for re-election.
4. To re-elect as a Director Gregor Dunlay who retires in accordance with Article 126 and offers himself for re-election.
5. That, in substitution for all previous authorities conferred on the Board in accordance with section 551 of the Companies Act 2006 (the “Act”), the Board be and is generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £100,000 provided that this authority shall (unless previously revoked, varied or renewed by the Company) expire on the conclusion of the Company’s AGM to be held in 2025, save that the Company may make prior to such expiry any offer or agreement which would or might require such shares or rights to be allotted or granted after the expiry of the said period and the Board may allot such shares or grant such rights in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution.

Special Resolution

6. That, in substitution for all previous powers granted to the Board to allot equity securities as if section 561(1) of the Companies Act 2006 (the “Act”) did not apply, the Board be and is generally empowered in accordance with section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred on it, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall (unless previously revoked, varied or renewed by the Company) expire on the conclusion of the annual general meeting to be held in 2025, save that the Company may make prior to such expiry an offer or agreement which would or might require equity securities to be allotted after expiry of the said period and the Board may allot equity securities in pursuance of such an offer or agreement notwithstanding the expiry of the authority given by this resolution and provided further that this power is limited to:

- (i) The allotment of equity securities up to an aggregate nominal amount of £30,000 pursuant to the exercise of any options under any option arrangements entered into by the Company, and
- (ii) The allotment (otherwise than pursuant to sub-paragraph (i) above) for cash of equity securities up to an aggregate nominal amount of £30,000.

By Order of the Board



G R Dunlay
Company Secretary
16 May 2024

Registered Office:

3rd Floor
50 West Nile Street
Glasgow
G1 2NP

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The notes below explain the proposed resolutions.

Resolutions 1 to 5 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. Resolution 6 is proposed as a special resolution. This means that for that resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

1. Report of the Directors and Financial Statements (Resolution 1)

The Directors are required by the Companies Act 2006 to present to the meeting the Directors' and Auditors' reports and the audited financial statements for the period ended 31 December 2023. The Report of the Directors and the audited Financial Statements have been approved by the Directors and the report of the Auditors has been approved by the Auditors and a copy of each of these documents may be found in the Report of the Directors and Financial Statements.

2. Re-election of Auditors (Resolution 2)

At each meeting at which the Company's annual accounts are laid before its Shareholders, the Company is required to appoint an auditor to serve until the next such meeting. This resolution proposes the appointment of Azets Audit Services as auditors of the Company, to hold office until the conclusion of the next general meeting of the Company at which annual accounts are laid before its members.

3. Re-election of Directors (Resolutions 3 and 4)

Article 126 of the Articles states that at the annual general meeting in every year at least one third of the directors who are subject to retirement by rotation shall retire from office. Also, at every AGM every Director who was not appointed at either of the two previous AGMs and who has served as a Director for more than two years since his or her appointment or last reappointment shall retire. George Watt and Gregor Dunlay are retiring under this provision and both Directors will be offering themselves for re-election.

4. Renewal of General Authority to Allot Shares (Resolution 5)

The existing authority given to the Directors to allot shares or to grant rights to subscribe for or to convert any security into shares expires on 26 June 2024. It is proposed that further authorities be granted which shall expire on the date of the AGM of the Company in 2025. The resolution proposes to authorise the Directors to allot shares up to a maximum nominal amount of £100,000.

5. Renewal of Authority to Issue Shares for Cash (Resolution 6)

The existing authority given to the Directors to allot shares or equity securities for cash other than pro rata to existing shareholders expires on 26 June 2024. It is proposed to authorise the Directors to allot shares for cash in relation to the grant of options up to a maximum nominal amount of £30,000 and additional authority up to a further nominal amount of £30,000.

SHAREHOLDER NOTES:

The following notes explain your general rights as a member of the Company and your right to attend and vote at the AGM (the "meeting") or appoint someone else on your behalf.

I. Entitlement to Attend and Vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:

- 11.00am on 24 June 2024; or,
- If the meeting is adjourned, at 11.00am on the day two working days prior to the adjourned meeting,

shall be entitled to vote at the meeting.

2. Appointment of Proxies

If you are a member 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 ask questions and vote at the meeting and you should have received a Proxy Form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the Proxy Form. A member may appoint more than one proxy, but must specify the number of shares in respect of which each proxy is appointed.

A proxy does not need to be a member of the Company, but must attend the meeting to represent you. Details of how to appoint the Chair of the meeting or another person as your proxy using the Proxy Form are set out in the notes to the Proxy Form.

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).

A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

3. Appointment of Proxy Using Hard Copy Proxy Form

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

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

- completed and signed;
- sent or delivered to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD; and
- received by Neville Registrars Limited no later than 11.00am on 24 June 2024.

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 the attorney for the company.

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

4. Appointment of Proxies Through CREST

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment 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 (EUI) 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 (7RAII) by 11.00am on 24 June 2024. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

5. Changing Proxy Instructions

To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy Proxy Form and would like to change the instructions using another hard-copy Proxy Form, please contact Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD. Telephone 0121 585 1131 or from overseas +44 121 585 1131.

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.

6. Termination of Proxy Appointments

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 Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD. 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 Neville Registrars no later than 11.00am on 24 June 2024.

If you attempt to revoke your proxy appointment, but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

7. Corporate Representatives

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

8. Issued Shares and Total Voting Rights

As at close of business on the last practical date prior to the posting of this notice, the Company's issued share capital comprised 1,951,957 ordinary shares of 10 pence each. Consequently, the total number of voting rights in the Company as at close of business on the last practical date prior to the posting of this notice will be 1,951,957.

9. Communication

Except as provided above, members who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):

Calling our shareholder helpline on 0121 585 1131 or from overseas +44 121 585 1131.

You may not use any electronic address provided either in this notice of annual general meeting; or any related documents (including the Chairman's letter and Proxy Form) to communicate with the Company for any purposes other than those expressly stated.