



MS INTERNATIONAL plc

Notice of Annual General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, or other appropriate independent adviser authorised under the Financial Services and Markets Act 2000 (as amended) without delay.

If you have sold or transferred all your ordinary shares in MS INTERNATIONAL plc, you should pass this document and the accompanying form of proxy, as soon as possible, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

Dear Shareholder,

Notice is given that the sixty-third annual general meeting of MS INTERNATIONAL plc (“Company”) will be held at The Holiday Inn, Warmsworth, Doncaster on Wednesday 9th August, 2023 at 11am to consider and, if thought fit, to pass the following resolutions. Resolutions 1 to 8 will be proposed as ordinary resolutions and resolutions 9 and 10 will be proposed as special resolutions:

As ordinary resolutions:

1. To receive the Company’s annual accounts and directors’ and auditors’ reports for the year ended 30th April, 2023.
2. To approve the directors’ remuneration report for the year ended 30th April, 2023.
3. To declare a final dividend for the year ended 30th April, 2023 of 13p per ordinary share of 10p each in the capital of the Company, to be paid on 18th August, 2023 to shareholders whose names appear on the register as at close of business on 7th July, 2023.
4. To re-elect as a director of the Company, Nicholas Bell, a director retiring by rotation. Nicholas is aged 48 years old and joined the Company in 1999, becoming a director in 2014.
5. To reappoint as a non-executive director of the Company, Roger Lane-Smith who was appointed as a director on 21st January, 1983. He is a non-executive director of Mostyn Estates Limited and a number of other private companies.
6. To reappoint as a non-executive director of the Company, David Hansell, who was appointed to the Board as a director on 3rd June, 2014. David joined the Company in 1962 becoming a director in 2014.
7. To reappoint Grant Thornton UK LLP as the external auditor of the Company.
8. To authorise the directors to determine the remuneration of the external auditor.

As special resolutions:

9. That, pursuant to section 701 of the Companies Act 2006 (“2006 Act”), the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares of £0.10 each in the capital of the Company (“Shares”), provided that:
 - (a) the maximum aggregate number of Shares which may be purchased is 1,644,473;
 - (b) the minimum price (excluding expenses) which may be paid for a Share is £0.10;
 - (c) the maximum price (excluding expenses) which may be paid for a Share is the higher of:
 - (i) an amount equal to 105 per cent of the average of the middle market quotations for a share as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which the purchase is made; and
 - (ii) an amount equal to the higher of the price of the last independent trade of a share and the highest current independent bid for a Share on the trading venue where the purchase is carried out,

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As special resolutions: (continued)

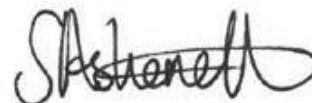
and (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 9th November, 2024 (whichever is the earlier), save that the Company may enter into a contract to purchase shares before this authority expires under which such purchase will or may be completed or executed wholly or partly after this authority expires and may make a purchase of shares pursuant to any such contract as if this authority had not expired.

- That a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice.

Recommendations

The Directors consider that all the resolutions set out in the Notice are in the best interests of the Company and its Shareholders as a whole. The Directors will be voting in favour of them, and unanimously recommend that you do so as well.

By Order of the Board



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Shelley Ashcroft
 Company Secretary

21st June, 2023

Registered office:

Balby Carr Bank
 Doncaster
 DN4 8DH

Registered in England and Wales No. 00653735

Notes

Entitlement to attend and vote

- The right to vote at the meeting is determined by reference to the register of members. Only those shareholders registered in the register of members of the Company as at close of business on 7th August, 2023 (or, if the meeting is adjourned, no later than close of business two days prior to any adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting.

Proxies

- A shareholder is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a member of the Company.

A shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the shareholder may result in the proxy appointment being invalid.

A proxy may only be appointed in accordance with the procedures set out in notes 3 to 9 and the notes to the proxy form.

The appointment of a proxy will not preclude a shareholder from attending and voting in person at the meeting.

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Notes (continued)

Proxies (continued)

3. To be effective, the proxy vote can be submitted online at www.signalshares.com so as to have been received by the Company's registrars not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it.

By registering on the Signal shares portal at www.signalshares.com, you can manage your shareholding, including:

- cast your vote
- change your dividend payment instruction
- update your address
- select your communication preference.

4. Link Group, the company's registrar, has launched a shareholder app: LinkVote+. It's free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

Apple App Store



Google Play



5. A form of proxy is enclosed. When appointing more than one proxy, the proxy form may be photocopied. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.

To be valid, a proxy form must be received by post or (during normal business hours only) by hand at the offices of the Company's registrar, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, no later than 11am on Monday 7th August, 2023 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).

6. If you are an institutional investor you may also 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 11:00am on 7th August, 2023 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. 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.

7. CREST members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a 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 or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Link Group (ID RA10) no later than 11am on 7th August, 2023 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting). 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 Link Group 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.

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Notes (continued)

Proxies (continued)

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 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 or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting 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 a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Corporate representatives

8. A shareholder which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.

Total voting rights

9. As at 21st June, 2023, the Company's issued share capital consists of 17,841,073 ordinary shares of 10p each, carrying one vote each. The Company holds 1,396,334 ordinary shares in treasury. Therefore, the total voting rights in the Company as at 21st June, 2023 are 16,444,739.

Nominated Persons

10. Where a copy of this notice is being received by a person who has been nominated to enjoy information rights under section 146 of the Companies Act 2006 ("2006 Act") ("Nominated Person"):
- (a) the Nominated Person may have a right under an agreement between him/her and the shareholder by whom he/she was nominated, to be appointed, or to have someone else appointed, as a proxy for the meeting; or
 - (b) if the Nominated Person has no such right or does not wish to exercise such right, he/she may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies in notes 2 to 4 does not apply to a Nominated Person. The rights described in such notes can only be exercised by shareholders of the Company.

Questions at the meeting

11. Shareholders have the right to ask questions at the meeting relating to the business being dealt with at the meeting in accordance with section 319A of the 2006 Act. The Company must answer any such question unless:
- (a) to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information; or
 - (b) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Documents available for inspection

12. The following documents will be available for inspection during normal business hours at the registered office of the Company from the date of this notice until the time of the meeting. They will also be available for inspection at the place of the meeting from at least 15 minutes before the meeting until it ends.
- (a) Copies of the service contracts of the executive directors; and
 - (b) Particulars of transactions of directors in the shares of the Company.

Biographical details of directors

13. Biographical details of all those directors who are offering themselves for reappointment at the meeting are set out in the Notice.

Dividend warrants

14. Dividend warrants will be sent by first class post on 17th August, 2023 to those members registered on the books of the Company on 7th July, 2023.

A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at www.msiplc.com