



Recognise Bank Limited
Notice of Annual General Meeting

NOTICE IS GIVEN that the Annual General Meeting of the Company will be held at 10.00am on 14 August 2026 at the office of the Company at 4th Floor, Henry Thomas House, 5 – 11 Worship Street, London EC2A 2BH to consider the following resolutions of which numbers 1 to 10 will be proposed as ordinary resolutions and number 11 will be proposed as a special resolution:

1. To receive the annual report and accounts for the year ended 31 March 2026.
2. To re-elect Simon Bateman as a director of the Company.
3. To re-elect Suzanne Clark as a director of the Company.
4. To re-elect Greg Jones as a director of the Company.
5. To elect Andrew Lewis as a director of the Company.
6. To re-elect Steve Pateman as a director of the Company.
7. To elect Julian Sawyer as a director of the Company.
8. To re-elect Alison Tattersall as a director of the Company.
9. To re-elect Simon Wainwright as a director of the Company.
10. To appoint PricewaterhouseCoopers LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the members and to authorise the directors to determine its remuneration.

Special resolution

11. That the share premium account of the Company be reduced to nil.

By order of the Board

G M Kingsbury
Company Secretary

20 July 2026

Registered office
4th Floor, Henry Thomas House,
5 – 11 Worship Street,
London EC2A 2BH.

Notice of Annual General Meeting / continued

Notes

1. An explanation of the proposed resolutions can be found below.
2. To be entitled to attend, speak and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of business on 12 August 2026. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend, speak and vote at the Meeting.
3. If you are a member entitled to attend and vote at the meeting, you may appoint one or more proxies to attend and vote on your behalf. A proxy need not be a member of the Company. If you appoint a proxy it will not prevent you from attending the meeting and voting in person. The Company encourages shareholders to appoint the Chair as their proxy with their voting instructions.
4. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting.

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 ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
5. If your shares are held in joint names, 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).
6. 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.
7. You can vote either:
 - electronically via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufig.com/>. Investor Centre is 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.mufig.com/>.



- 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 10.00am on 12 August 2026 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.
- you may request a hard copy form of proxy directly from the registrars, MUFG Corporate Markets, on Tel: 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. Alternatively, you can email MUFG Corporate Markets at shareholderenquiries@cm.mpms.mufig.com.
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

Notice of Annual General Meeting / continued

Notes / continued

In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by MUFG Corporate Markets at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL not less than 48 hours (excluding non-working days) before the time of the meeting accompanied by any power of attorney under which it is executed (if applicable).

8. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
9. If you have been sent a copy of this notice because you have been nominated to have information rights under the Act by a nominee shareholder who holds shares on your behalf (and therefore your shares are not held in your own name) then you do not have the right to appoint a proxy using a form of proxy issued by the Company. However, you may have a right under an agreement with the registered shareholder to appoint someone else or to be appointed yourself as a proxy for this meeting. If you do not have this right, or if you do not wish to exercise it, you may have a right under such agreement to give instructions to the shareholder as to how they should vote in respect of the shares they hold on your behalf. You should contact the registered shareholder to find out more about any such arrangements.
10. The return of a completed proxy form, electronic filing or any CREST Proxy Instructions will not prevent a shareholder from attending the Meeting and speaking and/or voting in person if they wish to do so.
11. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
12. 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) 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.
13. 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 10.00am on 12 August 2026. 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.
14. CREST members and, where applicable, their CREST sponsors or voting service provider(s) 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 their 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 provider(s) 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.
15. Any corporation which is a registered shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a registered shareholder, provided that no more than one corporate representative exercises powers in relation to the same share.

Notice of Annual General Meeting / continued

Explanation of business at the Annual General Meeting

The following is an explanation of the business to be considered at the annual general meeting.

Resolution 1 – report and accounts – Company law requires the directors to present the Company's annual report and accounts to the shareholders in respect of each financial year.

Resolutions 2 to 9 – re-election of directors – Under recommended corporate governance best practice, all the directors should retire and submit themselves for re-election at each AGM. The directors have decided to follow this best practice guidance and therefore they are all standing for re-election. The Board is satisfied that each of the directors continues to be effective; demonstrates a commitment to the role; and continues to be able to dedicate sufficient time to their duties. The directors believe that the Board continues to include an appropriate balance of skills and provides effective leadership for the Company. The Board has a variety of skills relevant to the market in which the Company operates, including significant financial, legal and governance expertise.

Biographical details of the directors other than Julian Sawyer together with details of their significant commitments are set out on pages 28 – 30 of the Annual Report and Accounts. The biographical details of Julian Sawyer who was appointed to the Board on 15 July 2026 are set out below.

Resolution 10 – appointment of auditor and determination of its fees – Company law requires shareholders to reappoint the auditor each year. The Audit Committee has reviewed the effectiveness, independence and objectivity of the external auditor and, on behalf of the Board of directors, recommends the external auditor's reappointment. The resolution also authorises the directors to determine the auditor's remuneration in accordance with normal practice.

Special resolution

Resolution 11 – Capital Reduction – The amount credited to the Company's share premium account would reduce from £38,722 thousand to nil. On the Capital Reduction becoming effective after the relevant forms have been submitted to Companies House, this amount would constitute a realised profit of the Company, and the amount would be applied to reduce the retained losses of the Company which were £43,686 thousand at 31 March 2026.

Biographical details of Julian Sawyer, independent Non-executive Director – appointed to the Board on 15 July 2026

Julian is a senior financial services and fintech executive with extensive experience leading high-growth organisations from co-founder and COO at Starling Bank to driving scale as CEO of Zodia Custody, the digital asset custodian.

Following the sale of Zodia Custody, Julian will be the CEO of SCVentures backed Zodia Solutions, providing digital asset software infrastructure to banks across the globe.

Within Recognise Bank, Julian is a member of the Board Risk and Board Audit Committees.

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