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If you have sold or transferred all of your ordinary shares in Cloudbreak Discovery plc (the “Company”), please forward this document and the accompanying form of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.



NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of the Company to be held at the offices of Bird & Bird LLP, 12 New Fetter Lane, London, EC4A 1JP on 5 June 2026 at 11.30 a.m. BST, is set out on pages 4 – 5 of this document. Forms of proxy should be completed and returned to the Company’s Registrars, Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX as soon as possible and in any event so as to be received not later than 48 hours (excluding non-working days) before the time fixed for the Annual General Meeting. The completion and return of a form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you wish to do so.



167-169 Great Portland Street
Fifth Floor
London
England
W1W 5PF

8 May 2026

To the Shareholders and, for information only, to the Option Holders and Warrant Holders
Notice of Annual General Meeting

Dear Shareholder,

I am writing to explain the resolutions to be proposed at this year's Annual General Meeting which is to be held at the offices of Bird & Bird LLP, 12 New Fetter Lane, London, EC4A 1JP on 5 June 2026 at 11.30 a.m. BST ("AGM"). The resolutions are set out in the Notice of Annual General Meeting on pages 4 - 5 of this document.

Ordinary business at the AGM

Resolution 1 – Annual Report and Accounts

This is an ordinary resolution to receive and consider the audited Statement of Accounts and the Reports of the Directors and the Auditor of the Company for the period ended 30 June 2025.

Resolution 2 - Auditors' reappointment and remuneration

The resolution relating to the auditors' re-appointment and remuneration are usual business for the Annual General Meeting.

Resolution 3 – 5 – Appointment and reappointment of directors

Resolution 3 relates to the election of Tom Evans who was appointed to the Board in June 2025 and is standing for election for the first time.

Resolutions 4 and 5 deal with the re-election of directors. Under the existing articles of association of the Company, directors are required to retire at each AGM. Each director shall retire at the AGM and offer themselves for re-election as directors of the Company.

The Board considers that each Director seeking election or re-election contributes effectively to Board deliberations and demonstrates commitment to their role. This consideration of effectiveness is based on, amongst other things, the business skills, industry experience, business model experience and other contributions individuals may make, both as an individual and also in contributing to the balance of skills, knowledge and capability of the Board as a whole, as well as the commitment of time for Board and Committee meetings and other duties.

Biographical details for each of the directors are available online at <https://cloudbreakdiscovery.com>.

Special business at the AGM

Resolution 6 – Section 551 authority

This is an ordinary resolution granting the Directors authority under section 551 of the Companies Act 2006 to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company. The authority is in two parts: first, up to a nominal amount of £330,357.145 in connection with the issue of shares upon the exercise of the warrants granted to investors who participated in the placing announced by the Company on 22 January 2026; and second, up to a further aggregate nominal value of £1,107,934.82 (being an amount equal to 50 per cent. of the Company's issued share capital as at the latest practicable date

prior to the publication of this document) for general purposes. This will provide the Directors with the flexibility to secure funding necessary for the development of the Company and to consider transactional opportunities that may arise from time to time. The authority will expire at the commencement of the next Annual General Meeting following this AGM or fifteen months from the date of the passing of this resolution, whichever is the earlier, unless renewed, varied or revoked by the Company prior to that date.

Resolution 7 – Section 570 authority and dis-application of Section 561(1)

This is a Special Resolution which, if passed, will empower the Directors to allot equity securities for cash pursuant to the authority granted under Resolution 6 above (or by way of a sale of treasury shares) without first being required to offer those securities to existing shareholders on a pre-emptive basis, as would otherwise be required under section 561(1) of the Companies Act 2006. This power is limited to: (i) allotments in connection with a pre-emptive offer to holders of ordinary shares (and, where applicable, to holders of other equity securities) broadly in proportion to their existing holdings; (ii) up to an aggregate nominal amount of £330,357.145 in connection with the issue of shares upon the exercise of the warrants granted to investors who participated in the placing announced by the Company on 22 January 2026; and (iii) allotments in any other circumstances up to an aggregate nominal amount of £1,107,934.82 (being an amount equal to 50 per cent. of the Company's issued share capital as at the latest practicable date prior to the publication of this document). This will allow the Board to allot shares for cash without first offering them to existing shareholders where appropriate, enabling the Company to act quickly to raise funds or pursue opportunities as the Board considers appropriate. This authority will expire at the commencement of the next Annual General Meeting following this AGM or fifteen months from the date of the passing of this resolution, whichever is the earlier, unless renewed, varied or revoked by the Company prior to that date.

Form of Proxy

A Form of Proxy for use at the AGM is enclosed. Please complete and sign the Form of Proxy and return it to the Company's Registrars, Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX as soon as possible and in any event, so as to arrive no later than 48 hours (excluding non-working days) before the time fixed for the AGM.

The return of the Form of Proxy will not, however, prevent you from attending the AGM and voting in person should you wish to do so.

Board Recommendation

The Board considers that each of the Ordinary Resolutions and the Special Resolution is in the best interests of the Company and its Shareholders as a whole and it unanimously recommends to Shareholders that they should vote in favour of each of them.

Yours faithfully

Peter Huljich
Chairman

CLouDBREAK DISCOVERY PLC

(incorporated and registered in England and Wales no. 06275976)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of Cloudbreak Discovery plc (the “**Company**”) will be held at the offices of Bird & Bird LLP, 12 New Fetter Lane, London, EC4A 1JP on 5 June 2026 at 11.30 a.m. BST, for the purpose of considering and, if thought fit, passing the following resolutions, of which resolutions 1 to 6 (inclusive) will be proposed as ordinary resolutions and resolution 7 as a special resolution:

ORDINARY BUSINESS

- Resolution 1: To receive and consider the Annual Report and Accounts for the period ended 30 June 2025 together with the Directors’ Report and Auditors’ Report thereon.
- Resolution 2: To re-appoint PKF Littlejohn LLP as auditors of the Company to act as such until the conclusion of the next Annual General Meeting of the Company at which the accounts are laid before the members and to authorise the Directors of the Company to fix their remuneration.
- Resolution 3: To appoint Mr Tom Evans as a Director of the Company.
- Resolution 4: To re-appoint Mr Peter Huljich as a Director of the Company.
- Resolution 5: To re-appoint of Ms Emma Kinder Priestley as a Director of the Company.

SPECIAL BUSINESS

ORDINARY RESOLUTIONS

- Resolution 6: THAT, in accordance with section 551 of the Companies Act 2006 (“CA 2006”), the Directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (the “Rights”) as follows:
- (a) up to a nominal amount of £330,357.145, in connection with the issue of shares pursuant to the exercise of the warrants granted to the investors who participated in the placing announced by the Company on 22 January 2026; and
- (b) otherwise than pursuant to sub-paragraph (a) above, up to a nominal amount of £1,107,934.82 (being an amount equal to 50 per cent. of the Company’s issued share capital as at the latest practicable date prior to the publication of this document),

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the commencement of the next Annual General Meeting of the Company or the date which is fifteen months from the date of the passing of this resolution (whichever is the earlier), save that the Company may, before such expiry, make offer(s) or enter into agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

SPECIAL RESOLUTION

Resolution 7: THAT, conditional on the passing of Resolution 6 above, and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) for cash pursuant to the authority conferred by Resolution 6 or by way of a sale of treasury shares, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings, and 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 arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, or any legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange;
- (b) the allotment of equity securities (otherwise than pursuant to sub-paragraph (a) above) up to an aggregate nominal amount of £330,357.145 in connection with the issue of shares pursuant to the exercise of the warrants granted to the investors who participated in the placing announced by the Company on 22 January 2026; and
- (c) the allotment of equity securities (otherwise than pursuant to sub-paragraphs (a) and (b) above) up to an aggregate nominal amount of £1,107,934.82 (being an amount equal to 50 per cent. of the Company's issued share capital as at the latest practicable date prior to the publication of this document),

provided that this power shall, unless renewed, varied or revoked by the Company, expire on the commencement of the next Annual General Meeting of the Company or the date which is fifteen months from the date of the passing of this resolution (whichever is the earlier), save that the Company may, before such expiry, make offer(s) or enter into agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements notwithstanding that the power conferred by this resolution has expired.

By Order of the Board

Silvertree Partners LLP

Company Secretary

Dated: 8 May 2026

Registered office:

167-169 Great Portland Street

Fifth Floor

London

England

W1W 5PF

Notes:

- 1 A member of the Company entitled to attend, speak and vote at the meeting convened by this notice may appoint one or more proxies to attend, speak and vote in his place. A proxy need not be a member of the Company. A form of proxy is enclosed for use at this meeting.
- 2 Completing and returning a form of proxy does not preclude a member from attending and voting at the Meeting.
- 3 You can register your vote(s) for the Annual General Meeting either:
 - (a) by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions;
 - (b) by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
 - (c) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 8 – 13 below.

To be valid, a form of proxy and, if applicable, any authority under which it is signed, or a notarially certified copy of such authority must be lodged at Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX not later than 11.30 a.m. BST on 3 June 2026.

- 4 For the purposes of determining who is entitled to attend or vote (whether on a show of hands or a poll) at the meeting a person must be entered on the register of members not later than 11.30 a.m. BST on 3 June 2026, or if the meeting is adjourned, you must be entered on the register not later than 11.30am on the date which is two business days prior to the date of any adjourned meeting.
- 5 In the case of joint holders of shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- 6 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. To appoint more than one proxy, you may photocopy this form. 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.
- 7 As at the close of business on 7 May 2026 (the last business day prior to the publication of this notice), the Company's issued ordinary share capital comprised 2,215,869,637 ordinary shares of 0.1p each. 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 the time and date given above is 2,215,869,637.
- 8 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual.
- 9 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.
- 10 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 CRESTCO Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual.
- 11 The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent 7RA36 by the latest time(s) for receipt of proxy appointments specified above. 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. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 12 CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCO 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 CREST 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.
- 13 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.

