

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It contains the resolutions to be voted on at the General Meeting of Mobile Tornado Group Plc ("Mobile Tornado" or the "Company") to be held on 1 September 2025. If you are in any doubt about the action you should take, you are recommended immediately to seek advice from your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) who specialises in advising on the acquisition of shares and other securities.

The directors of Mobile Tornado, whose names appear on page 3 of this Document, accept responsibility for the information contained in this Document. To the best of the knowledge of the Directors (who have taken reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and does not omit anything likely to affect the import of such information.

If you have sold or otherwise transferred all of your ordinary shares of 2.0p each in the capital of the Company (the "Ordinary Shares"), please immediately forward this Document and the accompanying Form of Proxy at once 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. However, this Document and the Form of Proxy should not be distributed, forwarded or transmitted in or into the United States, Canada, Australia, Japan or any other jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction. If you have sold or transferred only part of your holding of Ordinary Shares you should retain this Document and the Form of Proxy and immediately consult the stockbroker, bank or other agent through whom the sale or transfer was effected. This Document does not constitute an offer to sell or issue, nor the solicitation of an offer to buy or subscribe for, shares in any jurisdiction in which such offer or solicitation is unlawful.

This Document should be read in conjunction with the Notice of General Meeting of Mobile Tornado to be held at the offices of Mobile Tornado at Copthall Bridge, 59 Station Parade, Harrogate, HG1 1TT at 10:00 a.m. UK time on 1 September 2025 which is set out on page 19 of this Document.

Mobile Tornado Group Plc

(Incorporated and registered in England and Wales with company number 05136300)

Proposed cancellation of admission of the Ordinary Shares to trading on AIM

Proposed re-registration as a private limited company and adoption of New Articles

and

Notice of General Meeting



Nominated Adviser and Broker

Allenby Capital Limited ("**Allenby Capital**") is the nominated adviser and broker to the Company and will not regard any other person as its client and will not be responsible to anyone else for providing the protections afforded to the clients of Allenby Capital or for providing advice in relation to such proposals. Allenby Capital has not authorised the contents of, or any part of, this Document and no liability whatsoever is accepted by Allenby Capital for the accuracy of any information or opinions contained in this Document or for the omission of any information. Allenby Capital as nominated adviser to the Company owes certain responsibilities to the London Stock Exchange which are not owed to the Company, the Directors, Shareholders or any other person.

This Document should be read in its entirety. Your attention is drawn to the letter from the Executive Chairman of the Company set out in Part I of this Document which includes a recommendation of the Directors that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting.

FORWARD LOOKING STATEMENTS

This Document includes "forward-looking statements" which include all statements other than statements of historical facts, including, without limitation, those regarding the Company's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by, or that include, the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "expressions of interest", "would", "could" or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future. These forward-looking statements speak only as at the date of this Document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless it is required to do so by applicable law, regulation or the AIM Rules.

Copies of this Document are available free of charge on the Company's website: www.mobiletornado.com

CONTENTS

DIRECTORS AND ADVISERS	3
DEFINITIONS	4
EXPECTED TIMETABLE OF PRINCIPAL EVENTS	6
PART I - LETTER FROM THE EXECUTIVE CHAIRMAN OF THE COMPANY	7
PART II - PRINCIPAL EFFECTS OF RE-REGISTRATION AND ADOPTION OF NEW ARTICLES	14
PART III – THE TAKEOVER CODE	16
NOTICE OF GENERAL MEETING	19

DIRECTORS AND ADVISERS

Directors	Jeremy Fenn (Executive Chairman) Luke Wilkinson (Chief Executive Officer) Marcus Emptage (Finance Director) Jonathan Freeland (Non-Executive Director)
Registered office	Copthall Bridge 59 Station Parade Harrogate HG1 1TT
Company website	www.mobiletornado.com
Nominated adviser and broker	Allenby Capital Limited 5 St. Helen's Place London EC3A 6AB
Legal advisers to the Company	Baker Botts Level 30 20 Fenchurch Street London EC3M 3BY
Registrars	MUFG Corporate Markets Central Square 29 Wellington Street Leeds LS1 4DL

DEFINITIONS

“AIM”	the AIM market of the London Stock Exchange;
“AIM Rules”	the AIM Rules for Companies, as published and amended from time to time by the London Stock Exchange;
“Allenby Capital”	Allenby Capital Limited, the Company’s nominated adviser and broker pursuant to the AIM Rules;
“Business Day”	a day (excluding Saturdays, Sundays and public holidays in England and Wales) on which banks are generally open for the transaction of normal banking business in London;
“Cancellation”	the cancellation of admission of the Ordinary Shares to trading on AIM in accordance with Rule 41 of the AIM Rules, subject to passing of the Cancellation Resolution;
“Cancellation Resolution”	Resolution 1 set out in the Notice of General Meeting;
“Companies Act”	the Companies Act 2006 (as amended from time to time);
“Company” or “Mobile Tornado”	Mobile Tornado Group Plc;
“CREST”	the relevant system for the paperless settlement of trades and the holding of uncertificated securities operated by Euroclear UK & International in accordance with the CREST Regulations;
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended);
“Current Articles”	the existing articles of association of the Company adopted by special resolution on 28 August 2013;
“Directors” or “Board”	the directors of the Company, each a “Director” ;
“Disclosure Guidance and Transparency Rules”	the disclosure rules and transparency rules made by the UK Financial Conduct Authority pursuant to section 73A of the Financial Services and Markets Act 2000;
“Document”	this document, containing information regarding the Cancellation, the Re-registration, the adoption of the New Articles and the General Meeting;
“Euroclear UK & International”	Euroclear UK & International Limited, the operator of CREST;
“Existing Ordinary Shares”	the 438,969,415 Ordinary Shares in issue at the date of this Document;
“Form of Proxy”	the form of proxy for use at the General Meeting which accompanies this Document;
“General Meeting” or “GM”	the general meeting of the Company to be held at the offices of Mobile Tornado at Copthall Bridge, 59 Station Parade, Harrogate, HG1 1TT at 10:00 a.m. UK time on 1 September 2025;

“Group”	Mobile Tornado and its subsidiary undertakings (as such term is defined in section 1162 of the Companies Act) from time to time;
“London Stock Exchange”	London Stock Exchange plc;
“Matched Bargain Facility”	the matched bargain facility for dealings in Ordinary Shares to be operated by JP Jenkins following the Cancellation;
“New Articles”	the proposed new articles of association of the Company, a copy of which is available to view at www.mobiletornado.com ;
“Notice of General Meeting”	the notice of General Meeting set out on page 19 of this Document;
“Ordinary Shares”	the ordinary shares of 2.0p each in the capital of the Company;
“Panel”	the Panel on Takeovers and Mergers;
“Registrars”	MUFG Corporate Markets (UK) Limited, Central Square, 29 Wellington Street, Leeds, LS1 4DL;
“Regulatory Information Service”	has the meaning given to it in the AIM Rules;
“Re-registration”	the proposed re-registration of the Company as a private limited company;
“Re-registration Resolution”	Resolution 2 set out in the Notice of General Meeting;
“Resolutions”	the resolutions set out in the Notice of General Meeting to be proposed at the General Meeting;
“Shareholder(s)”	holder(s) of Ordinary Shares;
“Takeover Code”	the City Code on Takeovers and Mergers; and
“UK MAR”	Regulation (EU) (No 596/2014) of the European Parliament and of the Council of 16 April 2014 on market abuse to the extent that it forms part of the domestic law of the United Kingdom including by virtue of the European Union (Withdrawal) Act 2018 (as amended from time to time).

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Event	Time and/or date
Announcement of the proposed Cancellation and Re-registration	11 August 2025
Publication and posting of this Document and the Form of Proxy	11 August 2025
Latest time for receipt of proxy appointments in respect of the General Meeting	10:00 a.m. UK time on 28 August 2025
General Meeting	10:00 a.m. UK time on 1 September 2025
Announcement of result of General Meeting	1 September 2025
Expected last day of dealings in Ordinary Shares on AIM	8 September 2025
Expected time and date of Cancellation	7.00 a.m. UK time on 9 September 2025
Expected date of re-registration as a private company	By 23 September 2025

Each of the dates in the above timetable is subject to change at the absolute discretion of the Company.

References to time in this Document and in the Form of Proxy are to UK time.

The timetable above assumes that the Resolutions set out in the Notice of General Meeting will be passed.

Events listed in the above timetable following the General Meeting are conditional on the Resolutions being passed at the General Meeting without amendment.

If any of the above times and/or dates change, the revised time(s) and/or date(s) will be notified to Shareholders by announcement through a Regulatory Information Service.

PART I - LETTER FROM THE EXECUTIVE CHAIRMAN OF MOBILE TORNADO GROUP PLC

Mobile Tornado Group plc

(Incorporated and registered in England and Wales with registered number 05136300)

Jeremy Fenn (Executive Chairman)
Luke Wilkinson (Chief Executive Officer)
Marcus Emptage (Finance Director)
Jonathan Freeland (Non-Executive Director)

Registered Office:
Copthall Bridge
59 Station Parade
Harrogate
HG1 1TT

To: Shareholders (and, for information only, the holders of warrants, awards and options over or relating to Ordinary Shares)

11 August 2025

Dear Shareholder

**PROPOSED CANCELLATION OF ADMISSION OF THE ORDINARY SHARES TO
TRADING ON AIM**

**PROPOSED RE-REGISTRATION AS A PRIVATE LIMITED COMPANY AND ADOPTION OF NEW
ARTICLES**

AND

NOTICE OF GENERAL MEETING

1. Introduction

As announced by the Company earlier today, the Directors have, after an extensive review, concluded that, for the reasons set out in paragraph 2 below, it is in the best interests of the Company and its Shareholders to seek Shareholders' approval for cancellation of the admission of the Ordinary Shares to trading on AIM and for the Company to be re-registered as a private limited company. In accordance with Rule 41 of the AIM Rules, the Company has notified the London Stock Exchange of the date of the proposed Cancellation, being 9 September 2025.

The Company is seeking Shareholders' approval for the Cancellation and Re-registration at the General Meeting, which has been convened for 10:00 a.m. on 1 September 2025 at the Company's registered office at Copthall Bridge, 59 Station Parade, Harrogate, HG1 1TT. The Company is also seeking Shareholders' approval at the General Meeting for the adoption of the New Articles.

If the Cancellation Resolution is passed at the General Meeting, it is anticipated that the Cancellation will become effective at 7:00 a.m. on 9 September 2025. The Cancellation Resolution is conditional, pursuant to Rule 41 of the AIM Rules, upon the approval of Shareholders holding not less than 75 per cent. of the votes cast by Shareholders (whether present in person or by proxy) at the General Meeting, notice of which is set out at the end of this Document.

The purpose of this Document is to provide information on the background to and reasons for the proposed Cancellation and the Re-registration; to explain the consequences of the Cancellation and the Re-registration; and provide reasons why the Directors unanimously consider the Resolutions to be in the best interests of the Company and its Shareholders as a whole.

The Notice of the General Meeting is set out on page 19 of this Document.

2. Background to and reasons for the proposed Cancellation and Re-Registration (including the adoption of the New Articles)

The Board has extensively reviewed and evaluated the benefits and drawbacks for the Company and its Shareholders in retaining the admission to trading of the Ordinary Shares on AIM. The Board has taken into consideration numerous factors, both positive and negative, and considered the interests of all Shareholders in reaching its decision. Following this review, the Board has concluded that the continued admission to trading of the Ordinary Shares on AIM is not appropriate and, accordingly, the Cancellation and Re-registration are in the best interests of the Company and its Shareholders as a whole for the reasons set out below.

- **Costs and regulatory burden:** The considerable cost and management time and the legal and regulatory burden associated with maintaining the Company's admission to trading on AIM is, in the Board's opinion, disproportionate to the benefits of the Company's continued admission to trading on AIM, particularly given the limited and inconsistent liquidity in the Ordinary Shares as described below. Given the lower costs associated with private limited company status, the Cancellation and Re-registration will reduce the Company's recurring administrative and adviser costs which the Board believes can be better spent supporting and investing in the Group's business.
- **Limited liquidity in the Ordinary Shares and high share price volatility:** There continues to be limited and inconsistent liquidity in the Ordinary Shares, as a result of which small trades in the Ordinary Shares can have a significant impact on price and, therefore, on the market valuation of the Company. The Board believes that this, in turn, has a materially adverse impact on the Company's ability to seek appropriate financing or realise an appropriate value for any material future transactions. Moreover, the limited liquidity in the Ordinary Shares makes it challenging for Shareholders of any size to acquire additional Ordinary Shares or dispose of any Ordinary Shares in the market at an attractive price.
- **Corporate and strategic flexibility:** The Board believes that a private limited company can take and implement strategic decisions more quickly than a company which is publicly traded as a result of the more flexible regulatory regime that is applicable to a private company. This will be advantageous in the Company's business development discussions which may ultimately benefit the Company and Shareholders as a whole.
- **Access to appropriate finance:** The Board has concluded that as a private limited company it will have broader access to specialty investors and enhance the ability of the Company to raise any future capital required to increase the value of its product portfolio for the benefit of all Shareholders.
- **Facilitation of a future sale process:** The Board intends to seek a buyer for the Company within the next two years. Operating as a private limited company will streamline this process, as it will allow for greater flexibility and confidentiality in negotiations, unencumbered by the disclosure obligations and regulatory requirements of a publicly traded company on a regulated exchange. This is expected to enhance the efficiency and effectiveness of any potential sale process, ultimately benefiting the Company and its Shareholders.

Trading update

Total turnover in the six-month period to 30 June 2025 decreased by 11% to £0.95 million (H1 2024: £1.06 million). Recurring revenues remained broadly stable in the period with the reported figure falling by 3% to £0.83 million (H1 2024: £0.86 million), this being largely attributable to the appreciation of sterling against the US dollar relative to the comparative period.

Administrative expenses before depreciation, amortisation, exceptional items and exchange differences in the six-month period decreased by 10% to £1.07 million (H1 2024: £1.18 million), reflecting the consolidation of our R&D operations into the UK which has delivered significant cost savings and operational efficiencies. As a result, EBITDAE loss for the period decreased to £0.13 million (H1 2024: loss of £0.15 million).

The Board's focus remains on growing recurring revenues and converting our expanded pipeline into meaningful financial returns. We have continued to expand our global partner network during the first half of this year and whilst this has not yet fed thru into billable recurring revenues, we remain cautiously optimistic that the business will be able to deliver an improved set of financial results for full year 2025.

As a result of this review and following careful consideration, the Board has unanimously concluded that the proposed Cancellation and Re-registration (including the adoption of the New Articles) is in the best interests of the Company and its Shareholders as a whole.

3. Process for, and principal effects of, Cancellation

Shareholders who wish to remain shareholders of Mobile Tornado following Cancellation are welcome to do so. However, the Directors are aware that certain Shareholders may be unable, or unwilling, to hold Ordinary Shares in a private company in the event that the Cancellation is approved and becomes effective. Such Shareholders may consider selling their Ordinary Shares in the market prior to the Cancellation becoming effective.

Rule 41 of the AIM Rules requires any AIM company that wishes the London Stock Exchange to cancel the admission of its shares to trading on AIM to notify shareholders and to separately inform the London Stock Exchange of its preferred cancellation date at least 20 clear Business Days prior to such date.

In accordance with AIM Rule 41, the Directors have notified the London Stock Exchange of the Company's intention to cancel the Company's admission of its Ordinary Shares to trading on AIM on 9 September 2025, subject to the Cancellation Resolution being passed at the General Meeting. Accordingly, if the Cancellation Resolution is passed at the General Meeting, the Cancellation will become effective at 7.00 a.m. on 9 September 2025.

If the Cancellation becomes effective, Allenby Capital will cease to be the nominated adviser of the Company pursuant to the AIM Rules and the Company will no longer be required to comply with the AIM Rules. However, the Company will remain subject to the Takeover Code, details of which are set out below.

Under the AIM Rules, it is a requirement that the Cancellation must be approved via a special resolution by not less than 75 per cent. of votes cast (by proxy or in person) at the General Meeting. Accordingly, the Notice of General Meeting set out at the end of this Document contains the Cancellation Resolution.

The principal effects of the Cancellation will include the following:

- as a private company, there will be no formal market mechanism enabling Shareholders to trade in the Ordinary Shares;
- there will be no formal market quote or live pricing for the Ordinary Shares, therefore it will be more difficult to sell Ordinary Shares or for Shareholders to determine the market value of their investment in the Company, compared to shares of companies admitted to trading on AIM (or any other recognised market or trading exchange);
- it is possible that immediately following the publication of this Circular, the liquidity and marketability of the Ordinary Shares may be significantly reduced and their value adversely affected (although the Directors believe that the liquidity in the Ordinary Shares is currently and has for some time been in any event limited);
- the regulatory and financial reporting regime applicable to companies whose shares are admitted to trading on AIM will no longer apply albeit the Company will remain subject to the Takeover Code for a period of time (see below for more details);
- Shareholders will no longer be afforded the protections given by the AIM Rules, such as the requirement to be notified of price sensitive information or certain events and the requirement that the Company seek shareholder approval for certain corporate actions, where applicable, including

substantial transactions, reverse takeovers, related party transactions and fundamental changes in the Company's business, including certain types of acquisitions and disposals;

- the levels of disclosure and corporate governance within the Company will not be as stringent as for a company quoted on AIM;
- the Company will no longer be subject to UK MAR regulating inside information and other matters;
- the Company will no longer be required to publicly disclose any change in major shareholdings in the Company under the Disclosure Guidance and Transparency Rules;
- Allenby Capital will cease to be nominated adviser and broker to the Company for the purpose of the AIM Rules;
- whilst the Company's CREST facility will remain in place post the Cancellation and it is anticipated that this will be maintained for at least 12 months, the Company's CREST facility may be cancelled in the future and, although the Ordinary Shares will remain transferable, they may cease to be transferable through CREST (in which case, Shareholders who hold Ordinary Shares in CREST will receive share certificates);
- stamp duty will be due on transfers of shares and agreements to transfer shares unless a relevant exemption or relief applies to a particular transfer; and
- the Cancellation may have personal taxation consequences for Shareholders. Shareholders who are in any doubt about their tax position should consult their own professional independent tax adviser.

The above considerations are not exhaustive and Shareholders should seek their own independent advice when assessing the likely impact of the Cancellation on them.

For the avoidance of doubt, the Company will remain registered with the Registrar of Companies in England & Wales in accordance with, and subject to the Companies Act, notwithstanding the Cancellation and Re-registration.

The Resolutions to be proposed at the General Meeting include the adoption of the New Articles, with effect from the Re-registration. A summary of the principal differences between the Current Articles and the proposed New Articles is included in Part II of this Document. A copy of the New Articles can be viewed at www.mobiletornado.com.

4. Transactions in the Ordinary Shares prior to and post Cancellation

Prior to the Cancellation

Shareholders should note that they are able to continue trading in the Ordinary Shares on AIM up to the date of Cancellation. If the requisite majority of Shareholders approve the Cancellation Resolution at the General Meeting, it is anticipated that the last day of dealings in the Ordinary Shares on AIM will be 8 September 2025. The Board is not making any recommendation as to whether or not Shareholders should buy or sell their Ordinary Shares.

Dealing and settlement arrangements post the Cancellation and Matched Bargain Facility

In the event that the Cancellation proceeds, there will be no market facility for dealing in the Ordinary Shares and no price will be publicly quoted for Ordinary Shares as from close of business on 8 September 2025, assuming the Cancellation Resolution is approved on 1 September 2025 at the General Meeting. As such, interests in Ordinary Shares are unlikely thereafter to be readily capable of sale and, where a buyer is identified, it may be difficult to place a fair value on any such sale.

The Company has made arrangements for a Matched Bargain Facility to assist Shareholders to trade in the Ordinary Shares to be put in place from the date of the Cancellation, if the Cancellation Resolution is passed. The Matched Bargain Facility will be provided by JP Jenkins. JP Jenkins is a trading name of InfnitX Limited and is an appointed representative of Prosper Capital LLP, which is authorised and regulated by the FCA.

Under the Matched Bargain Facility, Shareholders or persons wishing to acquire or dispose of Ordinary Shares will be able to leave an indication with JP Jenkins, through their stockbroker (JP Jenkins is unable to deal directly with members of the public), of the number of Ordinary Shares that they are prepared to buy or sell at an agreed price. In the event that JP Jenkins is able to match that order with an opposite sell or buy instruction, it would contact both parties and then effect the bargain (trade). Shareholdings remain in CREST and can be traded during normal business hours via a UK regulated stockbroker. Should the Cancellation become effective, and the Company puts in place the Matched Bargain Facility, details will be made available to Shareholders on the Company's website at www.mobiletornado.com.

Shareholders will continue to be able to hold their shares in uncertificated form (i.e. in CREST) and should check with their existing stockbroker whether they are willing or able to trade in unquoted shares.

Shareholders should also be aware that the Matched Bargain Facility could be withdrawn at a later date. The provision of a matched bargain facility will be kept under review by the Board.

If Shareholders wish to buy or sell Ordinary Shares on AIM they must do so prior to the Cancellation becoming effective. As noted above, in the event that Shareholders approve the Cancellation, it is anticipated that the last day of dealings in the Ordinary Shares on AIM will be 8 September 2025 and that the effective date of the Cancellation will be 9 September 2025.

5. Process for the Re-registration

Following Cancellation, the Directors believe that the requirements and associated costs of the Company maintaining its public company status will be difficult to justify and that the Company will benefit from the more flexible requirements and lower costs associated with private limited company status. It is therefore proposed to re-register the Company as a private limited company. In connection with the Re-registration, it is proposed that New Articles be adopted to reflect the change in the Company's status to a private limited company. The principal effects of the Re-registration and the adoption of the New Articles on the rights and obligations of Shareholders and the Company are summarised in Part II of this Document.

Under the Companies Act 2006, the Re-registration and the adoption of the New Articles must be approved by not less than a 75 per cent. majority of the votes cast at the General Meeting. Accordingly, the Notice of General Meeting contains the Re-registration Resolution which will be proposed as a special resolution.

Subject to and conditional upon the Cancellation and the passing of the Re-registration Resolution, an application will be made to the Registrar of Companies for the Company to be re-registered as a private limited company.

Re-registration will take effect when the Registrar of Companies issues a certificate of incorporation on Re-registration. The Registrar of Companies will issue the certificate of incorporation on Re-registration when it is satisfied that no valid application can be made to cancel the Re-registration Resolution or that any such application to cancel the Re-registration Resolution has been determined and confirmed by the Court. The New Articles will be adopted with effect from the time at which the Re-registration becomes effective.

6. The Takeover Code

The Takeover Code applies to any company which has its registered office in the UK, the Channel Islands or the Isle of Man if any of its equity share capital or other transferable securities carrying voting

rights are admitted to trading on a UK regulated market, a UK multilateral trading facility, or a stock exchange in the Channel Islands or the Isle of Man. The Takeover Code therefore applies to the Company as its securities are admitted to trading on AIM, which is a UK multilateral trading facility.

The Takeover Code also applies to any company which has its registered office in the UK, the Channel Islands or the Isle of Man if any of its securities were admitted to trading on a UK regulated market, a UK multilateral trading facility, or a stock exchange in the Channel Islands or the Isle of Man at any time during the two years prior to the relevant date.

Accordingly, if the Cancellation and the Re-registration is approved by Shareholders at the General Meeting and becomes effective, the Takeover Code will continue to apply to the Company for a period of two years after the Cancellation and the Re-registration, following which the Takeover Code will cease to apply to the Company.

While the Takeover Code continues to apply to the Company, a mandatory cash offer will be required to be made if either:

- a person acquires an interest in shares which, when taken together with the shares in which persons acting in concert with it are interested, increases the percentage of shares carrying voting rights in which it is interested to 30% or more; or
- a person, together with persons acting in concert with it, is interested in shares which in the aggregate carry not less than 30% of the voting rights of a company but does not hold shares carrying more than 50% of such voting rights and such person, or any person acting in concert with it, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which it is interested.

Brief details of the Panel and the protections afforded by the Takeover Code (which will cease to apply two years following the Cancellation and the Re-registration) are set out in Part III of this Document.

7. Options

The rights of certain individuals who hold options over Ordinary Shares will be unaffected by the proposed Cancellation and Re-registration.

8. General Meeting

The notice convening the General Meeting to be held at the offices of Mobile Tornado, Copthall Bridge, 59 Station Parade, Harrogate, HG1 1TT at 10:00 a.m. UK time on 1 September 2025 is set out at the end of this Document.

Resolution 1 to be proposed at the General Meeting is a special resolution to approve the Cancellation. Conditional on the passing of Resolution 1, Resolution 2 to be proposed at the General Meeting is a special resolution to re-register the Company as a private limited company and to approve the adoption by the Company of the New Articles.

9. Action to be taken by Shareholders

A Form of Proxy is enclosed for use at the General Meeting.

To be valid, a completed Form of Proxy, together with a power of attorney or other designated authority, under which it is signed (or a notarially certified copy thereof), must be deposited at the offices of the Registrars, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by not later than 10.00 a.m. on 28 August 2025, being 48 hours (excluding days that are not Business Days) before the time fixed for the General Meeting or adjourned meeting (as the case may be).

Alternatively, you can submit your proxy electronically via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufg.com/>. Shareholders will need to use their Investor Code (IVC) code as shown on their Form of Proxy or Share Certificate to validate submission of their proxy online. The electronic submission of a Form of Proxy must be received at least 48 hours before the time of the General Meeting. Voting by proxy prior to the General Meeting does not affect your right to attend the General Meeting and vote in person should you so wish. Further information regarding the appointment of proxies and online voting can be found in the notes to the Notice of General Meeting.

Instructions for voting by proxy through CREST are set out in paragraph 8 of the notes to the Notice of General Meeting.

If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proximity platform as per the paragraph 12 of the notes to the Notice of General Meeting.

Non-registered Shareholders who receive these materials through their broker or other intermediary, should complete and send a letter of direction in accordance with the instructions provided by their broker or other intermediary.

10. Directors' recommendation

The Directors believe that the proposed Cancellation and Re-registration (including the adoption of the New Articles) are in the best interests of the Company and unanimously recommend that you vote in favour of the Resolutions at the General Meeting as they intend to do in respect of their entire holdings of Ordinary Shares which amount to interests in 28,612,600 Ordinary Shares equivalent to approximately 6.52 per cent of the Existing Ordinary Shares.

If you are in any doubt as to the action you should take, you are recommended to seek your own independent advice.

11. Result of General Meeting

The results of the General Meeting will be announced through a Regulatory Information Service and on the Company's website at www.mobiletornado.com as soon as possible after the meeting has been held.

Yours faithfully

Jeremy Fenn
Executive Chairman

PART II - PRINCIPAL EFFECTS OF RE-REGISTRATION AND ADOPTION OF NEW ARTICLES

1. DISCLOSURE OF INTEREST IN SHARES

Section 793 of the Companies Act does not apply to private limited companies. Following the Re-registration and the adoption of the New Articles, the consequential provisions for non-compliance with section 793 contained in the Current Articles will no longer apply.

2. ACCOUNTS

A public company is required to file its accounts within six months following the end of its financial year and then to circulate copies of the accounts to Shareholders. Following the Re-registration, the period for the preparation of accounts will be extended to nine months following the end of the financial year. The Company will still be required to circulate accounts to Shareholders (although the period for doing so is extended for private companies).

3. GENERAL MEETINGS AND RESOLUTIONS

A public company is required to hold an annual general meeting of Shareholders each year, whereas a private company is not. Therefore, following the Re-registration and the adoption of the New Articles the Company will not hold annual general meetings.

In addition, after the Re-registration, resolutions of the Shareholders may be obtained via written resolutions, rather than via physical meetings. This is done by obtaining the approval in writing to that resolution of the holders of a majority of voting shares then in issue (in the case of ordinary resolutions) and the holders of at least 75 per cent. of the voting shares then in issue (in the case of special resolutions).

4. DIRECTORS

The Current Articles contain provisions requiring that with a limited exception, one third of the Directors of the Company shall retire from office and shall be eligible for reappointment at each annual general meeting after their appointment or reappointment. These provisions are not included in the New Articles. The New Articles will not require any director appointed by the Board to be re-appointed by the Shareholders at each annual general meeting following their appointment, as is currently required.

5. ISSUE OF SHARES FOR NON-CASH CONSIDERATION

As a public company, there are restrictions on the ability of the Company to issue new shares. These restrictions will not apply following the Re-registration and adoption of the New Articles.

6. FINANCIAL ASSISTANCE, REDUCTIONS OF CAPITAL AND PURCHASE OF OWN SHARES OUT OF CAPITAL

As a public limited company, the Company is currently prohibited from performing actions which constitute financial assistance for the acquisition of its own shares. This limits the ability of the Company to engage in certain transactions. However, following the Re-registration, these restrictions will no longer apply.

In addition, the Company must currently obtain the sanction of the Court for any reduction of capital, which can be a lengthy and expensive process. However, following the Re-registration, the Company will be able to take advantage of more flexible provisions applicable to private companies, which do not require the approval of the Court.

7. COMPANY SECRETARY

Following the Re-registration there will be no requirement for a company secretary to be appointed, although the Company may appoint one should it wish.

8. REMOVAL OF UNNECESSARY PROVISIONS AND SIMPLIFICATION

The New Articles will not contain certain of the detailed provisions of the Current Articles which are common for quoted companies and which will not be necessary for the Company following the Cancellation.

PART III - THE TAKEOVER CODE

The Takeover Code currently applies to the Company, however, if the Cancellation and Re-registration are approved by Shareholders at the General Meeting and become effective, the Takeover Code will then cease to apply to the Company after two years following which Shareholders will no longer be afforded the protections provided by the Takeover Code.

Brief details of the Panel, the Takeover Code and the protections given by the Takeover Code are described below.

Before giving your consent to the Re-registration of the Company as a private company, you may want to take independent professional advice from an appropriate independent financial adviser.

The Takeover Code

The Takeover Code is issued and administered by the Panel. The Company is a company to which the Takeover Code currently applies, and its Shareholders are accordingly currently entitled to the protections afforded by the Takeover Code.

The Takeover Code and the Panel operate principally to ensure that shareholders are treated fairly and are not denied an opportunity to decide on the merits of a takeover and that shareholders of the same class are afforded equivalent treatment by an offeror. The Takeover Code also provides an orderly framework within which takeovers are conducted. In addition, it is designed to promote, in conjunction with other regulatory regimes, the integrity of the financial markets.

The General Principles and Rules of the Takeover Code

The Takeover Code is based upon a number of general principles (the “**General Principles**”) which are essentially statements of standards of commercial behaviour. For your information, these General Principles are set out in Part 1 of Appendix A of this Part III. The General Principles apply to all transactions with which the Takeover Code is concerned. They are expressed in broad general terms and the Takeover Code does not define the precise extent of, or the limitations on, their application.

They are applied by the Panel in accordance with their spirit to achieve their underlying purpose. In addition to the General Principles, the Takeover Code contains a series of rules (the “**Rules**”), of which some are effectively expansions of the General Principles and examples of their application and others are provisions governing specific aspects of takeover procedure. Although most of the Rules are expressed in more detailed language than the General Principles, they are not framed in technical language and, like the General Principles, are to be interpreted to achieve their underlying purpose. Therefore, their spirit must be observed as well as the letter of the Rules. The Panel may derogate or grant a waiver to a person from the application of a Rule in certain circumstances.

Protection of the Takeover Code

A summary of key points regarding the application of the Takeover Code to takeovers generally is set out in Part 2 of Appendix A of this Part III.

APPENDIX A

Part 1: The General Principles of the Takeover Code

1. All holders of the securities of an offeree company of the same class must be afforded equivalent treatment. Moreover, if a person acquires control of a company, the other holders of securities must be protected.
2. The holders of the securities of an offeree company must have sufficient time and information to enable them to reach a properly informed decision on the bid. Where it advises the holders of securities, the board of the offeree company must give its views on the effects of implementation of the bid on employment, conditions of employment and the locations of the company's places of business.
3. The board of an offeree company must act in the interests of the company as a whole and must not deny the holders of securities the opportunity to decide on the merits of the bid.
4. False markets must not be created in the securities of the offeree company, of the offeror company, or of any other company concerned by the bid in such a way that the rise or fall of the prices of the securities becomes artificial and the normal functioning of the markets is distorted.
5. An offeror must announce a bid only after ensuring that they can fulfil, in full, any cash consideration, if such is offered, and after taking all reasonable measures to secure the implementation of any other type of consideration.
6. An offeree company must not be hindered in the conduct of its affairs for longer than is reasonable by a bid for its securities.

Part 2: Detailed application of the Takeover Code

The following is a summary of key provisions of the Takeover Code which apply to transactions to which the Takeover Code applies. **You should note that two years after the Cancellation and Re-registration, Shareholders will no longer be afforded the protections provided by the Takeover Code.**

Equality of treatment

General Principle 1 of the Takeover Code states that all holders of securities of an offeree company of the same class must be afforded equivalent treatment. Furthermore, Rule 16.1 requires that, except with the consent of the Panel, special arrangements may not be made with certain shareholders in the Company if there are favourable conditions attached which are not being extended to all shareholders.

Information to shareholders

General Principle 2 requires that holders of securities of an offeree company must have sufficient time and information to enable them to reach a properly informed decision on a bid. Consequently, a document setting out full details of an offer must be sent to the offeree company's shareholders.

The opinion of the offeree board and independent advice

The board of the offeree company is required by Rule 3.1 of the Takeover Code to obtain competent independent advice as to whether the financial terms of an offer are fair and reasonable and the substance of such advice must be made known to its shareholders. Rule 25.2 requires that the board of the offeree company must send to the offeree company's shareholders and persons with information rights its opinion on the offer and its reasons for forming that opinion. That opinion must include the board's views on: (i) the effects of implementation of the offer on all the company's interests, including,

specifically, employment; and (ii) the offeror's strategic plans for the offeree company and their likely repercussions on employment and the locations of the offeree company's places of business.

The circular from the offeree company must also deal with other matters such as interests and recent dealings in the securities of the offeror and the offeree company by relevant parties and whether the directors of the offeree company intend to accept or reject the offer in respect of their own beneficial shareholdings.

Rule 20.1 states that, except with the consent of the Panel or as provided in the Notes on Rule 20.1, information and opinions relating to an offer or a party to an offer must be made equally available to all offeree company shareholders and persons with information rights as nearly as possible at the same time and in the same manner.

More than one class of equity share capital

Rule 14 of the Takeover Code provides that where a company has more than one class of equity share capital, a comparable offer must be made for each class whether such capital carries voting rights or not.

Option holders and holders of convertible securities or subscription rights

Rule 15 of the Takeover Code provides that when a Takeover Code offer is made for voting equity share capital or other transferable securities carrying voting rights and the offeree company has convertible securities outstanding, the offeror must make an appropriate offer or proposal to holders of those securities to ensure their interests are safeguarded. Rule 15 also applies in relation to holders of options and other subscription rights.

If the Cancellation and Re-registration are approved by Shareholders at the General Meeting and become effective, all of these protections under the Takeover Code will be lost two years thereafter.

NOTICE OF GENERAL MEETING

MOBILE TORNADO GROUP PLC

(Incorporated and registered in England and Wales with registered number 05136300)

NOTICE IS GIVEN that a General Meeting of Mobile Tornado Group Plc ("Mobile Tornado" or the "Company") will be held at the offices of Mobile Tornado at Copthall Bridge, 59 Station Parade, Harrogate, HG1 1TT at 10:00 a.m. UK time on 1 September 2025 for the purpose of considering and, if thought fit, passing the resolutions set out below which will be proposed as special resolutions:

SPECIAL RESOLUTIONS

1. **THAT** in accordance with Rule 41 of the AIM Rules for Companies, the cancellation of the admission to trading on AIM (the market of that name operated by London Stock Exchange plc) of the ordinary shares of £0.02 each in the capital of the Company be and is hereby approved and the directors of the Company be and are hereby authorised to take all action reasonable or necessary to effect such cancellation.
2. **THAT** subject to and conditional upon Resolution 1 proposed at the General Meeting being approved at the General Meeting and the cancellation of the admission of the ordinary shares of £0.02 in the capital of the Company to trading on AIM (the market of that name operated by London Stock Exchange plc) becoming effective:
 - a. the Company be re-registered as a private limited company under the Companies Act 2006 with the name of Mobile Tornado Group Limited; and
 - b. the regulations contained in the document submitted to the General Meeting and for the purposes of identification initialled by or on behalf of the Chair of the General Meeting be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association with effect from the issue of the certificate of incorporation as a private limited company.

By order of the Board of Directors:

Jeremy Fenn
Executive Chairman

11 August 2025

Registered Office:

Copthall Bridge
59 Station Parade
Harrogate
HG1 1TT

Notes to the General Meeting notice

Appointment of proxies

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak 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.
2. 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 Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form.
3. 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, please contact MUFG Corporate Markets at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL or you may photocopy the enclosed proxy form.
4. If you do not give your proxy an indication of how to vote on any resolution, 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.
5. 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.

Appointment of proxy using hard copy proxy form and via the Investor Centre

6. 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 MUFG Corporate Markets at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL; and
- received by MUFG Corporate Markets by no later than 10am on 28 August 2025.

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 stating their capacity (e.g. director, secretary).

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

7. Alternatively, you can vote online via the Investor Centre. 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.mufg.com/>.



Appointment of proxy by CREST and Proxymity

8. If you are a CREST member and wish to appoint a proxy or proxies through the CREST electronic proxy appointment service you may do so by using the procedures described in the CREST Manual (available via 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.

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 instruction, 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 MUFG Corporate Markets (ID: RA10) by the latest time for receipt of proxy appointments specified in this notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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.

If you are a CREST member or, where applicable, a CREST sponsor, or voting service provider, you 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, you and, where applicable, your 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.

9. Proxymity Voting - 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 10am on 28 August 2025 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.

Appointment of proxy by joint members

10. 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).

Changing proxy instructions

11. 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 cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy form and would like to change the instructions using another hard-copy form, please contact MUFG Corporate Markets at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

If you submit more than one valid appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

12. In order to revoke a proxy instruction you will need to inform MUFG Corporate Markets by sending a 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. 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.

In either case, the revocation notice must be received by MUFG Corporate Markets by no later than 10am on 28 August 2025.

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.

The return of the completed proxy form, other such instruments, any CREST Proxy Instruction, or the appointment of a proxy via Proxymity will not prevent you from attending the Meeting and voting in person if you wish to do so. If you have appointed a proxy and attend the Meeting in person, your proxy application will automatically be terminated.

Communication

13. Except as provided above, members who wish to communicate with the Company in relation to the Meeting should write to the General Counsel, Mobile Tornado Group plc, Copthall Bridge, 59 Station Parade, Harrogate, North Yorkshire, England, HG1 1TT. No other methods of communication will be accepted.

Corporate representatives

14. If a corporation is a member of the Company, it may by resolution or other governing body authorise one or more persons to act as its representative or representatives at the Meeting and any such representative or representatives shall be entitled to exercise on behalf of the corporation all the powers that the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. Corporate representatives should bring with them either an original or certified copy of the appropriate board resolution or an original letter confirming the appointment, provided it is on the corporation's letterhead and is signed by an authorised signatory and accompanied by evidence of the signatory's authority.

Uncertificated Securities Regulations

15. Pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001 (2001 No. 3755), the Company has specified that only those members registered on the register of members of the Company at close of business on 28 August 2025 (or if the Meeting is adjourned, close of business on the day two days prior to the date of the 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 the register of members after that date shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

Explanatory notes to the resolutions to be proposed at the General Meeting

The resolutions to be proposed at the General Meeting to be held on Monday 1 September 2025 at 10am are set out in the Notice of General Meeting. The following notes provide brief explanations of the resolutions being put to shareholders.

Resolutions 1 and 2 are proposed as special resolutions. These resolutions will be passed if more than 75% of the votes are cast in favour of them.

Resolution 1 – Cancellation of admission to trading on AIM

This resolution seeks to cancel the Company's admission to trading on AIM.

Resolution 2 – Re-registration as private company and adoption of new Articles of Association

This resolution approves the re-registration of the Company as a private limited company with the name Mobile Tornado Group Limited and The Companies Act 2006 under newly constituted Articles of Association.