



Notice of Annual General Meeting 2026 of Venture Life Group plc

a company registered in England and Wales with company number 05651130

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services Markets Act 2000.

If you have recently sold or transferred all of your shares in Venture Life Group plc (the "Company"), please forward this document as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Dear Shareholder,

Annual General Meeting 2026

I am pleased to provide you with the details of this year's Annual General Meeting (the "AGM" or the "Meeting") of the Company, which will be held on Thursday 5 November 2026 at 2.00 p.m. at the offices of Simmons & Simmons LLP, CityPoint, 1 Ropemaker Street, London, EC2Y 9SS. The formal notice convening the AGM (the "Notice of AGM" or "Notice") is set out on pages 3 and 4 of this document and is available along with the annual report and accounts for the period ended 31 May 2026 on the Company's website (www.venture-life.com). If you have requested a printed copy of the annual report and accounts, it is enclosed.

Attendance, voting and questions

Our 2026 AGM will be held as a physical meeting at the offices of Simmons & Simmons LLP, CityPoint, 1 Ropemaker Street, London, EC2Y 9SS.

Voting at the AGM will be undertaken by way of a poll, in which each shareholder has one vote for each share held. The Board believes that this will result in an outcome that more accurately reflects shareholder views. Even if you are attending the AGM in person, we encourage all shareholders who would like to vote on the resolutions to appoint a proxy electronically by no later than 2.00 p.m. on Tuesday 3 November 2026. Information on how to appoint a proxy electronically is given in notes 1 to 9 on page 7 of this document. In the event you require a paper Form of Proxy you will be able to request this from our Registrars, MUFG Corporate Markets.

Shareholders will have the opportunity to ask questions in connection with the proposed resolutions. Registered shareholders may also submit questions relating to the business of the AGM in advance of the meeting by sending an email to co.sec@venture-life.com by no later than 2.00 p.m. on Tuesday 3 November 2026 and the Board will either address these in the meeting or the Company will respond to these promptly after the meeting.

Business of the AGM

The Notice of Meeting sets out the resolutions to be put to shareholders at the AGM. The explanatory notes to each of the resolutions can be found on pages 5 to 6.

Election and re-election of Directors (Resolutions 2 to 8)

Since the last AGM Kate Bache and Peter Jackson have been appointed to the Board. In accordance with Article 30 of the Company's Articles of Association, they will stand for election by the shareholders at the AGM. In line with the Company's usual practice, all other Directors will stand for re-election by shareholders.

On 29 September 2026, the Company announced Jerry Randall's intention to step down as Chief Executive Officer at the end of this year. Jerry intends to seek re-election at the AGM and will continue to serve as a Director until 31 May 2027 when it is intended that he will step down from the Board.

Biographical information on all of the Board members can be found on pages 47 to 48 in the annual report and accounts.

Recommendation

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

I would like to thank you, on behalf of the Board, for your continued support of Venture Life Group.

Yours faithfully

Paul McGreevy
Non-Executive Chair

7 October 2026

Notice of Annual General Meeting 2026 of Venture Life Group plc

NOTICE IS GIVEN to the holders of ordinary shares in Venture Life Group plc ("the Company") that the Annual General Meeting ("AGM") of the Company will be held at the offices of Simmons & Simmons LLP, CityPoint, 1 Ropemaker Street, London, EC2Y 9SS on Thursday 5 November 2026 at 2.00 p.m.

The meeting will be for the purpose of considering and, if thought fit, passing the following resolutions, of which numbers 1 to 11 will be proposed as ordinary resolutions and number 12 will be proposed as a special resolution.

Ordinary Resolutions

Annual Report and Accounts

1. To receive the Company's annual report and accounts for the period ended 31 May 2026.

Re-election of Directors

2. To re-elect Paul McGreevy as a Director.
3. To re-elect Jerry Randall as a Director.
4. To re-elect Daniel Wells as a Director.
5. To re-elect Mark Adams as a Director.
6. To re-elect Carl Dempsey as a Director.
7. To elect Kate Bache as a Director.
8. To elect Peter Jackson as a Director.

Appointment of the auditor and auditor's remuneration

9. To re-appoint S&W Audit Limited as auditor of the Company.
10. To authorise the Audit and Risk Committee to determine the auditor's remuneration.

Authority to Allot Shares

11. THAT the Directors are generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the "2006 Act"), as amended, to exercise all powers of the Company to allot shares in the Company, to grant rights to subscribe for, or to convert any security into shares in the Company:
 - (a) up to an aggregate maximum nominal amount of £128,860.14; and
 - (b) comprising equity securities up to a further aggregate nominal amount of £128,860.14 provided that they are offered by way of a rights issue to ordinary shareholders on the register of members at such record date as the Directors may determine in proportion (as nearly as may be practicable) to their existing holding of ordinary shares as at such record date; and, subject to any limits or restrictions and any arrangements which the Directors consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, or legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange or any other matter, provided that these authorities shall expire on the earlier of the conclusion of the next Annual General

Meeting of the Company or the close of business on 4 February 2028 and the Company may before such expiry make an offer or agreement which would, or might, require such equity securities to be allotted after such expiry and the Directors may allot such equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot equity securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities. References in this Resolution 11 to equity securities shall have the same meaning as defined in Section 560(1) of the Act.

Special Resolutions

Purchase of ordinary shares by the Company

12. THAT the Company is generally and unconditionally authorised for the purposes of Section 701 of the Act to make one or more market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares in the capital of the Company ("Ordinary Shares"), provided that:

- (a) the Company does not purchase under this authority more than 12,886,014 Ordinary Shares;
- (b) the Company does not pay for each such Ordinary Share less than the nominal amount of such Ordinary Share at the time of purchase (exclusive of expenses); and
- (c) the Company does not pay for each such Ordinary Share more than 105 per cent. (exclusive of expenses) of the average closing midmarket prices of the Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Company agrees to buy the share concerned,

and this authority shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company or the close of business on 4 February 2028, save that if the Company has agreed, before this authority expires, to purchase Ordinary Shares where the purchase will or may be executed after this authority expires (either wholly or in part), the Company may complete such purchase as if this authority had not expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to purchase Ordinary Shares but without prejudice to any agreement to purchase Ordinary Shares already made, offered or agreed to be made pursuant to such authorities.

By order of the Board

Paul McGreevy

Non-Executive Chair

Registered office:

Venture House, 2 Arlington Square
Bracknell, Berkshire RG12 1WA

7 October 2026

Explanatory Notes to the Proposed Resolutions

Resolutions 1 to 11 (inclusive) are proposed as ordinary resolutions, which means that for each of those resolutions to be passed, more than half the votes cast must be cast in favour of the resolution.

Resolution 12 is proposed as a special resolution, which means that for the resolution to be passed, at least three-quarters of the votes cast must be cast in favour of the resolution.

Resolution 1 – To receive the Annual Report and Accounts

The directors are required to present to the meeting the audited financial statements and the reports of the directors and the auditor for the financial period ended 31 May 2026. The directors ask that shareholders receive and consider the 2025/26 Annual Report and Financial Statements.

Resolutions 2 to 8 – Election and re-election of Directors

Resolutions 2 to 8 relate to the election and re-election of Directors. Under the Company's Articles of Association, any Director appointed by the Board since the previous AGM must stand for election by shareholders at the next AGM. Accordingly, since the last AGM Kate Bache and Peter Jackson were appointed to the Board and are therefore standing for election by the shareholders. The Articles also require at least one-third of the Directors to retire by rotation at each AGM and, if eligible, offer themselves for re-election.

In accordance with good corporate governance practice, the Board has chosen to go beyond this requirement and all remaining Directors will retire and stand for re-election at this year's AGM.

The Board and the Nomination Committee have reviewed the independence of each non-executive member of the Board and determined that they are independent from management. The Board confirms that all of the Directors continue to perform effectively and demonstrate commitment to the role. The Board therefore recommends that all Directors standing for election and re-election should be appointed for a further year.

Resolutions 9 and 10 – Appointment of the auditors and auditor's remuneration

Resolution 9 is a resolution to approve the reappointment of S&W Audit Limited as auditor on recommendation of the Company's Audit and Risk Committee.

Resolution 10 is to authorise the Company's Audit and Risk Committee to determine the auditor's remuneration.

Resolution 11 – Authority to allot shares

Resolution 11 seeks shareholder approval to authorise the Directors to allot shares, or grant rights to subscribe for or convert securities into shares, up to an aggregate nominal amount of £128,860.14, representing approximately one-third of the Company's issued ordinary share capital.

In accordance with the Investment Association's Share Capital Management Guidelines, the Directors are seeking to allot equity securities up to a further aggregate amount of £128,860.14, but only in connection with a fully pre-emptive rights issue. The maximum aggregate nominal amount available under the resolution is therefore £257,720.28 representing approximately two-thirds of the Company's issued Ordinary share capital.

The Directors consider it appropriate to maintain this authority to give the Company flexibility to issue shares should suitable acquisition opportunities arise and to satisfy options under the Company's employee share schemes. The Company has no present intention of raising capital under this authority as the Board believes the share price is under-valued.

Unless previously renewed, varied or revoked, the authority will expire at the conclusion of the Company's next Annual General Meeting or on 4 February 2028, being 15 months after the passing of the resolution, if earlier.

Resolution 12 – Authority to purchase own shares (special resolution)

The Directors are of the opinion that it would be advantageous for the Company to be in a position to purchase its own shares should market conditions and price justify such action. Under the Companies Act 2006, the Company requires authorisation from its shareholders if it is to purchase its own shares.

Resolution 12 seeks authority from shareholders to empower the Directors to make limited on-market purchases. The Resolution limits this authority to a maximum number of Ordinary Shares that may be acquired of 12,886,014, representing approximately 10 per cent. of the Company's issued ordinary share capital as at 6 October 2026 (being the latest practicable date prior to publication of this AGM Notice). The resolution specifies the minimum and maximum prices at which the Ordinary Shares may be bought under this authority. The authority conferred by this resolution will expire on the earlier of the conclusion of the next Annual General Meeting of the Company or the close of business on 4 February 2028, being 15 months after the passing of the resolution.

Any shares purchased under this authority will either be cancelled or held as treasury shares.

The Directors intend to exercise this power only if they believe that the effect of such purchases will be to increase earnings per share. They will also have regard to whether, at the time, this represents the best use of the Company's resources and is to the benefit of the shareholders generally. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be taken into account in reaching such a decision.

Notes for shareholders

1. You are entitled to appoint another person as your proxy to exercise all or any of your rights to vote ahead of the meeting. You may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you.
2. A proxy need not be a shareholder. If you wish to appoint someone other than the Chair of the meeting, insert the name of the person you wish to appoint in block capitals in the space provided. Where you appoint someone other than the Chair, you are responsible for ensuring that they are aware of your voting intentions. If you wish a proxy other than the Chair of the meeting to speak on your behalf, you should appoint that person as your proxy and ensure that person is aware of your instructions.
3. You can vote either:
 - members can vote or appoint a proxy online at <https://uk.investorcentre.mpms.mufig.com/>. In order to vote or appoint a proxy using this website, members will need their Investor Code, which they can find on their share certificate. Members must vote or appoint a proxy using the website no later than 2.00 p.m. on 3 November 2026 (being the time which is 48 hours (excluding non-working days) before the time of the Annual General Meeting); or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below,

in each case, by not later than 2.00 p.m. on 3 November 2026.

If you need help with voting online or require a paper proxy form, please contact our registrar, MUFG Corporate Markets by email at shareholderenquiries@cm.mpms.mufig.com or by calling on +44 (0)371 664 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 9.00 a.m. to 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales.

4. Addresses (including electronic addresses) in this document are included strictly for the purposes provided and not for any other purposes.
5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company as at close of business on 3 November 2026 or, if the meeting is adjourned, the register of members at the time which is two working days before the time for holding any adjourned meeting. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. 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(s) of the meeting by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
7. 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 & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 RA 10) by not later than 2.00 p.m. on 3 November 2026. 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 Company'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.
8. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland 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 any voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. 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.
10. As at 5.00 p.m. on 6 October 2026 (being the latest practicable date prior to publication of this AGM Notice), the Company's issued share capital comprised 128,860,145 Ordinary Shares of 0.3 pence of which there were 10,133,387 shares held in treasury at that date. 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 5.00 p.m. on 6 October 2026 is 118,726,758.
11. Copies of the following documents will be available for at least 15 minutes prior to the meeting and during the meeting:
 - Copies of the executive directors' service contracts
 - Copies of the non-executive directors' letters of appointment
 - A copy of the Articles of Association

12. Except as provided above, members who have general queries about the meeting should contact MUFG Corporate Markets by email at shareholderenquiries@cm.mpms.mufg.com or by calling on +44 (0)371 664 0300. Calls from the UK will be 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 9.00 a.m. to 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales. No other methods of communication will be accepted. You may not use any electronic address provided either in this AGM Notice or any related documents to communicate with the Company for any purposes other than those expressly stated.