

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser.

If you have recently sold or otherwise transferred all your shares in MotorK plc (the "**Company**" or "**MotorK**"), you should at once forward this document and the accompanying proxy form to the purchaser or transferee, or to the bank or stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold or transferred only part of your holdings, you should retain these documents.

The registered office of the Company is Kemp House, 152 City Road, London EC1V 2NX, United Kingdom. The Company's website is www.motork.io and telephone number is +39 02 3675 8637.

Persons holding their ordinary shares (of nominal value of €0.01 each) in the capital of MotorK ("**Ordinary Shares**") through Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V. ("**Euroclear Nederland**") via intermediaries are not included in the Company's register of members – such ordinary shares are included in the register of members under the name of Euroclear Nederland. If anyone who holds their ordinary shares through Euroclear Nederland wishes to (i) appoint the chair as proxy to attend, speak and vote on their behalf, (ii) give voting instructions without attending the Company's Annual General Meeting ("**AGM**"), or (iii) give voting instructions and attend the AGM, they must instruct Euroclear Nederland accordingly. To do this, they are advised to contact their bank or broker as soon as possible and advise them which of the three options they prefer. Alternatively, persons can choose such options electronically by accessing the website www.abnamro.com/evoting and following the instructions. In all cases, the validity of the instruction will be conditional upon ownership of the shares at 11:00 a.m. (CEST) on Tuesday, 26 April 2022. Any instructions, whether by hard copy or by electronic means, must be received by this time in order to be valid.



MotorK plc

(Incorporated and registered in England and Wales with company number 09259000)

NOTICE OF ANNUAL GENERAL MEETING 2022

11:00 am (CEST) on Thursday, 28 April 2022

Please note that in light of the ongoing COVID-19 pandemic and in order to protect the health and safety of our shareholders and directors, we are utilising certain provisions in the Companies Act 2006 (as amended) and our Articles of Association (the "**Articles**") to convene and hold this year's AGM as an electronic general meeting, as explained in the letter from the Chairman set out on pages 4 to 10. All voting at the resolutions at the AGM will be conducted on a poll, which means that you should submit your proxy as soon as possible. There will be a limited opportunity to submit a poll card in the virtual meeting.

CONTENTS

	<i>Page</i>
Letter from the Chairman	4
Notice of AGM and Resolutions to be proposed	12
Notes	16
Form of Proxy (enclosed)	

KEY TIMES AND DATES

Dispatch of this document	5 April 2022
Latest time and date for receipt of forms of proxy	11:00 a.m. (CEST) on 26 April 2022
Annual General Meeting	11:00 a.m. (CEST) on 28 April 2022

HOW TO VOTE

How you can vote depends on how you hold your shares.

- **Shareholders who hold their ordinary shares through Euroclear Nederland** who wish to (i) appoint the chairman of the AGM as proxy to attend, speak and vote on their behalf, (ii) give voting instructions without attending the AGM, or (iii) give voting instructions and attend the AGM, must instruct Euroclear Nederland accordingly.

Such shareholders are advised to contact their intermediary as soon as possible and advise them which of the three options they prefer.

Alternatively, persons can choose such options electronically, by accessing the website www.abnamro.com/evoting and following the instructions.

- **Shareholders registered in the Company's register of members** may vote by returning the form of proxy .

Your vote matters. We ask and encourage shareholders to vote for the AGM resolutions by appointing the Chairman as a shareholder's proxy.

You may submit your vote or return your proxy via the methods described above from **Tuesday, 5 April 2022 until 11:00 a.m. (CEST) on Tuesday, 26 April 2022.**

All voting at the AGM will be held as a poll in accordance with the provisions of our articles of association, so you can rest assured that your vote will count. You will be able to submit a poll card (if you wish to change your vote or have not voted prior to the meeting) in a short window after the meeting has formally closed. Instructions on how to do this will be given on the meeting platform.

A shareholder may appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the AGM, provided that each proxy is appointed to exercise the rights

attached to a different ordinary share(s) held by that shareholder. A proxy need not be a member of the Company.

Further participation instructions are set out in the Chairman's letter, in the section titled "**AGM arrangements**".

HOW TO SPEAK

If you wish to raise a question at the AGM, you must submit your question in advance. We would politely remind you that the Directors will not answer questions relating to the individual rights of shareholders at the AGM itself, but if you wish to submit such a question via the link set out below, we will respond to the extent we are able.

If you chose to submit a question, we kindly ask you to submit it before the meeting and we will confirm to you at least 48 hours in advance of the meeting that the question will be addressed. Unless you specifically request otherwise, the Chairman will put your question to the meeting and identify you by name as the person who has put the question (in the same way as he would ask you to identify yourself at an in-person meeting). Conducting the meeting in this way will allow everyone present to clearly hear the question.

In addition, there will be a short period at the start of the meeting for additional questions, but we would be very grateful if any matters could be raised in advance before the meeting, as this will enable questions to be dealt with expediently.

Questions on the day will be submitted by shareholders through the electronic "raise your hand" feature or by typing questions into the Q&A box in the meeting. You will be kept on mute by the meeting host unless and until you are invited to ask your question(s).

Please submit any questions to generalmeetings@motork.io with the heading "AGM Question."

HOW TO ATTEND

Shareholders can attend the meeting via the following link:

<https://mmitc-collab.webex.com/mmitc-collab/onstage/g.php?MTID=e8bedd2346463f565645531564bdc14a7>

You will be asked to enter a password to gain access to the meeting. How you receive this password will depend on how you hold your shares:

- Shareholders holding their shares through Euroclear Nederland will receive instructions on how to join the meeting via their intermediary or during the electronic registration process via www.abnarmo.com/evoting, if the shareholder has decided to appoint a proxy or give voting instructions electronically
- Shareholders registered in the Company's register of members should use the password found on the bottom section of their proxy form.

LETTER FROM THE CHAIRMAN

MotorK plc
*(Incorporated and registered in England and Wales
with company number 09259000)*

Registered Office
Kemp House, 152 City Road, London, United
Kingdom, EC1V 2NX
W: www.motork.io

Directors:

Amir Rosentuler (Chairman / Independent Director)
Marco Marlia (Chief Executive Officer)
Laurel Charmaine Bowden (Non-Executive Director)
Mans Hultman (Non-Executive Director / Independent Director)
Mauro Pretolani (Non-Executive Director / Independent Director)
(the "**Directors**")

5 April 2022

Dear Shareholder,

ANNUAL GENERAL MEETING 2022

This document may also be accessed via the investors' section of our website, www.motork.io.

I am writing to you with details of the Annual General Meeting (the "**AGM**") of MotorK plc (the "**Company**") which will be held on Thursday, 28 April 2022 at 11:00 a.m. (CEST). The formal Notice of AGM is set out on page 11 of this document.

In light of the COVID-19 pandemic and in order to protect the health and safety of our shareholders and directors, we are proposing to utilise the provisions in the Companies Act 2006 (the "**CA 2006**") and our Articles of Association (the "**Articles**") to convene and hold this year's AGM as an electronic general meeting. For the purposes of the meeting provisions of the Articles, we are designating the location of the meeting to be the place where the Chairman is located, and all other shareholders and "attendees" will be deemed to be at their own individual location.

Accordingly, as this is the Company's first AGM, I will explain the impact on the operation of the AGM and the voting process in some detail.

AGM arrangements

Before the AGM

We ask and encourage shareholders to vote for the AGM resolutions by appointing the Chairman as a shareholder's proxy. How you can vote in advance of the AGM depends on how your ordinary shares of €0.01 each in the Company ("**Ordinary Shares**") are held.

Persons holding their Ordinary Shares through Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V. ("Euroclear Nederland")

Persons holding their Ordinary Shares through Euroclear Nederland via intermediaries who wish to (i) appoint the chair as proxy to attend, speak and vote on their behalf, (ii) give voting instructions without attending the AGM, or (iii) give voting instructions and attend the AGM, must instruct Euroclear Nederland accordingly. To do this, they are advised to contact their intermediary as soon as possible and advise them which of the three options they prefer. Alternatively, persons can appoint a proxy or give voting instructions electronically by accessing the website www.abnamro.com/evoting and following the instructions.

Alternatively, a form for a written proxy to the Chairman is available and can be asked for at ABN AMRO (telephone +31 (0)20 344 2000; email: ava@nl.abnamro.com). The completed proxy form must be sent to ABN AMRO, either by mail (ABN AMRO Bank N.V., Department Corporate Broking HQ7212, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands), by fax (+31 (0)20 628 8481), or by e-mail (ava@nl.abnamro.com).

Persons holding their Ordinary Shares directly

Alternatively, shareholders who hold their Ordinary Shares in registered form are encouraged to complete the enclosed form of proxy (the "**Form of Proxy**") and return it by mail (ABN AMRO Bank N.V., Department Corporate Broking HQ7212, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands), by fax (+31 (0)20 628 8481), or by e-mail (ava@nl.abnamro.com), as soon as possible.

To be valid, the Form of Proxy provided or other instrument or instruction appointing a proxy (regardless of how you hold your shares) must be received by **11.00 a.m. (CEST) on Tuesday, 26 April 2022.**

In accordance with article 73.4 of the Articles, all of the voting at the meeting will be conducted on a poll and there will be no show of hands. This means that your votes will all be counted for all the shares that you have.

Please remember to submit any questions in advance to generalmeetings@motork.io with the heading "AGM Question."

On the day of the AGM

The meeting takes place at 11:00 a.m. (CEST) on Thursday, 28 April 2022.

To join the meeting type (or paste) the following web address into your web browser:

<https://mmitc-collab.webex.com/mmitc-collab/onstage/q.php?MTID=e8bedd2346463f565645531564bdc14a7>

You will be asked to enter a password to gain access to the meeting.

If you hold your Ordinary Shares via Euroclear Nederland, this password will be given to you by your intermediary or during the registration process via www.abnamro.com/evoting.

If you hold your Ordinary Shares directly, this code can be found on the bottom section of your proxy form headed "Poll Card". If returning the original hard copy proxy form, please detach and keep this portion of the proxy form before doing so. Shareholders who have elected in the proxy form to receive electronic communications will also receive an email on the morning the AGM with an embedded link to the AGM platform and an access code (please check your spam folders for this email if they do not appear in your inbox).

When the meeting opens at the appointed time, you will be able to see and hear the Chairman. The Chairman will open the meeting and address any questions that have been submitted in advance. There will then be a short opportunity, when the audio feed for attendees is open, to put any additional questions. Shareholders should indicate if they would like to ask a question using the electronic "raise your hand" feature or by typing their question into the Q&A box in the meeting. All attendees will remain muted by the host unless and until they are invited to ask a question.

The Chairman will then formally put the resolutions to the meeting and advise of the proxy votes received in advance.

The meeting will then formally close.

As shareholders exit the meeting, they will have the option to submit an electronic poll card to record their vote. **If you have: (a) already submitted a proxy instruction and do not wish to change your vote; or (b) if you do not wish to vote, you can click on the button to skip this step.**

The proxy voting facility will switch off 30 minutes after the close of the meeting.

The results of the polls taken on the resolutions at the AGM and any other information required by the CA 2006 will be made available on the Company's website (<https://investors.motork.io/news/default.aspx>) as soon as reasonably practicable following the AGM and for the required period thereafter.

AGM resolutions

The resolutions to be proposed at the AGM (each, a "**Resolution**" and together, the "**Resolutions**") are summarised below.

Resolutions 1 to 8 are proposed as ordinary resolutions. This means that for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution.

Resolutions 9 to 12 are proposed as special resolutions. This means that for each of those Resolutions to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.

Resolution 1: Directors' Report and Accounts for the Year

Under Resolution 1, the shareholders will be asked to receive and adopt the accounts and the reports of the Directors and auditors for the year ended 31 December 2021 (the "**2021 Annual**

Report and Accounts"). A copy of the 2021 Annual Report and Accounts is available on the Company's website, www.motork.io.

Resolution 2: Directors' Remuneration Policy

The Directors are required to seek the approval of the shareholders for the 2022 Directors' Remuneration Policy, which is set out in full on pages 57 to 64 of the 2021 Annual Report and Accounts. The 2022 Directors' Remuneration Policy will commence immediately following the AGM subject to the shareholder vote. Once the 2022 Directors' Remuneration Policy comes into force, all payments by the Company to its directors and any former directors must be made in accordance with the Policy.

If the 2022 Directors' Remuneration Policy is approved and remains unchanged, it will be valid for three years without further shareholder approval. If the Company wishes to change the 2022 Directors' Remuneration Policy, it will need to put the revised policy to vote again before it can implement the new policy. The Directors have unanimously approved the Remuneration Policy.

Resolution 3: Directors' Remuneration Report

The Directors are required to seek the separate approval of the shareholders for the Directors' Remuneration Report, which is contained within the 2021 Annual Report and Accounts. The Directors have unanimously approved this report.

Resolution 4: Retirement and Re-election of Director

Under the Articles, certain Directors offer themselves for re-election by rotation. The only current Director whose term will end and be up for reappointment is Marco Marlia. Accordingly, Marco Marlia will retire at the AGM and offer himself up for re-election.

Biographical details of Marco Marlia are contained on page 47 of the 2021 Annual Report and Accounts.

Resolution 5: Appointment of the Auditor

The Company is required at each annual general meeting at which accounts are presented to appoint auditors to hold office until the next such meeting. Accordingly, Resolution 5 proposes the re-appointment of BDO LLP as the Company's auditors.

Resolution 6: Authority to Determine the Auditor's Remuneration

It is normal practice for a Company's Directors to be authorised to fix the auditor's remuneration and shareholders' approval to do so is sought in this Resolution 6.

Resolution 7: Political Donations

Neither the Company nor any of its subsidiaries have made any donations in the year ended 31 December 2021 and it is the Company's current policy not to do so. However, the CA 2006 defines political donations and expenditure very widely and, as a result, in certain

circumstances donations intended for charitable or similar purposes may now be regarded as political in nature.

In order to comply with these obligations and to avoid any inadvertent infringement of the CA 2006, the Directors consider it prudent to seek shareholders' approval for a general level of donation and/or expenditure. Resolution 7 seeks authority for the Company to make political donations or to incur political expenditure not exceeding €5,000 in total during the period from 28 April 2022, the date of the AGM, until the conclusion of the annual general meeting held in 2023, or, if earlier, 18 months after the date of the passing of this Resolution 7.

Resolution 8: Authority to Allot Shares

This resolution will give the Directors a general authority to allot shares, and it is the intention of the Directors to renew this authority annually. This resolution will give the Board general authority to allot shares up to an aggregate nominal amount of €201,644.79. This represents approximately 50 per cent. of the Company's issued ordinary share capital as at the date of this document.

The authority granted by Resolution 8 replaces and is in substitution for any existing authority to allot shares granted to the Directors and, if granted, will expire at the conclusion of the Company's annual general meeting in 2023, or, if earlier, 18 months after the date of the Passing of these Resolutions.

Resolutions 9 and 10: Disapplication of Pre-emption Rights

The CA 2006 requires that equity securities that are to be allotted for cash must first be offered to existing shareholders on a pre-emptive basis in accordance with the requirements of section 561(1) of the CA 2006. In accordance with normal practice, the Directors are proposing Resolutions 9 and 10 as special resolutions to disapply the provisions of section 561(1) in relation to certain share issues.

Resolution 9 will, if passed, empower the Directors to allot equity securities for cash (which includes the sale of any treasury shares) otherwise than in accordance with the statutory pre-emption requirements either (a) in connection with a rights issue, open offer, or other pro rata offer, or (b) otherwise up to a maximum nominal amount of €80,657.90 which represents approximately 20 per cent. of the Company's issued ordinary share capital as at the date of this document.

Resolution 10 will, if passed, empower the Directors to allot equity securities for cash up to an aggregate nominal amount of €80,657.90 (which represents approximately 20 per cent. of the Company's issued ordinary share capital as at the date of this document). Such allotment will be used only for the purposes of financing (or refinancing, if the authority is used within six months after the original transaction) a transaction that the Directors determine to be an acquisition or other capital investment.

The authorities conferred by Resolutions 9 and 10 will expire at the conclusion of the Company's annual general meeting in 2023, or, if earlier, 18 months after the date of the

passing of these Resolutions. It is the Directors' intention to seek the renewal of this authority annually.

Resolution 11: Authority to Purchase Own Shares

Resolution 11, which is being proposed as a special resolution, gives the Company authority to make on-market purchases of its own ordinary shares. The authority is limited to the maximum of 4,032,895 ordinary shares, representing approximately 10 per cent. of the Company's issued ordinary share capital as at the date of this document and details the minimum and maximum prices that can be paid. The authority will expire at the conclusion of the annual general meeting in 2023, or if earlier, 18 months after the date of the passing of the Resolution.

The Directors consider it desirable to have an authority to purchase shares in place so as to provide flexibility in the management of the Company's capital resources. The authority will be exercised only if the Directors believe that the purchase would increase earnings per share and would be for the benefit of the shareholders generally, and specifically in order to satisfy the exercise of options under the Company's employee option schemes without causing additional dilution to existing shareholders. Any purchases of ordinary shares would be by means of market purchases through Euronext Amsterdam.

The Company has the option of holding shares purchased under the authority as treasury shares as an alternative to cancelling them. Treasury shares can be subsequently cancelled, sold for cash or used for the purposes of employee share schemes. No dividends are paid on shares which are held in treasury and no voting rights attach to treasury shares.

The Directors would consider holding as treasury shares any ordinary shares that the Company may repurchase pursuant to the authority proposed to be conferred by Resolution 11. The Directors believe that the ability to hold such shares as treasury shares will provide the Company with increased flexibility in managing its share capital.

As at the date of this document, there were 861,877 outstanding options to subscribe for ordinary shares in the capital of the Company. If the authority to purchase the Company's shares proposed to be conferred by Resolution 11 were to be exercised in full, these options would represent (in aggregate) approximately two per cent. of the Company's issued ordinary share capital (excluding treasury shares).

Resolution 12: Notice period for calling a general meeting

Resolution 12 will also be proposed as a special resolution. Changes made to the CA 2006 by the Shareholders' Rights Regulations increase the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days (annual general meetings will continue to be held on at least 21 clear days' notice).

Resolution 12 seeks approval for a shorter notice period of 14 days. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is

merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

Entitlement to attend, speak and vote

To have the right to attend, speak and vote at the meeting (and also for the purposes of calculating how many votes a person may cast) a person must have their name entered on either of the following registers no later than 11:00 a.m. (CEST) on Tuesday, 26 April 2022:

- for holders of book-entry shares: the registers administered by the intermediaries as referred to in the Securities Giro Act (*Wet giraal effectenverkeer*); or
- for holders of registered shares: MotorK's register of members.

Changes to entries on the above registers after this time will be disregarded in determining the rights of any person to attend, speak or vote at the meeting.

Appointing a Proxy

You are requested (whether or not you intend to be present at the AGM) to appoint a proxy. Appointment of a proxy will not prevent you from attending, speaking and voting in person at the AGM, should you wish to do so.

If you hold your ordinary shares through Euroclear Nederland, you are advised to contact your bank or broker as soon as possible and advise them that you wish to appoint a proxy or, alternatively, you can appoint a proxy or give voting instructions electronically by accessing the website www.abnamro.com/evoting and following the instructions.

In all other cases, you should complete the Form of Proxy form sent to you with this document and return it (together with any power of attorney or other authority under which it is signed, or a certified copy of such document) by email to ava@nl.abnamro.com or by post to ABN AMRO Bank N.V., Department Corporate Broking HQ7212, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands.

In all cases, the proxy form or instruction should be returned as soon as possible and in any event so as to be received by 11:00 a.m. (CEST) on Tuesday, 26 April 2022.

Recommendation

The Directors consider that all the resolutions set out in the Notice of AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommend that you vote in favour of each of these resolutions, as each of the Directors intends to do in respect of his own beneficial holding of shares in the Company, which amount, in aggregate to 5,739,980 ordinary shares representing approximately 14 per cent. of the issued share capital of the Company.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Amir', with a stylized flourish extending to the right.

Amir Rosentuler
Chairman

MOTORK PLC

(Incorporated and registered in England and Wales with company number 09259000)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of MotorK plc (the "**Company**") will be held at 11:00 a.m. (CEST) on Thursday, 28 April 2022 to consider and, if thought fit, to pass Resolutions of which Resolutions 9 to 12 will be proposed as special resolutions. All other Resolutions will be proposed as ordinary resolutions.

ORDINARY RESOLUTIONS

Report and Accounts

1. To receive and adopt the Directors' Report and the audited accounts for the year ended 31 December 2021, together with the report of the auditors;

Remuneration Policy and Report

2. To approve the Directors' Remuneration Policy in the form set out on pages 57 to 64 in the Directors' report and the audited accounts for the year ended 31 December 2021.
3. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy referred to in Resolution 2 above) in the form set out on pages 64 to 67 in the Directors' report and the audited accounts for the year ended 31 December 2021.

Directors

4. To re-elect Marco Marlia as a director of the Company who has retired and offered himself for re-election.

Auditors

5. To re-appoint BDO LLP as auditor of the Company in accordance with section 489 of the Companies Act 2006 ("**CA 2006**") to hold office until the conclusion of the annual general meeting of the Company in 2023.
6. To authorise the Directors to determine the remuneration of the auditor of the Company.

Political Donations

7. That in accordance with section 366 of the CA 2006, the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect are authorised:

- (a) to make political donations to political parties or independent election candidates;
- (b) to make political donations to political organisations other than political parties; and/or
- (c) incur political expenditure in a total aggregate amount not exceeding €5,000,

provided that this authority shall expire at the conclusion of the annual general meeting of the Company in 2023 or at the close of business on 28 October 2023, whichever is the earlier. For the purposes of this resolution the terms 'political donation', 'political parties', 'political organisation' and 'political expenditure' have the meanings given by sections 363 to 365 of the CA 2006.

Authority to allot shares

8. That the Directors are generally and unconditionally authorised pursuant to section 551 of the CA 2006 to exercise, and to delegate to any duly constituted committee of the Directors, all the powers of the Company to allot shares in the Company (the "**Shares**") and grant rights to subscribe for, or to convert any security into, Shares (the "**Rights**") up to an aggregate maximum nominal amount of €201,644.79, provided that this authority shall expire (unless renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 28 October 2023 save that the Company may before such expiry make offers or agreements that would or might require Shares to be allotted or Rights to be granted after such expiry and the Directors may allot Shares and grant Rights in pursuance of any such offers or agreements as if the authority conferred hereby had not expired and all unexercised authority previously granted to the Directors to allot Shares or grant Rights be and are hereby revoked.

SPECIAL RESOLUTIONS

To consider and, if thought fit, to pass the following as special resolutions:

General authority to disapply pre-emption rights

9. That if the Resolution numbered 8 in the notice of the annual general meeting is passed, the Directors are empowered in accordance with section 570 and section 573 of the CA 2006 to, and to delegate to any duly constituted committee of the Directors the power to, allot equity securities (as defined in section 560 of the CA 2006) for cash, either pursuant to the authority conferred by such resolution 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 any rights issue or open offer or any other pre-emptive offer that is open for acceptance for a period determined by the Directors to the holders of the ordinary shares on the register

on any fixed record date in accordance with the rights attached to such class, subject in each case to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or any stock exchange; and

- (b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of €80,657.91,

such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 28 October 2023 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Additional authority to disapply pre-emption rights

- 10. That if the Resolution numbered 8 in the notice of the annual general meeting is passed and in addition to any power contained in the Resolution numbered 9 in the notice of the annual general meeting, the Directors are empowered in accordance with section 570 and section 573 of the CA 2006 to, and to delegate to any duly constituted committee of the Directors the power to, allot equity securities (as defined in the CA 2006) for cash under the authority given by such resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the CA 2006 did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of €80,657.91; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction that the Board of the Company determines to be an acquisition or other capital investment,

such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 28 October 2023 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Authority to purchase own shares

- 11. That the Company be and is generally and unconditionally authorised for the purposes of section 701 of the CA 2006 to make one or more market purchases (within the meaning of section 693(4) of the CA 2006) of ordinary shares of €0.01 each in the

capital of the Company in such terms and in such manner as the Directors of the Company shall determine, provided that:

- (a) the maximum aggregate number of ordinary shares that may be purchased is 4,032,895 (representing approximately ten per cent. of the Company's issued ordinary share capital);
- (b) the minimum price (excluding expenses) that may be paid for such ordinary shares is €0.01 per ordinary share;
- (c) the maximum price (excluding expenses) that may be paid for an ordinary share shall not be more than five per cent. above the average of the middle market quotations for an ordinary share for the five business days immediately preceding the date on which the ordinary share is contracted to be purchased;
- (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the conclusion of the annual general meeting in 2023, or at the close of business on 28 October 2023, whichever is the earlier; and
- (e) the Company may make a contract or contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority that will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

Length of notice – general meetings

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

BY ORDER OF THE BOARD

**AMIR ROSENTULER
CHAIRPERSON
5 APRIL 2022**

**MOTORK PLC
INCORPORATED AND REGISTERED IN ENGLAND AND WALES WITH NUMBER 09259000
REGISTERED OFFICE: KEMP HOUSE, 152 CITY ROAD, LONDON EC1V 2NX, UNITED
KINGDOM**

IMPORTANT NOTES:

The following notes explain your general rights as a shareholder and your right to attend and vote at this AGM or to appoint the Chairman or someone else to vote on your behalf.

1. To be entitled to participate in and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in one of the following sub-registers at 11:00 a.m. (CEST) on Tuesday, 26 April 2022 (or, in the event of any adjournment, 6:00 pm on the date which is 48 hours before the time of the adjourned meeting):
 - a. for persons holding their shares through Euroclear Nederland: the registers administered by the intermediaries, as referred to in the Dutch Securities Giro Act (*Wet giraal effectenverkeer*); or
 - b. for holders of registered shares: the Register of Members of the Company.

Changes to a sub-register after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting. There are no other procedures or requirements for entitled shareholders to comply with in order to participate in and vote at the AGM, save as detailed below. As required by the Company's articles of association, voting at the AGM will be conducted by way of a poll and not by a show of hands. The Company believes that a poll is more representative of shareholders' voting intentions because shareholder votes are counted according to the number of ordinary shares held and all votes tendered are taken into account.

2. Shareholders are encouraged to vote by proxy. The AGM will commence at 11:00 a.m. (CEST) on Thursday, 28 April 2022. The AGM will be an exclusively electronic meeting and will be conducted in accordance with the provisions for electronic meetings set out in the Company's articles of association.
3. Shareholders are entitled to appoint a proxy to exercise all or part of their rights to participate in and to speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different ordinary share(s) held by that shareholder. A proxy need not be a shareholder of the Company. **Shareholders are encouraged to appoint the Chairman as their proxy**, but a third party may be appointed instead. Details of how to appoint a proxy, depending on how you hold your shares, are set out in notes 8, 9, 10 and 11 (below).
4. 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).
5. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
6. The statement of the rights of shareholders in relation to the appointment of proxies in notes 8, 9, 10 and 11 (below) do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
7. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes "For" or "Against" the resolution. A shareholder who does not give any voting instructions in relation to a resolution should note that his proxy will have authority to vote or withhold a vote on that resolution as he thinks fit. A proxy will also have authority to vote

or to withhold a vote on any other business (including amendments to resolutions) which is properly put before the AGM, as he or she thinks fit.

8. Holders of shares in the Company held through Euroclear Nederland who wish to appoint a proxy or proxies through the Euroclear electronic proxy appointment service must do so for the AGM (and any adjournment of the AGM) by notifying their intermediary or by accessing the website www.abnamro.com/evoting and following the instructions. Euroclear proxy instructions submitted this way must be received by the date and time set out in note 10 below in order to be valid. A written form of proxy is available and may be requested from the relevant intermediary or by asking ABN AMRO (+31 (0)20 344 2000; email: ava@nl.abnamro.com). The completed proxy form must be sent to ABN AMRO, either by mail (ABN AMRO Bank N.V., Department Corporate Broking HQ7212, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands), by fax (+31 (0)20 628 8481), or by e-mail ava@nl.abnamro.com.
9. Shareholders who directly hold their shares in the Company should complete the Form of Proxy that accompanies this Notice and return it in compliance with the instructions set out therein.
10. For proxy appointments to be valid, they must be received by no later than **11:00 a.m. (CEST)** on **Tuesday, 26 April 2022**. If you return more than one proxy appointment, either by paper or electronic communication, that received last before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
11. The return of a completed Form of Proxy, or other such instrument or any Euroclear Proxy Instruction (as described in note 8 above), will not prevent a shareholder attending the AGM and submitting a poll card following the meeting to change his or her vote if he/she wishes to do so.
12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that no more than one corporate representative exercises powers in relation to the same shares.
13. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in either this notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

OTHER INFORMATION

A copy of this notice and other information required by section 311A of the Companies Act 2006 can be found at www.motork.io.

1. Information rights

Registered shareholders have the right to nominate indirect investors to receive general shareholder communications directly from the Company pursuant to section 146 of the Companies Act 2006 (“Nominated Persons”). However, Nominated Persons do not have a right to appoint a proxy. If a Nominated Person wishes to exercise voting rights, it may request that the registered shareholder who nominated it as a Nominated Person take the appropriate action to appoint the Nominated Person (or its designee) as its proxy. Alternatively, a Nominated Person may instruct the registered shareholder how it should vote. Any such proxy appointment or direction would be a contractual matter between a registered shareholder and its Nominated Person(s). If you are a Nominated Person, your main contact with the Company is the registered shareholder, custodian, broker or other person who administers the investment on your behalf. You should also deal with them in relation to any rights that you may have under agreements with them to be appointed as a proxy and to attend, participate in, and vote at the meeting, as described above.

Any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to us in error, save where the Company is exercising one of its powers under the Companies Act 2006 and writes to you directly for a response.

2. Statements related to the audit

Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to:

- a. the audit of the Company’s accounts (including the auditor’s report and the conduct of the audit) that are to be laid before the meeting; and
- b. any circumstances connected with an auditor of the Company ceasing to hold office since the last annual general meeting, that the members propose to raise at the meeting.

The Company cannot require the members requesting the publication to pay its expenses in connection with the publication. The Company must forward a copy of the statement to the auditors when it publishes the statement on the website. The business which may be dealt with at the meeting includes any such statement that the Company has been required to publish on its website.

3. Shareholder requisition rights

Members satisfying the thresholds in sections 338 and 338A of the Companies Act 2006 can require the Company:

- a. to give, to members of the Company entitled to receive notice of the annual general meeting, notice of a resolution which may properly be moved, and which those members intend to move, at the meeting; and
- b. to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business at the meeting, provided in each case that the requirements of those sections are met and provided that the request is received by the company not later than six clear weeks before the meeting or if later the time at which notice is given of the meeting.

4. Total voting rights and share capital

The Company has one class of authorised ordinary shares. The holders of ordinary shares are entitled to one vote per share on all matters that are subject to shareholder vote.

As at 1 April 2022 (the latest practicable date before the publication of this notice), the issued share capital of the Company was comprised of 40,328,959 ordinary shares, each with a nominal value of €0.01 per share. The Company holds no ordinary shares in Treasury.