

**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, who is authorised under the Financial Services and Markets Act 2000, if you are in the United Kingdom, or from another appropriately authorised independent financial adviser, if you are not. If you have sold or otherwise transferred all your shares in MotorK plc, 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.

Persons holding their ordinary shares in MotorK plc 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 Annual General Meeting or (iii) give voting instructions and attend the Annual General Meeting, 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 options they prefer. Alternatively, persons can choose such options electronically by accessing the website [www.abnamro.com/evoting](http://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 09 May 2023. 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 under company number 09259000

## **NOTICE OF ANNUAL GENERAL MEETING 2023**

**11.00 a.m. (CEST) on 11 May 2023**

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Please note that we are utilising certain provisions in the Companies Act 2006 and our Articles of Association to convene and hold this year's Annual General Meeting as a combined physical and electronic general meeting, as explained in the letter from the Chairman set out on pages 4 to 11. 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 hybrid meeting.

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## KEY TIMES AND DATES

Dispatch of this document	18 April 2023
Latest time and date for receipt of forms of proxy	11.00 am (CEST) on 09 May 2023
Annual General Meeting	11.00 am (CEST) on 11 May 2023

## HOW TO VOTE

Your vote matters. Please vote your shares by appointing the Chairman of the Company as your proxy.

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 chair as proxy to attend, speak and vote on their behalf, (ii) give voting instructions without attending the Annual General Meeting, or (iii) give voting instructions and attend the Annual General Meeting, 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 options they prefer. Alternatively, persons can choose such options electronically by accessing the website [www.abnamro.com/evoting](http://www.abnamro.com/evoting) and following the instructions. A written proxy instruction is also available.

- **Shareholders registered in the Company's register of members** may vote by returning the Form of Proxy that you received with this document.

You may submit your vote or return your proxy via the methods described above from **Tuesday 18 April 2023 until 11.00 a.m. (CEST) on 09 May 2023.**

All voting at the Annual General Meeting 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.

A shareholder may appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the Annual General Meeting, 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 Annual General Meeting, 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 Annual General Meeting 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 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, 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 [investors@motork.io](mailto:investors@motork.io) with the heading "AGM Question".

## **HOW TO ATTEND**

Shareholders can attend the meeting in person at the offices of K&L Gates LLP, 5th Floor, One New Change, London, EC4M 9AF, or electronically via the following link:

<https://mmitc-collab.webex.com/mmitc-collab/j.php?MTID=m3251c9f87ab326d3f2205c2f89702bfe>

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](http://www.abnarmo.com/evoting).
- 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

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## MotorK plc

(Registered in England & Wales Company No. 09259000)

**Registered Office**  
5th Floor, One New Change, London, United  
Kingdom, EC4M 9AF  
W: [www.motork.io](http://www.motork.io)

### Directors:

Amir Rosentuler (Chairman)  
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)

18 April 2023

Dear Shareholder,

### ANNUAL GENERAL MEETING 2023

*This document may also be accessed via the investors' section of our website, [www.motork.io](http://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, 11 May 2023 at 11.00 a.m. (CEST). The formal Notice of AGM is set out on page 12 of this document.

In order to maximise shareholder engagement, 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 Annual General Meeting as a combined physical and electronic general meeting. The location of the AGM shall be at the offices of K&L Gates LLP, 5th Floor, One New Change, London, EC4M 9AF, and shareholders will be able to attend in person or electronically via the meeting link set out in this document. Please note that the Chairman and Directors will not be physically present at the AGM and shall attend via the online meeting.

Accordingly I will explain the impact on the operation of the AGM and the voting process in some detail.

### AGM Arrangements

#### *Before the Annual General Meeting*

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 meeting depends on how your shares are held.

## **Persons holding their shares in MotorK plc through Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V. ("Euroclear Nederland")**

Persons holding their shares in MotorK plc 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 options they prefer. Alternatively, persons can appoint a proxy or give voting instructions electronically by accessing the website [www.abnamro.com/evoting](http://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](mailto:ava@nl.abnamro.com)). The completed proxy form must be sent to ABN AMRO by e-mail ([ava@nl.abnamro.com](mailto:ava@nl.abnamro.com)).

Persons holding their shares in MotorK plc through Euroclear Nederland and who indicate that they wish to attend the AGM will not receive an admittance card. They will be asked to identify themselves at the AGM using a valid passport, identity card or driving licence.

## **Persons holding their shares in MotorK plc directly**

Alternatively, shareholders who hold their shares in registered form are encouraged to complete the enclosed form of proxy (the "**Form of Proxy**") and return it by email to [investors@motork.io](mailto:investors@motork.io) or by post to the address details set out in the Form of Proxy, 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, 9 May 2023**.

In accordance with article 73.4 of our articles of association, 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 [investors@motork.io](mailto:investors@motork.io) with the heading "AGM Question."

### *On the Day of the Meeting*

The meeting takes place at 11.00 a.m. (CEST) on Thursday, 11 May 2023.

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

<https://mmitc-collab.webex.com/mmitc-collab/j.php?MTID=m3251c9f87ab326d3f2205c2f89702bfe>

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

If you hold your shares via Euroclear Nederland, this password will be given to you by your intermediary or during the registration process via [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

If you hold your shares directly in the Company, 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 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).

If you attend the meeting in person at the offices of K&L Gates LLP, 5th Floor, One New Change, London, EC4M 9AF, the electronic aspect of the meeting will be shown on screen at such physical location.

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.

The meeting will then formally close.

The results of the meeting will be announced by RNS and posted to the Company's website on the day of the meeting. The full poll results will also be published on this website at the same time.

### **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 2022 (the "**2022 Annual Report and Accounts**"). A copy of the 2022 Annual Report and Accounts is available on the Company's website, [www.motork.io](http://www.motork.io).

#### *Resolution 2: 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 2022 Annual Report and Accounts. The Directors have unanimously approved this report.

### *Resolution 3: 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 Laurel Charmaine Bowden. Accordingly, Laurel Charmaine Bowden will retire at the AGM and offer themselves for re-election.

Biographical details of Laurel Charmaine Bowden are contained on page 51 of the 2022 Annual Report and Accounts.

### *Resolution 4: 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 4 proposes the re-appointment of BDO LLP as the Company's auditors.

### *Resolution 5: 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 5.

### *Resolution 6: Political Donations*

Neither the Company nor any of its subsidiaries have made any donations in the year ended 31 December 2022 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 6 seeks authority for the Company to make political donations or to incur political expenditure not exceeding €5,000 in total during the period from 11 May 2023, the date of the AGM, until the conclusion of the annual general meeting held in 2024, or, if earlier, 18 months after the date of the passing of this resolution.

### *Resolution 7: 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. Paragraph 7(a) of the Resolution will give the Board general authority to allot up to 19,524,323 ordinary shares of €0.01 each. This represents approximately 50 per cent. of the Company's issued ordinary share capital as at the date of this document. Paragraph 7(b) of the Resolution will give the Directors authority to allot up to an additional 19,524,323 ordinary shares of €0.01 each in connection with a pre-emptive offer to existing shareholders by way of a rights issue (with exclusions to deal with fractional entitlement to shares and overseas shareholders to whom the rights issue cannot be made due to legal and practical problems).

### *Resolution 8: Authority to make off-market purchases of Ordinary Shares*

Under Resolution 8, authority is sought to allow the Company to buy back its ordinary shares of €0.01 each ("**Ordinary Shares**") by way of off-market purchases (as such term is defined in section 693(2) of

the CA 2006) on Euronext Amsterdam. This authority is necessary as, for the purposes of the CA 2006, any repurchase of Ordinary Shares through Euronext Amsterdam constitutes an "off-market" transaction. This is because the Euronext Amsterdam is not a recognised investment exchange for the purposes of section 693(2) of the CA 2006. As such, buybacks of the Company's Ordinary Shares may only be made pursuant to a form of buyback contract the terms of which have been approved by shareholders in accordance with section 694 of the CA 2006. Accordingly, the Company requires shareholders to approve these contractual terms relating to its proposed share buyback programme.

Authority is sought for the Company to purchase Ordinary Shares up to a maximum aggregate value of €3,000,000.00 pursuant to the terms of the Buyback Contract (as defined below).

The buyback will be undertaken pursuant to the terms of a share repurchase agreement proposed to be entered into between the Company and Kepler Cheuvreux ("**Kepler**") (the "**Buyback Contract**"). Under the terms of the Buyback Contract, Kepler shall purchase through Euronext Amsterdam or through block trades off-market, as principal and at times determined by Kepler (in its sole discretion), Ordinary Shares held by Euroclear Nederland. Such Ordinary Shares shall be thereafter acquired by the Company and cancelled pursuant to section 706(b) of the CA 2006. Due to the provisions of the Dutch Giro Securities Transactions Act (*Wet Giraal Effectenverkeer*) regarding how the Company's Ordinary Shares can be held following the buyback, it is not possible for the Company to hold any Ordinary Shares bought back in treasury.

The fees payable to Kepler shall take the form of a commission-based pay structure relative to the aggregate value of Ordinary Shares purchased (excluding VAT and any securities transaction taxes). In addition to the fee payable to Kepler, the Company will incur a small administrative cost (payable to ABN Amro Bank N.V.) in connection with the cancellation of the relevant Ordinary Shares (following their purchase by the Company) held in the Euroclear settlement system.

The minimum price (exclusive of expenses) which may be paid for an Ordinary Share pursuant to the Buyback Contract is €0.01. The maximum price (exclusive of expenses) which may be paid for an Ordinary Share pursuant to the Buyback Contract may not exceed an amount equal to 5 per cent. above the average middle market value for an Ordinary Share for the five business days immediately preceding the date of the purchase provided that such price per Ordinary Share shall be no higher than the price of the last independent trade and the highest current independent bid in respect of the Ordinary Shares on Euronext Amsterdam.

Other than in respect of block trades (which shall be limited to a maximum aggregate value of €100,000.00 in any one quarter (unless increased by notification made by the Company to Kepler)), the maximum number of Ordinary Shares that may be purchased on any business day shall not exceed more than 25 per cent. of the average daily volume traded number of Ordinary Shares for the 20 trading day period preceding the date of purchase.

The Company must seek authorisation for share repurchase contracts at least every five years. However, the authority sought under this Resolution 8 will expire following conclusion of the annual general meeting of the Company to be held in 2024.

The Directors regard the ability to repurchase issued shares as an important part of the financial management of the Company and therefore consider it desirable to have the authority to make



purchases of the Company's Ordinary Shares. Were it possible for the Company to hold any Ordinary Shares bought back as treasury shares, the Company would have utilised such Ordinary Shares in connection with satisfying options or making grants pursuant to the Company's employee share schemes ("**Share Awards**"). As this is not possible because of the provisions of the Dutch Giro Securities Transactions Act (*Wet Giraal Effectenverkeer*) regarding how the Company's Ordinary Shares can be held following a buyback, the Company will need to cancel the Ordinary Shares bought back and thereafter allot and issue, at relevant times, new Ordinary Shares to directors and employees in order to satisfy such Share Awards. Although the number of Ordinary Shares which may be issued by the Company to its directors and employees in connection with such Share Awards is expected to exceed the number of Ordinary Shares bought back and cancelled, the share buyback programme will minimise the dilutive effect of such Share Awards and ultimately will have the same effect as if the Company were able to hold the shares bought back in treasury. Any Ordinary Shares which may be issued by the Company to the group's directors and employees pursuant to the Company's employee share schemes will be in accordance with the parameters set out in the Company's current remuneration policy.

The Company's share buyback programme may also have the effect of increasing liquidity in the Ordinary Shares and increasing the earnings per issued Ordinary Share.

Please note that the Directors are making no recommendation as to whether shareholders should sell their Ordinary Shares in the Company.

A copy of the Buyback Contract will be made available for shareholders to inspect at the Company's registered office at 5th Floor, One New Change, London, United Kingdom, EC4M 9AF during normal business hours on any weekday (public holidays excluded) from the publication of this Notice until the conclusion of the Annual General Meeting. The Buyback Contract will also be available to download at the Annual General Meeting and shall be made available for inspection at the Company's registered office during normal business hours on any weekday (public holidays excluded) from the date of the conclusion of the Buyback Contract until the end of a period of 10 years beginning with the date on which the purchase of all the share in pursuance of the Buyback Contract is completed.

#### *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 that Act. 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 €78,097.00 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 €78,097.00 (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 2024, or, if earlier, 18 months after the date of the passing of these Resolutions. It is the Directors' intention to seek the renewal of these authorities annually.

*Resolution 11: Notice period for calling a general meeting*

Resolution 11 will also be proposed as a special resolution. Under the CA 2006 the notice period required for general meetings of the Company is 21 clear 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 11 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.

*Resolution 12: Reduction of Capital*

Resolution 12, which is also proposed as a special resolution, will reduce the capital of the Company by way of the cancellation of €8,000,000 currently standing to the credit of the Company's share premium account. The proposed reduction of capital is conditional upon the approval of High Court of Justice of England and Wales (the "**Court**"). Accordingly, following approval of the proposed reduction of capital by shareholders it is intended that an application will be made to the Court in order to approve the reduction of capital.

The reduction of capital would create additional distributable reserves in order to provide a prudent margin for variation in the Company's distributable reserves requirements going forward.

There will be no reduction in the number of Ordinary Shares in issue (or their nominal value) following the implementation of the proposed reduction of capital. The proposed reduction of capital will not involve any diminution in respect of unpaid capital or the payment to any shareholder of any paid-up capital and will not reduce the underlying net assets of the Company.

A resolution approving a proposed reduction of capital by the cancellation of €4,000,000 standing to the credit of the Company's share premium account was previously passed by shareholders on 18 July 2022 but this was not ultimately the subject of any application for approval to the High Court of Justice. Resolution 12 proposed here would grant shareholder authority for the reduction of capital in place of the resolution that was previously passed. The board of the Company (the "**Board**") reserves the right to abandon or discontinue (in whole or in part) any application to the Court in respect of the proposed reduction of capital in the event that the Board considers that the terms on which the reduction of capital would be (or would be likely to be) sanctioned by the Court would not be in the best interests of the Company and/or the Company's shareholders as a whole.

## 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 09 May 2023:

- 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 plc'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 and speaking 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](http://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](mailto:ava@nl.abnamro.com) or by post to the Company Secretary at 5<sup>th</sup> Floor, One New Change, London EC4M 9AF.

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 09 May 2023.

## 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 14.7 per cent of the issued share capital of the Company.

Yours faithfully



Amir Rosentuler  
Chairman

# MOTORK PLC

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

## NOTICE OF ANNUAL GENERAL MEETING

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**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of MotorK plc (the "**Company**") will be held at the offices of K&L Gates LLP, 5th Floor, One New Change, London, EC4M 9AF, United Kingdom on Thursday, 11 May 2023 at 11.00 a.m. (CEST) to consider and, if thought fit, to pass Resolutions of which Resolutions 8 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 2022, together with the report of the auditors.

#### Remuneration Report

2. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) in the form set out on pages 65 to 68 in the Directors' report and the audited accounts for the year ended 31 December 2022.

#### Directors

3. To re-elect Laurel Charmaine Bowden as a director of the Company who has retired and offered herself for re-election.

#### Auditors

4. To re-appoint BDO LLP as auditor of the Company in accordance with section 489 of the Companies Act 2006 to hold office until the conclusion of the annual general meeting of the Company in 2024.
5. To authorise the Directors to determine the remuneration of the auditor of the Company.

#### Political Donations

6. That in accordance with section 366 of the Companies Act 2006 (the "**Act**"), 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 2024 or at the close of business on 11 November 2024, 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 Act.

#### **Authority to allot shares**

7. That the Directors are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "**Act**") 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**"):

- (a) up to an aggregate maximum nominal amount of €195,243.23; and
- (b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of €195,243.23 in connection with an offer by way of a rights issue:
  - (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective existing holdings of ordinary shares; and
  - (ii) to holders of other securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject 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,

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 11 November 2024 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 authorities previously granted to the Directors to allot Shares or grant Rights be and are hereby revoked.

#### **Authority to make off-market purchases of own shares**

8. That, for the purposes of section 694 of the Companies Act 2006 (the "**Act**"), the terms of the buyback contract proposed to be entered into (in the form available to download at the Annual General Meeting) (the "**Buyback Contract**") for off-market purchases (as defined in section 693(2) of the Act) by the Company of its ordinary shares of €0.01 each ("**Ordinary Shares**") be and are approved, and the Company be and is hereby authorised to purchase Ordinary Shares pursuant to the Buyback Contract, provided that such authority be limited by the following conditions:
- (a) that the maximum aggregate value of Ordinary Shares purchased shall not exceed €3,000,000.00;
  - (b) that the minimum price (excluding expenses) that may be paid for any Ordinary Share purchased is €0.01 per Ordinary Share; and
  - (c) that the maximum price (excluding expenses) that may be paid for an Ordinary Share shall not be more than an amount equal to 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 such Ordinary Share is contracted to be purchased provided that such price per Ordinary Share shall be no higher than the price of the last independent trade and the highest current independent bid in respect of the Ordinary Shares on Euronext Amsterdam,

such authority to apply until the close of business on the date of the conclusion of the Company's annual general meeting to be held in 2024, but so that the Company may enter into an agreement to purchase Ordinary Shares which will or may be completed or executed wholly or partly after the authority ends and the Company may purchase Ordinary Shares pursuant to any such agreement as if the authority had not ended.

## **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 7 in the notice of the annual general meeting is passed, the Directors are empowered in accordance with section 570 and section 573 of the Companies Act 2006 (the "**Act**") 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 Act) 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 that Act 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 €78,097.00,

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 11 November 2024 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 7 in the notice of the annual general meeting is passed and in addition to any power contained in the Resolution numbered 8 in the notice of the annual general meeting, the Directors are empowered in accordance with section 570 and section 573 of the Companies Act 2006 (the "**Act**") to, and to delegate to any duly constituted committee of the Directors the power to, allot equity securities (as defined in the Act) 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 Act 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 €78,097.00; 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 11 November 2024 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.

#### **Length of notice - general meetings**

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

#### **Reduction of share premium**

- 12. That, subject to the confirmation of the court, the share premium account of the Company be reduced by €8,000,000 and the amount by which the share premium account is so reduced be credited to a reserve, such resolution to be in replacement for and to the

exclusion of a resolution approving the reduction of the share premium account of the Company by €4,000,000 passed at a general meeting of the Company on 18 July 2022.

**BY ORDER OF THE BOARD**

**AMIR ROSENTULER  
CHAIRPERSON  
18 APRIL 2023**

**MOTORK PLC  
REGISTERED IN ENGLAND AND WALES UNDER NUMBER 09259000  
REGISTERED OFFICE: 5TH FLOOR, ONE NEW CHANGE, LONDON, UNITED  
KINGDOM, EC4M 9AF**



## 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, 09 May 2023 (or, in the event of any adjournment, 6:00 p.m. 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, 11 May 2023. The AGM will be a combined physical and electronic meeting and the electronic aspect of the meeting will be conducted in accordance with the provisions for electronic meetings set out in the Company's articles of association.
3. Members 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 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 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](http://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](mailto:ava@nl.abnamro.com)). The completed proxy form must be sent to ABN AMRO by e-mail ([ava@nl.abnamro.com](mailto: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, 09 May 2023**. 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), will not prevent a shareholder attending the AGM.
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.

## 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](http://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 17 April 2023 (the latest practicable date before the publication of this notice), the issued share capital of the Company was comprised of 40,518,765<sup>1</sup> ordinary shares, each with a nominal value of €0.01 per share. The Company holds no ordinary shares in Treasury.

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<sup>1</sup> This number does not reflect (i) the buyback and cancellation of 1,839,257 ordinary shares of €0.01 each in the capital of the Company, and (ii) the issue of certain ordinary shares of €0.01 each in the capital of the Company pursuant to the exercise of employee share options, both of which are being processed at the date of this notice.