

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action to be taken, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial advisor duly authorised pursuant to the Financial Services and Markets Act 2000 (as amended) if you are in the UK or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your ordinary shares in Bidstack Group Plc (“**Bidstack**” or the “**Company**”), please forward this document and the accompanying form of proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of ordinary shares, you should retain the documents and consult the stockbroker, bank manager or other agent through whom the sale or transfer was effected.

BIDSTACK GROUP PLC

(Registered in England and Wales with registered number: 04466195)

Directors

D Reeves (Chairman)
J Draper
C Franklin
L Hau
G Calvert
B Neider
D Stewart
D Lowther

Registered Office:

WeWork the Hewet
3rd Floor, 14 Hewett Street
London EC2A 3NP

Letter from the Chairman

11th July 2023

Dear Shareholder

General Meeting

I am writing to you to convene a General Meeting of the Company to be held at Wework, 17 St. Helen’s Place, London, United Kingdom, EC3A 6DG at 11:00 a.m. on 27 July 2023 (“**GM**”). This follows the request from Interactive Investor Services Nominees, Hargreaves Lansdown (Nominees) and Lawshare Nominees on behalf of underlying investors holding in aggregate, 68,318,975 ordinary shares representing 5.25% of the issued ordinary share capital of the Company to requisition a general meeting.

Notice of the GM is set out in this document. A form of proxy is also enclosed with this document for use in connection with the GM.

The resolutions to be proposed at the General Meeting are to remove Glen Calvert and Lisa Hau as directors of the Company and to appoint Nicholas Hargrave a director of the Company.

Shareholders should note that, in the event the resolution to appoint Nicholas Hargrave as a director is passed, his appointment to the Board will remain subject to usual suitability and due diligence checks and the disclosure of additional required information by Mr Hargrave.

Shareholder Consultation

The Board has been in communication with the Company’s major shareholders and has agreed that:

- it will actively review the composition of both the Executive and Non-Executive members of the Board with the goal of reducing both, plus overall Board size;
- it will make a determined and conscious effort to enhance Investor Relations with institutional and retail investors alike; and
- it will conduct a review of the advisors to the business.

Action to be taken

You are strongly advised to complete, sign and return the form of proxy to the Company's Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, in accordance with the instructions printed on it as soon as possible and in any event so as to be received by no later than 11:00 a.m. on 25 July 2023.

Recommendation

The Directors, recommend that shareholders vote against all the proposed resolutions, as the Directors intend to do in respect of their own holdings of Ordinary Shares, which in aggregate amount to 45,160,438 Ordinary Shares representing 3.47 per cent of the votes attaching to the existing issued shares of the Company. In addition, the Directors have received commitments to vote against all the Resolutions from Shareholders holding 205,438,596 shares representing 15.79 per cent of the votes attaching to the existing issued shares of the Company. In addition the Directors have received commitments to vote against Resolution 3 from Shareholders holding a further 120,077,161 shares representing another 9.23 per cent of the votes attaching to the existing issued shares of the Company.

Yours faithfully

David Reeves
Chairman

Bidstack Group Plc

(Incorporated in England and Wales with registered number 04466195)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of Bidstack Group Plc (“**the Company**”) will be held at Wework, 17 St. Helen’s Place, London, United Kingdom, EC3A 6DG at 11:00 a.m. on 27 July 2023 to consider, and, if thought fit, pass the following Resolutions which will be proposed as Ordinary Resolutions:

1. THAT Glen Calvert be removed from office as a director of the Company with immediate effect.
2. THAT Lisa Hau be removed from office as a director of the Company with immediate effect.
3. THAT Nicholas Hargrave be appointed as a director of the Company with immediate effect.

By order of the Board
David A Garvey
Company Secretary

Dated: 11th July 2023

Registered office:
WeWork the Hewett
3rd Floor, 14 Hewett Street
London EC2A 3NP

Notes

Entitlement to Attend and Vote at the AGM

1. The Company specifies that only those members registered on the Company’s register of members at 6:00 p.m. (London time) on 25 July 2023 or if this general meeting is adjourned, at 6:00 p.m. on the day two business days prior to the adjourned meeting shall be entitled to attend and vote at the General Meeting.

Proxy Voting – General

2. If you are a Shareholder of the Company at the time set out in Note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting. You can only appoint a proxy using the procedures set out in these notes. You can appoint the Chair of the meeting as your proxy or another person of your choice. Your proxy does not need to be a member of the Company but must attend the meeting to represent you.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
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. Appointment of a proxy does not preclude you from attending the general meeting and voting in person. If you do vote in person at the meeting, that vote will override any votes previously submitted in respect of those shares.
6. 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 a resolution. If you do not select a voting option, your proxy may vote or abstain from voting at their discretion.

Proxy Voting – Procedures

7. To be valid proxy votes must be received by 11:00 a.m. on 25 July 2023, or if the meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the adjourned meeting (**Proxy Vote Closing Time**).
8. The Company’s Registrar is Neville Registrars Limited. Their contact details are:
 - Tel: +44 (0)121 585 1131. Lines are open from 9:00 am to 5:00 pm (UK time) Monday to Friday (excluding public holidays in England and Wales).
 - Address: Neville House, Steelpark Road, Halesowen, B62 8HD.
9. You may lodge your proxy vote in one of the following ways:
 - To vote by post, please follow the instructions in Notes 10 and 11.
 - To vote electronically, please follow the instructions in Note 12.
 - CREST members may vote using the CREST system. Please follow the instructions in Notes 13 to 16.

10. Hard copy proxies must be completed in accordance with the instructions printed on them and returned to the Company's Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD (together with any necessary authority documentation) to be received no later than the Proxy Vote Closing Time. The power of attorney or other written authority, if any, under which it is signed or an office or notorially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power and written authority, must be delivered with the completed proxy form.
11. If you need a replacement hard proxy copy form, you may request this directly from the Company's Registrars. Please see the Registrar's contact details in Note 8.
12. As an alternative to submitting a hard copy proxy form, you may submit your proxy electronically by logging on to www.sharegateway.co.uk. Shareholders should use their Personal Proxy Registration Code (Activity Code) as shown on their Form of Proxy. For an electronic proxy appointment to be valid, your appointment must be received no later than the Proxy Vote Closing Time.
13. CREST members may vote by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
14. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
15. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent Neville Registrars (whose CREST ID is 7RA11) by the Proxy Vote Closing Time. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
16. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Proxy Voting – Changes and Revocations

17. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Neville Registrars using the contact details in Note 8 above. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
18. In order to revoke a proxy instruction you will need to inform the Company. You must telephone the Registrar using the contact details in Note 8 above. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by the Registrar no later than the Proxy Vote Closing Time. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to Note 5 above, your proxy appointment will remain valid.

Corporate Representatives

19. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises power over the same share.
20. Corporate representatives must produce a signed corporate representative letter from the shareholder in suitable form at the AGM together with photographic identification to verify they are the representative referred to in the letter.

Share Capital

21. As at the close of business on the day immediately before the date of this notice of general meeting, the Company's ordinary issued share capital comprised 1,300,855,984 ordinary shares of nominal value 0.5 pence each. Ordinary shares are the only share class with voting rights. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business, on the day immediately before the date of this notice of general meeting are 1,300,855,984. No shares are held in the Treasury.