If you hold ordinary shares in Fonix plc (the "Company"), this notice is important and requires your immediate attention. If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your ordinary shares in the Company, please forward this notice and accompanying documents to the purchaser or transferee or to the stockbroker, bank or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

FONIX PLC

23 Heddon Street, London, W1B 4BQ

Company number: 05836806

LETTER FROM THE CHAIRMAN

Dear Shareholder,

Annual General Meeting of Fonix plc

I am pleased to enclose notice of Fonix plc's (the "**Company**") annual general meeting ("**AGM**") which will be held at 9.00 a.m. on Wednesday 18 November 2026 at Cavendish, 1 Bartholomew Close, London, EC1A 7BL.

Arrangements

The Directors kindly request that any shareholders who wish to attend the AGM in person pre-register their intentions to attend by emailing investors@fonix.com no later than close of business on 17 November 2026. A failure to pre-register will not preclude you from attending or participating in the meeting.

Questions

The Directors encourage shareholders to submit in advance any questions they would like to have answered at the AGM by emailing such questions to investors@fonix.com no later than close of business on 17 November 2026. Shareholders attending the AGM may ask questions at the AGM whether or not their questions have been submitted in advance.

Voting

I strongly encourage you to complete and submit your proxy vote in advance of the AGM in accordance with the guidance notes appended to the notice of AGM.

The Company will conduct the votes on all resolutions by way of a poll to ensure that votes of all shareholders are counted.

The Directors believe that the proposed resolutions set out in the notice of AGM are in the best interests of shareholders as a whole. The Directors will be voting in favour of them and unanimously recommend that you do so as well.

Explanatory Notes

The explanatory notes which appear on pages 11 to 14 of this notice of AGM give further details of the resolutions proposed to be passed at the AGM.

Annual Report

The full annual report and accounts of the Company in respect of the financial year ended 30 June 2026 have been published and a copy of the report is enclosed with the notice of AGM.

Yours faithfully,

Edward Spurrier
Chairman

16 October 2026

Notice of Annual General Meeting

Notice is hereby given that the 2026 annual general meeting of the Company will be held at Cavendish, 1 Bartholomew Close, London, EC1A 7BL at 9.00 a.m. on 18 November 2026 for the following purposes:

Ordinary Resolutions

To consider and, if thought fit, to pass the following resolutions, which will be proposed as ordinary resolutions:

1. To receive the audited annual accounts and reports for the financial year ended 30 June 2026.

2. To approve the Directors' remuneration report for the financial year ended 30 June 2026.

3. To re-elect Robert Henry Weisz as a Director.

4. To re-elect Michael Andrew Foulkes as a Director.

5. To re-elect Edward John Marston Spurrier as a Director.

6. To re-elect William Richard Neale as a Director.

7. To re-elect Carmel Elizabeth Warren as a Director.

8. To reappoint UHY Hacker Young LLP as auditors of the Company, to hold office until the conclusion of the next annual general meeting of the Company.

9. To authorise the Directors to determine UHY Hacker Young LLP's remuneration as auditors of the Company.

10. To declare a final dividend of £0.062 (6.2p) per ordinary share for the year ended 30 June 2026 to be paid on 30 November 2026 to the holders of ordinary shares on the register of members of the Company at the close of business on 20 November 2026.

11. That the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "**2006 Act**") to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £65,082.444 comprising:

    (a) an aggregate nominal amount of £32,541.222 (whether in connection with the same offer or issue as under (b) below or otherwise); and

(b) an aggregate nominal amount of £32,541.222 in the form of equity securities (as defined in section 560 of the 2006 Act) in connection with an offer by way of a rights issue or other pre-emptive offer or issue, open for acceptance for a period fixed by the Directors, made to holders of ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever.

This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company in general meeting) on the date falling 15 months after the passing of this resolution or, if earlier, at the conclusion of the annual general meeting of the Company in 2027, except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the Directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

Special Resolutions

To consider and, if thought fit, to pass the following resolutions, which will be proposed as special resolutions:

12. That subject to the passing of resolution 11, the Directors be empowered pursuant to section 570 and section 573 of the 2006 Act to allot equity securities (as defined in section 560 of that Act) for cash pursuant to the general authority conferred on them by resolution 11 and/or sell ordinary shares held by the Company as treasury shares for cash as if section 561 of that Act did not apply to any such allotment or sale, provided that this power shall be limited to:

    (a) any such allotment of equity securities or sale of treasury shares in connection with an offer of equity securities by way of a rights issue or other pre-emptive offer or issue made to holders of ordinary shares on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, subject to such exclusions or other arrangements as the Directors may deem necessary, appropriate or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever;

    (b) any such allotment of equity securities or sale of treasury shares, otherwise than pursuant to sub-paragraph (a) above, up to an aggregate nominal value of £9,762.367; and

    (c) any such allotment of equity securities or sale of treasury shares, otherwise than under paragraph (a) or paragraph (b) above, up to a nominal amount equal to 20% of any allotment of equity securities from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

    This authority shall expire, unless previously revoked or renewed by the Company in general meeting, at such time as the general authority conferred on the Directors by resolution 11 expires, except that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the Directors may allot equity

securities in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

13. That, in addition to any authority granted under resolution 12 and subject to the passing of resolution 11, the Directors be empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560 of that Act) for cash pursuant to the general authority conferred on them by resolution 11 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of that Act did not apply to any such allotment or sale, provided that this power shall be:

    (a) limited to any such allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £9,762.367, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and

    (b) limited to the allotment of equity securities (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

    This authority shall expire, unless previously revoked or renewed by the Company in general meeting, at such time as the general authority conferred on the Directors by resolution 11 expires, except that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

14. That the Company be generally and unconditionally authorised for the purposes of section 701 of the 2006 Act to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares of £0.001 each in the capital of the Company ("**Ordinary Shares**") on such terms and in such manner as the Directors may from time to time determine, provided that:

    (a) the maximum aggregate number of Ordinary Shares that may be purchased under this authority is limited to 9,762,367;

(b) the minimum price which may be paid for each Ordinary Share purchased under this authority (exclusive of any expenses payable by the Company in connection with the purchase) shall be £0.001, being the nominal amount thereof;

(c) the maximum price which may be paid for each Ordinary Share purchased under this authority (exclusive of any expenses payable by the Company in connection with the purchase) is an amount equal to the higher of:

(i) 105% of the average of the middle market quotations for an Ordinary Share as derived from the AIM Appendix to the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made; and

(ii) the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out.

This authority shall expire, unless previously revoked, varied or renewed by the Company in general meeting, at the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution or, if earlier, on 18 February 2028, provided that the Company may, before such expiry, enter into a contract to purchase Ordinary Shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own Ordinary Shares in pursuance of such contract as if the authority hereby conferred had not expired.

The Directors believe that the proposals in resolutions 1 to 14 are in the best interests of shareholders as a whole. The Directors will be voting in favour of them and unanimously recommend that you do so as well.

On behalf of the board of Directors

Michael Andrew Foulkes
Company Secretary
16 October 2026

Registered office: 23 Heddon Street, London, W1B 4BQ
Registered in England and Wales with company number 05836806

Notes

1. A shareholder is entitled to appoint another person as that shareholder's proxy to exercise all or any of that shareholder's rights to attend and to speak and vote at the annual general meeting ("**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 share or shares held by that shareholder. A proxy does not need to be a shareholder of the Company but must attend the AGM to represent the shareholder. If you are appointing more than one proxy you will need to state clearly on each form of proxy the number of shares in relation to which the proxy is appointed, and ensure that, taken together, the numbers of shares stated on the forms of proxy do not exceed your holding. Appointment of a proxy will not prevent a shareholder from attending the AGM and voting in person. You are strongly encouraged to appoint the Chair of the AGM as your proxy, rather than a named person, to ensure that your vote is counted if ultimately you (or any other proxy you might otherwise appoint) are not able to attend the meeting.

2. A personalised form of proxy for use in connection with the AGM is enclosed with the document of which this notice forms part. If you do not have a personalised form of proxy and believe that you should, or you require additional proxy forms, please contact the Company's registrars, Neville Registrars Limited on +44 (0) 121 585 1131.

3. To appoint a proxy or proxies shareholders must complete:

   (a) a form of proxy, sign it and return it, together with the power of attorney or any other authority under which it is signed, or a notary certified copy of such authority, to the Company's registrars, Neville Registrars Limited, at Neville House, Steelpark Road, Halesowen B62 8HD. In the case of a shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company; or

   (b) a CREST Proxy Instruction (see note 5 below); or

   (c) an online proxy appointment at www.sharegateway.co.uk by using the Personal Proxy Registration Code as shown on the Form of Proxy,

   in each case so that it is received no later than 9.00 a.m. on 16 November 2026.

4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of the meeting by using the procedures described in the CREST Manual (available via http://www.euroclear.com). CREST Personal Members or other CREST sponsored members and those CREST members who have appointed any voting

service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

5. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID 7RA11) by the latest time for receipt of proxy appointments set out in paragraph 3 above or, in the event of an adjournment of the AGM, 48 hours (excluding non-working days) before the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

6. 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 messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed any voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

7. 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 (*SI 2001/3755*).

8. Only those shareholders included in the register of members of the Company at 6.00 p.m. on 16 November 2026 or, if the meeting is adjourned, in the register of members at 6.00 p.m. on the day which is two working days before the time for holding any adjourned meeting, will be entitled to attend, to speak and to vote at the AGM in respect of the number of shares registered in their names at that time. Changes to entries on the share register after the relevant deadline will be disregarded in determining the rights of any person to attend or vote at the AGM.

9. A corporation that is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that they do not do so in relation to the same shares.

10. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

11. As at 15 October 2026 (being the last practicable date before publication of this notice), the Company's issued share capital consists of 100,000,000 ordinary shares of £0.001 each, carrying one vote each. The Company holds 2,376,335 ordinary shares in treasury. Therefore, the total voting rights in the Company as at 15 October 2026 are 97,623,665.

12. Copies of the Directors' service contracts and letters of appointment are available for inspection at the Company's registered office during normal business hours on any weekday (excluding public holidays) from the date of this notice until the end of the AGM.

13. Except as provided above, shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):

- calling the Company's registrars, Neville Registrars Limited, on +44 (0) 121 585 1131 (calls are charged at the standard geographic rate and will vary by provider and calls outside the United Kingdom will be charged at the applicable international rate). Lines are open from 9.00 a.m. to 5.00 p.m. Monday to Friday, excluding public holidays in England and Wales; or

- contacting the Company by email to investors@fonix.com.

14. You may not use any electronic address provided in this notice of meeting or any related documents (including the letter from the Chair or the proxy form) to communicate with the Company for any purposes other than those expressly stated.

15. The Company may process personal data of shareholders at or in relation to the meeting. This may include forms of personal data, including your name, contact details and the votes you cast. The Company shall process such personal data in accordance with its privacy policy, which can be found at https://www.fonix.com/privacy-policy/.

Explanatory Notes to the Notice of Annual General Meeting

The following notes provide an explanation as to why the resolutions set out in the notice of the Annual General Meeting of the Company to be held on 18 November 2026 are to be put to shareholders.

Resolutions 1 to 11 are ordinary resolutions. These resolutions will be passed if more than 50% of the votes cast for or against are in favour.

Resolution 1 – Laying of Accounts

The Directors are required by the Companies Act 2006 to present to the shareholders of the Company at a general meeting the reports of the Directors (including the Strategic Report) and auditors, and the audited accounts of the Company, for the year ended 30 June 2026. The reports of the Directors and the audited accounts have been approved by the Directors, and the report of the auditors has been approved by the auditors, and a copy of each of these documents may be found in the annual accounts and reports, starting at page 11.

Resolution 2 – Approval of the Directors' remuneration report

In line with the Quoted Companies Alliance Corporate Governance Code (as amended, the "**QCA Code**"), shareholders are being asked to vote on the Company's remuneration report, as set out in the annual accounts and reports, starting at page 51. The Company is proposing this resolution on an annual basis in compliance with the QCA Code. The vote on this resolution is an advisory vote and no entitlement of a Director to remuneration is conditional upon it.

Resolutions 3 to 7 – Election and Re-election of Directors

In line with the QCA Code, all of the Directors are offering themselves for re-election and shareholders are being asked to approve the re-election of each of those Directors. Biographical information for each of the Directors is shown on pages 36-37 of the annual report and accounts.

Resolution 8 – Auditors' appointment

The Companies Act 2006 requires that auditors be appointed at each general meeting at which accounts are laid, to hold office until the next such meeting. This resolution seeks shareholder approval for the reappointment of UHY Hacker Young LLP. The Audit Committee keeps under review the independence and objectivity of the external auditors, further information on which can be found in the annual report and accounts on page 45. After considering relevant information, the Audit Committee recommended to the board of Directors that UHY Hacker Young LLP be reappointed.

Resolution 9 – Auditors' remuneration

This resolution gives the Directors the authority to determine the remuneration of the auditors for the audit work to be carried out by them in the next financial year. The amount of the

remuneration paid to the auditors for the next financial year will be disclosed in the next audited accounts of the Company.

Resolution 10 – Declaration of final dividend

Subject to the final dividend, as set out in resolution 10, being approved by the Company's shareholders, the final dividend will be paid on 30 November 2026 to ordinary shareholders whose names appear on the register of members of the Company at close of business on 20 November 2026.

Resolution 11 – Authority to the Directors to allot shares

The Companies Act 2006 provides that the Directors may only allot shares or grant rights to subscribe for or to convert any security into shares if authorised by shareholders to do so. Resolution 11 will, if passed, authorise the Directors to allot shares up to a maximum nominal amount of £65,082.444, which represents an amount which is equal to two-thirds of the issued ordinary share capital of the Company (excluding any treasury shares) as at 15 October 2026, the latest practicable date prior to the publication of the notice. As at that date, the Company held 2,376,335 ordinary shares in treasury. Therefore, the total issued ordinary share capital of the Company (excluding any treasury shares) as at 15 October 2026 was 97,623,665.

As provided in paragraph (a) of the resolution, up to half of this authority (equal to one-third of the issued share capital of the Company) will enable Directors to allot and issue new shares in whatever manner (subject to pre-emption rights) they see fit. Paragraph (b) of the resolution provides that the remainder of the authority (equal to a further one-third) may only be used in connection with a rights issue or open offer in favour of ordinary shareholders. As paragraph (a) imposes no restrictions on the way the authority may be exercised, it could be used in conjunction with paragraph (b) so as to enable the whole two-thirds authority to be used in connection with a rights issue or open offer. Where usage of this authority exceeds the one-third of the issued share capital, the Directors intend to follow best practice as regards its use (including as to the requirement for Directors to stand for re-election).

The authority will expire at the earlier of (i) the date falling 15 months after the date of passing of the resolution and (ii) the conclusion of the next annual general meeting of the Company.

Passing this resolution will ensure that the Directors continue to have the flexibility to act in the best interests of shareholders, when opportunities arise in the future, by issuing new shares and the Directors therefore consider these powers to be desirable. There are no current plans to issue new shares except in connection with employee share schemes.

Resolutions 12 to 14 are special resolutions. These resolutions will be passed if not less than 75% of the votes cast for or against are in favour.

Resolutions 12 and 13 – Disapplication of statutory pre-emption rights

The Companies Act 2006 prescribes certain pre-emption rights under which, if the Company issues new shares, or grants rights to subscribe for or to convert any security into shares, or sells any of the shares it holds in treasury, in any case for cash, it must first offer them to existing shareholders in proportion to their current holdings.

The Directors propose that the authority granted at the 2025 annual general meeting of the Company be renewed in line with the latest institutional investor guidelines, including the revised Statement of Principles on Disapplying Pre-Emption Rights issued by the Pre-Emption Group in November 2022 (the "**2022 Principles**").

Under resolution 12 and in line with the 2022 Principles, it is proposed that the Directors be authorised to issue shares for cash or sell treasury shares for cash without offering them first to existing shareholders in accordance with statutory pre-emption rights:

(i) up to an aggregate nominal amount of £9,762.367 (being up to 9,762,367 new ordinary shares of £0.001 each) on an unrestricted basis. This amount represents 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 15 October 2026, being the latest practicable date prior to the publication of the notice. This part of the authority is designed to provide the board of Directors with flexibility to raise further equity funding and to pursue acquisition opportunities as and when they may arise; or

(ii) in respect of a rights issue, open offer or other offer that generally provides existing shareholders with the opportunity to subscribe for new shares pro rata to their existing holdings. This part of the authority is designed to give the Directors flexibility to exclude certain shareholders from such an offer where the Directors consider it necessary or desirable to do so in order to avoid legal, regulatory or practical problems that would otherwise arise; and

(iii) up to an additional 2 per cent of the Company's issued ordinary share capital (excluding treasury shares) for the purposes of making a follow-on offer to retail investors and existing shareholders.

Under resolution 13, it is proposed that the Directors be authorised to disapply statutory pre-emption rights in respect of an additional 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 15 October 2026, being the latest practicable date prior to the publication of the notice. The Directors consider that proposing this resolution is appropriate for the Company's circumstances and, in accordance with the 2022 Principles, the Directors confirm that the authority will be used only in connection with an acquisition or

specified capital investment that is announced contemporaneously with the issue, or that has taken place in the preceding twelve-month period and is disclosed in the announcement of the issue. An additional follow-on offer, up to a nominal amount equal to 2% of the Company's issued ordinary share capital (excluding treasury shares), can be made to existing holders of securities who are not allocated shares under such allotment, as contemplated by paragraph 3 of Part 2B of the 2022 Principles.

The Directors confirm their intention to follow the shareholder protections contained in Part 2B of the 2022 Principles and the expected features of a follow-on offer as set out in paragraph 3 of Part 2B of the 2022 Principles.

If passed, the authorities in resolutions 12 and 13 will expire at the same time as the authority to allot shares given pursuant to resolution 11. The Directors consider these powers desirable due to the flexibility they give. The Directors have no present intention of issuing any equity securities for cash or selling any treasury shares for cash pursuant to the disapplication proposed under resolutions 12 and 13.

Resolution 14 – Authority to make on-market purchases of own shares

This resolution seeks authority for the Company to make market purchases of its own ordinary shares as permitted by the Companies Act 2006 and is proposed as a special resolution. If passed, the resolution gives authority for the Company to purchase up to 9,762,367 ordinary shares, representing 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 15 October 2026, being the last practicable date prior to publication of this notice. The authority specifies the minimum and maximum prices that may be paid for any ordinary shares and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the Company's next annual general meeting or, if earlier, on 18 February 2028.

In considering whether to use this authority, the Directors will take into account market conditions, appropriate gearing levels, the Company's share price, other investment opportunities and the overall financial position of the Company. The Directors will only exercise the authority to purchase ordinary shares where they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per ordinary share.

Any shares purchased in the market under this authority may be either cancelled or held as treasury shares, which may then be cancelled, sold for cash or used to satisfy obligations under its employee share schemes. No dividends are paid on shares while they are in treasury and no voting rights attach to treasury shares.