

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the contents of this document, before taking any action you should immediately consult an independent financial adviser authorised under the Financial Services and Markets Act 2000, if you are in the UK, or another appropriately authorised independent financial adviser who specialises in advising in connection with dealing in shares and other securities, if you are in a territory outside the UK.

If you have sold or transferred all of your ordinary shares of 0.8 pence each in the capital of Blackbird plc, please send this document immediately to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. However, this document should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of relevant laws. If you have sold or transferred part only of your shareholding, you are advised to consult your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.



# Blackbird plc

*(Incorporated and registered in England and Wales with registered number 3507286)*

## Notice of Annual General Meeting

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Notice of the Annual General Meeting of Blackbird plc (the "Company") to be held at the offices of Blake Morgan LLP, 6 New Street Square, London, EC4A 3DJ at 10.30 am on Tuesday, 18 June 2024 is set out at the end of this document.

Shareholders who are either not able or who would prefer not to attend the meeting in person will be able to follow the proceedings of the AGM via the online Investor Meet Company platform. However, please note that shareholders will not be able to vote online at the AGM via the platform and are therefore requested to submit their votes by proxy, as early as possible. Shareholders that wish to attend the AGM remotely should register for the event in advance by using the following link:

<https://www.investormeetcompany.com/blackbird-plc/register-investor>

You will not receive a form of proxy for the Annual General Meeting in the post. Instead, instructions to enable you to vote electronically and how to register to do so are set in the notes at the end of the Notice of Annual General Meeting. You may request a hard copy proxy form directly from the Company's registrars, Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL (email: [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk), telephone number: 0371 664 0300). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Link Group is open between 09:00 hrs - 17:30 hrs, Monday to Friday excluding public holidays in England and Wales.

### Timetable

- Latest time and date for submission of proxy (whether submitted electronically or in hard copy form): **10.30 am on 14 June 2024**
- Annual General Meeting: **10.30 am on 18 June 2024**

# Blackbird plc

(Incorporated and registered in England and Wales under the Companies Act 1985, with registered number 3507286)

## Directors:

Andrew Bentley (*Non-Executive Chairman*)  
Ian McDonough (*Chief Executive Officer*)  
Stephen White (*Chief Operating and Financial Officer*)  
Stephen Streater (*Research and Development Director*)  
Dawn Airey (*Non-Executive Director*)  
Anne de Kerckhove (*Non-Executive Director*)

## Registered office:

Labs House,  
15-19 Bloomsbury Way,  
London WC1A 2TH

To shareholders and, for information only, to holders of options granted pursuant to the Company's share option scheme.

20 May 2024

Dear Shareholder,

## 1 Annual General Meeting

The Company's Annual General Meeting (the "Annual General Meeting" or "AGM") this year will be held at the offices of Blake Morgan LLP, 6 New Street Square, London, EC4A 3DJ at 10.30 am on Tuesday, 18 June 2024. Notice of the AGM is set out at the end of this document.

At the AGM, the following resolutions will be considered, of which Resolutions 1 to 9 (inclusive) will be proposed as Ordinary Resolutions and Resolutions 10 and 11 will be proposed as Special Resolutions:

### Ordinary Resolutions

#### Resolution 1

Resolution 1 proposes that the Company's annual accounts for the year ended 31 December 2023 (the "2023 Financial Statements") together with the Directors' Report and Auditor's Report on those accounts be received, considered and adopted.

#### Resolution 2

In accordance with the recommendations of The QCA Corporate Governance Code 2023 (3rd edition), Resolution 2 proposes that the Directors' remuneration and benefits for the year ended 31 December 2023 are approved. Details of such remuneration and benefits are disclosed in Note 3 of the 2023 Financial Statements. Resolution 2 is being put to an advisory vote and, in accordance with the provisions of the Companies Act 2006, the Directors' entitlement to such remuneration and benefits is not conditional on the resolution being passed.

#### Resolution 3

Resolution 3 proposes that Moore Kingston Smith LLP be re-appointed as auditors of the Company from the conclusion of the Annual General Meeting until the conclusion of the next general meeting at which accounts are laid before the Company and authorises the Directors to determine their remuneration.

#### Resolutions 4 - 8

Resolutions 4 - 8 propose that each of the Company's Directors at the AGM stands for re-appointment / re-election in accordance with what the Board considers to be best corporate governance practice and the recommendations of The QCA Corporate Governance Code 2023 (3rd edition). The biographical details of each Director can be viewed at <https://www.blackbird.video/board/>.

Resolution 4 proposes the re-election of Andrew Bentley as a director.

Resolution 5 proposes the re-election of Ian McDonough as a director.

Resolution 6 proposes the re-election of Stephen White as a director.

Resolution 7 proposes the re-election of Stephen Streater as a director.

Resolution 8 proposes the re-appointment of Anne de Kerckhove as a director (who was appointed as a director by the board with effect from 6 March 2024).

#### *Resolution 9*

Resolution 9 renews the authority of the Directors to allot shares in the capital of the Company (and to grant rights to subscribe for or convert any securities into shares in the capital of the Company) up to a maximum nominal amount of £774,154.37 (representing one-quarter of the Company's issued share capital as at 20 May 2024, being the latest practicable business day prior to the publication of this document). This authority will expire 15 months after the passing of the resolution or, if earlier, at the conclusion of the next annual general meeting of the Company to be held after the passing of the resolution.

### **Special Resolutions**

#### *Resolution 10*

Resolution 10 renews the disapplication of pre-emption rights in relation to the grant of options pursuant to the Company's share option scheme and long term incentive plan and authorises the allotment of shares for cash, free of shareholders' statutory pre-emption rights, up to a nominal value of £309,661.75 (representing 10% of the Company's issued share capital as at 20 May 2024, being the latest practicable business day prior to the publication of this document).

This authority will expire 15 months after the passing of the resolution or, if earlier, at the conclusion of the next annual general meeting of the Company to be held after the passing of the resolution.

#### *Resolution 11*

Resolution 11 seeks approval for the Blackbird plc Long Term Incentive Plan 2019 (the "LTIP"), approved for adoption by the Directors at the Company's annual general meeting in 2019, to run for a further period of 3 calendar years from its expiry on 31 December 2024 and renews the authority of the directors to allot shares in the Company to satisfy vested awards under the LTIP up to an aggregate nominal value of £309,661.75 (representing 10% of the Company's issued share capital as at 20 May 2024, being the latest practicable business day prior to the publication of this Notice) and to allot such shares for cash as determined under the rules of the LTIP free of shareholders' statutory pre-emption rights.

The principal features of the LTIP were summarised in the Annex to the Circular dated 15 April 2019 to shareholders which convened the Company's 2019 AGM and a copy of the Rules of the LTIP can be found on the Company's website at [www.blackbird.video](http://www.blackbird.video).

The grant of awards to Directors and certain other employees under the LTIP may be deemed as related party transactions under Rule 13 of the AIM Rules for Companies. If such grants are deemed related party transactions, they will only be made if approved by independent directors of the Company who, having consulted with Allenby Capital Limited (the Company's nominated adviser), consider the terms of the awards to be fair and reasonable insofar as the Company's shareholders are concerned and are duly announced.

## **2 Meeting arrangements**

The Board is keen to welcome shareholders in person to the Company's 2024 Annual General Meeting. However, shareholders who are either not able or who would prefer not to attend the meeting in person will be able to follow the meeting using the online Investor Meet Company ("IMC") platform.

Shareholders who are not already registered to the IMC platform will need to register with IMC, for which there is no charge, and add "to meet" Blackbird plc to register attendance, using the following link: <https://investormeetcompany.com/blackbird-plc/register-investor>. Advance registration to attend the meeting in this manner is required. Shareholders who have already registered to the IMC platform will be able to add to meet the Company to register attendance at the AGM. Questions relating to the business to be conducted at the AGM can be submitted ahead of the meeting via the IMC platform up until 9.00 am the day before the AGM or submitted at any time during the AGM itself via the "Ask a Question" function. Shareholders in attendance at the AGM will also be able to ask questions.

Although the Company may not be in a position to answer every question it receives, it will endeavour to address the most prominent within the confines of information already disclosed to the market. Responses to the Q&A will be published at the earliest opportunity on the IMC platform. Shareholder feedback can also be submitted directly after the meeting to ensure that the Company is informed of the views of all shareholders.

The online IMC platform will not include a facility for attendees to vote live and shareholders are therefore requested to submit their votes by proxy, as early as possible.

### **3 Action to be taken**

Whether or not you intend to attend the AGM in person, shareholders are encouraged to submit their vote by proxy and appoint the Chairman of the meeting as their proxy with their voting instructions to ensure that their vote is counted at the meeting if they are unable to attend the meeting in person.

Shareholders can submit proxy votes electronically through the website of the Company's registrars, Link Group, at <https://investorcentre.linkgroup.co.uk/Login/Login>, via the Link Investor Centre app or request a hard copy proxy form directly from Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL (email: [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk), telephone number: 0371 664 0300). All proxy votes (whether submitted electronically or in hard copy form) must be received at least two business days before the time of the AGM.

To vote online you will need to log in to your Link Investor Centre account or register if you have not already done so and you will require your investor code. Once registered, you will be able to vote immediately. Further information regarding the appointment of proxies and online voting can be found in the notes to the Notice of AGM. Instructions for voting by proxy through CREST and Proxymity are set out in paragraphs 10 – 13 of the notes to the Notice of AGM.

In the case of non-registered shareholders who receive these materials through their broker or other intermediary, the shareholder should complete and send a letter of direction in accordance with the instructions provided by their broker or other intermediary.

All valid proxy votes (whether submitted electronically or in hard copy form) will be included in any poll vote taken at the meeting.

### **4 Recommendation**

**The Directors believe that the resolutions to be considered at the 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 the resolutions, as they intend to do in respect of their beneficial shareholdings which, when aggregated with certain family interests, represent just over 24 per cent. of the issued share capital of the Company as at 20 May 2024 (being the latest practicable business day prior to the publication of this document).**

Yours sincerely

**Andrew Bentley**  
*Chairman*

# Blackbird plc

(Incorporated and registered in England and Wales with registered number 3507286)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE is hereby given** that the Annual General Meeting of Blackbird plc (the "Company") will be held at the offices of Blake Morgan LLP, 6 New Street Square, London, EC4A 3DJ at 10.30 am on Tuesday, 18 June 2024 for the purpose of considering and, if thought fit, passing the following resolutions of which Resolutions 1 to 9 (inclusive) will be proposed as ordinary resolutions and Resolutions 10 and 11 will be proposed as special resolutions:

### Ordinary Resolutions

1. THAT the Company's annual accounts for the year ended 31 December 2023 together with the Directors' Report and Auditor's Report on those accounts be received, considered and adopted.
2. THAT the directors' remuneration and benefits as set out in the Company's annual accounts for the year ended 31 December 2023 be approved.
3. THAT Moore Kingston Smith LLP be re-appointed as auditors of the Company from the conclusion of this meeting until the earlier of the conclusion of the next general meeting at which accounts are laid before the Company, and that the Directors be authorised to determine their remuneration.
4. THAT Andrew Bentley be re-appointed as a director of the Company.
5. THAT Ian McDonough be re-appointed as a director of the Company.
6. THAT Stephen White be re-appointed as a director of the Company.
7. THAT Stephen Streater be re-appointed as a director of the Company.
8. THAT Anne de Kerckhove be re-appointed as a director of the Company.
9. THAT the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to allot shares (and to grant rights to subscribe for or to convert any security into shares) in the Company for all and any purposes approved by the Directors, up to an aggregate nominal value of £774,154.37 (representing one-quarter of the Company's issued share capital as at 20 May 2024, being the latest practicable business day prior to the publication of this Notice), and so that such authority shall, save to the extent that it is earlier renewed or extended by resolution passed at a general meeting, expire 15 months after the date of the passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution but the Company may, prior to the expiry of such authority, make an offer or agreement which would or might require shares (or rights to subscribe for or to convert any security into shares) in the Company to be allotted after the expiry thereof and the Directors may allot shares (or grant rights) in pursuance of such offer or agreement notwithstanding the expiry of the authority given by this resolution.

### Special Resolutions

10. THAT, subject to and conditional upon the passing of Resolution No. 9 above and in addition to any existing authorities in that regard, the Directors be and are hereby empowered pursuant to section 571 of the Companies Act 2006 (the "Act") to allot equity securities (as defined in section 560(1) of the Act) which are the subject of the authority given in accordance with Resolution No. 9 above for cash, as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:
  - (a) the grant of options to subscribe, and the allotment of, ordinary shares of 0.8 pence each in the capital of the Company pursuant to the Blackbird plc EMI Share Option Scheme adopted by the Company on 27 April 2012;
  - (b) the allotment of shares to satisfy vested awards under the Blackbird plc Long Term Incentive Plan 2019, as extended at the Company's annual general meeting in 2021 and proposed to be extended by Resolution No. 11 below, in accordance with the terms of such plan; and
  - (c) the allotment otherwise than pursuant to sub-paragraphs (a) and (b) above of equity securities up to an aggregate nominal value of £309,661.75 (representing 10% of the Company's issued share capital as at 20 May 2024, being the latest practicable business day prior to the publication of this Notice).

Such authority, unless previously renewed, extended, varied or revoked by the Company in general meeting, shall expire 15 months after the passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution, save that the Company may, prior to the expiry of such authority, make an offer or agreement which would or might require equity securities in the Company to be allotted after the expiry thereof and the Directors may allot equity securities in the Company in pursuance of such offer or agreement notwithstanding the expiry of the authority given by this resolution.

11. THAT:

- (a) approval be and is hereby given for the extension of the Blackbird plc Long Term Incentive Plan 2019 (the "LTIP") approved for adoption by the Directors at the Company's annual general meeting in 2019 to run for a further period of 3 calendar from its expiry on 31 December 2024; and
- (b) in addition to any existing authorities in that regard, the Directors be and are hereby authorised:
  - (i) to vote as directors on any matter connected with the LTIP notwithstanding that they may be interested in the same and the prohibition on interested directors voting contained in the articles of association of the Company be and is hereby suspended to that extent, except that no director shall vote on any resolution concerning the grant of awards to him under the LTIP or be counted in the quorum for the consideration of any such resolution; and
  - (ii) to exercise at any time in the future the power of the Company to allot shares in the Company to satisfy vested awards under the LTIP up to an aggregate nominal value of £309,661.75 (representing 10% of the Company's fully diluted issued share capital as at 20 May 2024, being the latest practicable business day prior to the publication of this Notice) and to allot such shares for cash as determined under the rules of the LTIP as if section 561 of the Act did not apply to any such allotment, such authority to expire unless previously renewed, extended, varied or revoked by the Company in general meeting, 4 years after the passing of this resolution, save that the Company may, prior to the expiry of such authority, make an offer or agreement which would or might require equity securities in the Company to be allotted after the expiry thereof and the Directors may allot equity securities in the Company in pursuance of such offer or agreement notwithstanding the expiry of the authority given by this resolution.

Dated: 20 May 2024

**By order of the Board,**

Martin Kay  
*Company Secretary*

**Registered office:**

Labs House,  
15-19 Bloomsbury Way,  
London WC1A 2TH

## Notes to the Notice of AGM

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

1. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 14 June 2024. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM
2. Shareholders are entitled to appoint any person as a proxy to exercise all or part of their rights to attend 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 or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company. Shareholders are encouraged to submit their vote by proxy and appoint the Chairman of the meeting as their proxy with their voting instructions to ensure that their vote is counted on the vote if they (and any other proxy they might otherwise appoint) are unable to attend the meeting in person.
3. 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).
4. 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. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
5. You can vote:
  - via the Link Investor Centre app or by logging on to <https://investorcentre.linkgroup.co.uk/Login/Login> and following the instructions (see below); or
  - you may request a hard copy form of proxy directly from the Company's registrars, Link Group, (email: [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk), telephone number: 0371 664 0300). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Link Group is open between 09:00 hrs - 17:30 hrs, Monday to Friday excluding public holidays in England and Wales; or
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below; or
  - if you are an institutional investor, you may also be able to appoint a proxy electronically via the Proximity platform (see below).
6. Link Investor Centre is a free app for smartphone and tablet provided by Link Group (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Link Investor Centre via a web browser at: <https://investorcentre.linkgroup.co.uk/Login/Login>.



7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Company's registrars 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.
8. The return of a completed form of proxy, electronic filing, proxy via Proximity or any CREST Proxy Instruction (as described in notes 10 – 12 below) will not prevent shareholders from attending the AGM and voting in person if they are able to do so.
9. Unless otherwise indicated on the Form of Proxy, CREST, Proximity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

10. 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 of the AGM) by using the procedures described in the CREST Manual (available from [www.euroclear.com](http://www.euroclear.com)). 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.
11. 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 (RA10) by 10.30 am on 14 June 2024. 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.
12. 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.
13. Proxymity Voting - if you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 10.30 am on 14 June 2024 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
14. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
15. As at 20 May 2024 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 387,077,188 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 20 May 2024 is 387,077,188 votes.
16. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this document including the Notice of AGM can be found on the Company's website at [www.blackbird.video](http://www.blackbird.video).