

VISUM TECHNOLOGIES PLC

Company Registration No. 13211334

Notice of General Meeting

The Visum Technologies plc General meeting will be held at the offices of Capital Plus Partners Ltd, 49 St James Street, London, SW1A 1JT on 9th June 2025 at 12:00pm.

LETTER FROM THE CHAIRMAN

VISUM TECHNOLOGIES PLC

(a public limited company incorporated in England and Wales with registered number 13211334)

Directors:

Andy Edge *(Chairman)*

Marc Dixon *(Chief Executive Officer)*

Paul Kennedy *(Independent Non-Executive Director)*

May 2025

To holders of Ordinary Shares and, for information only, to holders of options over Ordinary Shares

Dear Shareholder,

Proposed conversion of £473,199.63 debt and loan into shares at 0.65 pence per share for 72,799,943 shares, conversion of £103,833 loan into shares at 0.015 pence per share for 69,222,000 shares, Issue of 82,800,000 Ordinary Shares at 0.5 pence per share to acquire C&C Gordan Ltd and Notice of General Meeting

1. Proposed Acquisitions

Since the IPO, the Company has actively pursued potential mergers and acquisitions to grow its business of providing digital souvenirs in the Theme Park and Attractions industry. The Board is pleased to announce that the Company has signed a binding Share Purchase Agreement ("**SPA**") to acquire 100% of the share capital of C&C Gordan Ltd ("**C&C**"), a company based in the United Kingdom, for a total consideration of £414,000 subject to certain conditions including shareholders' approval required to issue the Consideration Shares, and completion of legal and financial due diligence and results being satisfactory (the "**Proposed Acquisition**"). The consideration for the Proposed Acquisition is to be satisfied in full through the issuance of new ordinary shares of £0.001 each in Visum ("**Ordinary Shares**"), to be issued at a price of £0.005 per share, resulting in the issuance of 82,800,000 Ordinary Shares ("**Consideration Shares**").

C&C is a tech-driven company that provides a fully enabled work ecosystem, being a unique shared workspace provider in the UK that provides and facilitates in-house app development exclusively for clients, providing a complete end-to-end development process on IOS and Android mobile platforms. Utilizing AI-informed design elements ensures C&C develops feasible spaces to the highest standards. The internal digital media division provides web design and unique AI filtering data capture implementation. In the new world landscape, where the demand for quality AI-integrated workspaces is increasing, the C&C model is well placed to roll out more spaces across the UK.

2. Debt Conversion

The Company is simultaneously negotiating the conversion of existing debts and loans of approximately £577,032.63 into equity, expected to amount to a total of approximately 142,021,943 shares (the "**Conversion Shares**"). Under the proposed terms, the conversion would be completed under the following terms: (i) £473,199.63 to be converted at 0.65 pence per share, representing a 333% premium to the closing share price of 0.15 pence per share on the report date; and (ii) £103,833 to be converted at 0.15 pence per share.

The loans/debts are made up of:

- £100,000 of deferred consideration due to Ridercam Systems Limited per the sale and purchase agreement entered into on May 26, 2021.
- Various convertible loan notes totalling £83,199 including £10,410.20 of interest
- Unpaid Directors' fees of £59,000.
- Various creditors of the business, totalling £231,000.
- £100,000 Convertible Loan Note as announced on 17 January 2025, plus accrued interest £3,833.33 to be converted at 0.15 pence per share.

3. Notice of General Meeting

The Directors do not currently have sufficient authority to allot the Conversion Shares or the Consideration Shares; accordingly, the Board is seeking the approval of Shareholders to allot the Conversion Shares and the Consideration Shares at the General Meeting ("GM"). In addition to this specific authority, the Board is also seeking the approval of the Shareholders to give the Directors the additional general authority to freely allot up to 10% of the Enlarged Share Capital.

The Company's General Meeting is proposed to be held on or around 9 June 2025, at which the Resolutions will be proposed for the purpose. A formal notice of the General Meeting, setting out the Resolutions, will be included in the Notice of General Meeting.

At the General Meeting, the following Resolutions will be proposed:

- Resolution 1, which is an ordinary resolution, to authorise the Directors generally to allot relevant securities up to an aggregate nominal amount of £2,248,219.43 (equivalent to 224,821,943 Ordinary Shares). This includes all the Conversion shares and Consideration Shares for the Proposed Acquisition.
- Resolution 2, which is conditional on the passing of Resolution 1, and is an ordinary resolution to appoint Barry Cushley as Non-Executive Director and Chairman.
- Resolution 3, which is conditional on the passing of Resolution 1, and is a special resolution, to authorise the Directors generally to allot equity securities up to an aggregate nominal value of £276,971.80 (equivalent to 27,697,180 Ordinary Shares) on a non-pre-emptive basis.

If passed, these authorities would be in substitution for and replace any remaining existing authorities that were approved at the Company's last annual general meeting held on 6 February 2025.

4. Board changes

Subject to the passing of Resolution 1 at the GM, on completion of the Proposed Acquisitions, Andy Edge will resign as director. Barry Cushley will offer himself for election as Non-Executive Director and Chairman.

The Board has carefully considered whether Barry Cushley a proposed Non-Executive Directors is free from any relationship or circumstances that could materially interfere with his ability to be independent judgment. It has concluded that he is independent. The Board has also reviewed and concluded that Barry Cushley possesses the necessary mix of skills and experience to contribute effectively to the Company's long-term sustainable success. Further, the Board is satisfied that Barry Cushley is able to commit sufficient and appropriate time to the board responsibilities.

Full biography of the Director is set out below:

Barry Cushley, Proposed Non-Executive Director and Chairman

Barry Cushley, a former professional footballer, has carried his leadership, teamwork, and winning mentality to his corporate journey. Over the course of his career, these qualities have driven his success as a seasoned serial entrepreneur with more than 25 years of experience in building and operating businesses across a wide range of industries.

With a strong foundation in real estate, Barry initially focused on residential markets before specializing in the commercial space. His business acumen extends beyond property, with investments spanning IT, telecommunications, technology, private healthcare, and the licensed trade. This diverse portfolio highlights Barry's entrepreneurial vision and ability to identify lucrative market opportunities.

A current pioneer in the shared workspace sector, Barry has established and scaled multiple successful ventures, focusing on delivering flexible, innovative workspaces that meet the evolving needs of businesses. Through a combination of strategic foresight and operational excellence, he has earned a reputation as a respected leader in the Scottish commercial property market, consistently driving growth and creating value.

Known for his hands-on, pragmatic approach, Barry excels at identifying emerging trends and transforming them into thriving enterprises. Whether leading teams, securing investment, or overseeing operations, his wealth of experience across various sectors has made him a dynamic force in the entrepreneurial landscape.

5. Actions to be taken

You will find enclosed a Form of Proxy for use at the General Meeting. Whether or not you intend to be present at the General Meeting, you are requested to complete the Form of Proxy in accordance with the instructions printed on it and to return it as soon as possible and in any case so as to be received by the Company's registrars, Computershare Limited at The Pavilions, Bridgewater Road, Bristol, BS99 6ZY no later than 12.00 p.m. on 5 June 2025. If you hold shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to the Registrars (Crest Participant ID: 3RA50) so that it is received by no later than 12.00 p.m. on 5 June 2025. The return of the Form of Proxy or transmission of a CREST Proxy Instruction will not prevent you from attending the meeting and voting in person if you wish.

6. Recommendation

Shareholders should be aware that if any of the Resolutions are not passed, the Proposed Acquisition will not proceed. The Directors believe the Proposed Acquisition and the passing of the Resolutions to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions.

Yours sincerely,

Andrew Edge
Executive Chairman

Notice of General Meeting

NOTICE IS HEREBY GIVEN that a general meeting of Visum Technologies plc (the "Company") will be held at offices of Capital Plus Partners Ltd, 49 St James Street, London, SW1A 1JT at 12:00 p.m. on 9 June 2025 for the purpose of considering and, if thought fit, passing resolution 1 to 2 as ordinary resolutions and resolution 3 as a special resolution.

Shareholders are permitted to attend the GM in person.

Should a shareholder have a question that they would like to raise at the GM, the Board request that they ask the question in advance of the GM via email to info@visumtechnologies.net by 5th June, 2025. Alternatively, a shareholder may attend the GM and ask the question at the meeting at the appropriate time.

GM voting

Each of the resolutions to be considered at the GM will be voted on by way of a show of hands unless a poll is validly demanded. A member present in person or by proxy shall have one vote on a show of hands.

Details of how to vote, either electronically, by proxy form, or through CREST, can be found in the Administrative Notes to the Notice of GM on pages 6 to 10.

Resolutions

Resolutions 1 and 2 will be proposed as ordinary resolutions. An ordinary resolution requires a simple majority of votes cast, whether in person or by proxy, to be cast in favour of the resolution for it to be passed. Resolution 3 will be proposed as a special resolution. A special resolution requires a majority of not less than 75% of the votes cast, whether in person or by proxy, to be cast in favour of the resolution for it to be passed.

Voting results

The results of the voting will be announced to the Aquis Exchange and will be published on our website <https://visumtechnologies.net/> as soon as reasonably practicable after the conclusion of the GM.

Resolutions

ORDINARY RESOLUTION

1. THAT for the purposes of section 551 of the Companies Act 2006 (the "CA 2006") (and so that expressions used in this resolution shall bear the same meanings as in the said section 551 of the CA 2006):
 - a) the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities up to a maximum nominal amount of £2,248,219.43 (equivalent to 224,821,943 ordinary shares) to such persons and at such times and on such terms as they think proper during the period expiring at the end of the next annual general meeting of the Company to be held after the date on which this resolution is passed (unless previously revoked or varied by the Company in general meeting); and

- b) the Company be and is hereby authorised to make prior to the expiry of such period referred to in (a) above any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution;

and so that all previous authorities of the Directors pursuant to the said section 551 of the CA 2006 be and are hereby revoked but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

2. Subject to the passing of resolution 1, to appoint Barry Cushley as a director of the Company.

SPECIAL RESOLUTION

3. THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- a) be limited to the allotment of equity securities up to an aggregate nominal amount of £276,971.80 (equivalent to 27,697,180 ordinary shares); and
- b) expire on the date of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired,

and so that all previous authorities of the Directors pursuant to the said section 570 of the CA 2006 be and are hereby revoked but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

By order of the Board

Company Secretary

Administrative notes to the Notice of General Meeting

Website address

1. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, is available from <https://visumtechnologies.net/>

Entitlement to attend and vote

2. Only those holders of Ordinary Shares registered on the Company's register of members at 5th June, 2025, if this meeting is adjourned, at close of business on the day two days prior to the adjourned meeting, shall be entitled to vote at the meeting.

Appointment of Proxies

3. Members entitled to vote at the meeting (in accordance with Note 2 above) are entitled to appoint a proxy to vote in their place. If you wish to appoint a proxy, please use the Form of

Proxy or follow the instructions in note 7 below if you wish to appoint a proxy through the CREST electronic proxy appointment service. In the case of joint members, only one needs to sign the Form of Proxy. The vote of the senior joint member will be accepted to the exclusion of the votes of the other joint members. For this purpose, seniority will be determined by the order in which the names of the members appear in the register of members in respect of the joint shareholding. The completion and return of the Form of Proxy will not stop you from attending and voting in person at the meeting should you wish to do so. A proxy need not be a member of the Company.

You may appoint more than one proxy, provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. If you choose to appoint multiple proxies, use a separate copy of this form (which you may photocopy) for each proxy, and indicate after the proxy's name the number of shares in relation to which they are authorised to act (which, in aggregate, should not exceed the number of Ordinary Shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned in the same envelope. Additional forms may be obtained by contacting the Company's registrars, Computershare Investor Services PLC helpline on 0370 703 6032. Shareholders can access their information at www.investorcentre.co.uk.

4. You can appoint the Chairman of the Meeting, or any other person. If you wish to appoint someone other than the Chairman, cross out the words "the Chairman of the Meeting" on the Form of Proxy and insert the full name of your appointee.
5. You can instruct your proxy how to vote on each resolution by marking the resolutions For and Against using the voting methods stated in notes 6 and 7 below. If you wish to abstain from voting on any resolution, please mark these resolutions withheld. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution. If you do not indicate how your proxy should vote, he/she can exercise his/her discretion as to whether, and if how so how, he/she votes on each resolution, as he/she will do in respect of any other business (including amendments to resolutions) which may properly be conducted at the meeting.

A company incorporated in England and Wales or Northern Ireland should execute the Form of Proxy under its common seal or otherwise in accordance with Section 44 of the Companies Act 2006 or by signature on its behalf by a duly authorised officer or attorney whose power of attorney or other authority should be enclosed with the Form of Proxy.

Appointment of proxy using

6. You can vote either:
 - by logging on to www.investorcentre.co.uk/eproxy and following the instructions. Shareholders will need their shareholder reference number, PIN and control number to submit a proxy vote this way (which will be provided via email or on their paper form of proxy);
 - You may request a hard copy form of proxy directly from the registrars, Computershare Investor Services PLC on Tel: 0370 703 6032; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

To be valid, a form of proxy should be lodged with the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol, BS99 6ZY so as to be received no later than 48 hours before the time appointed for the meeting or any adjourned meeting or, in the case of a poll taken subsequent to the date of the meeting or adjourned meeting, so as to be received no later than 24 hours before the time appointed for taking the poll.

Appointment of a proxy through CREST

7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting to be held on the above date and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.

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 & Ireland 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: 3RA50) by the latest time(s) for receipt of proxy appointments specified in the notice of 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 a proxy's appointee through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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 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 service 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. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy, which are to be transmitted through CREST, must be lodged by Monday 6th January at 2:00pm, in respect of the meeting. Any such messages received before such time will be deemed to have been received at such time. In the case of an adjournment, all messages must be lodged with Computershare Investor Services PLC no later than 48 hours before the rescheduled meeting.

Termination of proxy appointments

8. In order to revoke a proxy instruction, you will need to inform the Company. Please send a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. In the case of a member which is a company, the revocation notice must be executed under its common seal or otherwise in accordance with section 44 of the Companies Act 2006 or by signature on its behalf by an officer or attorney whose power of attorney or other authority should be included with the revocation notice.

If you attempt to revoke your proxy appointment, but the revocation is received after the time specified in note 2 above, then, subject to the paragraph directly below, your proxy will remain valid.

If you submit more than one valid proxy appointment in respect of the same Ordinary Shares, the appointment received last before the latest time for receipt of proxies will take precedence.

Nominated Persons

9. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights:
 - You may have a right under an agreement between you and the member of the Company who has nominated you to have information rights (Relevant Member) to be appointed or to have someone else appointed as a proxy for the meeting.
 - If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights.
 - Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker), and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in the notes to the form of proxy.

Questions at the Meeting

10. Under section 319A of the Companies Act 2006, the Company must answer any question you ask relating to the business being dealt with at the meeting unless:
 - answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - the answer has already been given on a website in the form of an answer to a question; or
 - it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Issued Shares and total voting rights

11. As of the date of this Notice, the total number of shares in issue is 52,149,858 Ordinary Shares of 1p each. The total number of Ordinary Shares with voting rights is 52,149,858. On a vote by a show of hands, every holder of Ordinary Shares who (being an individual) is present by a person, by proxy, or (being a corporation) is present by a duly authorised representative, not being himself a member, shall have one vote. On a poll, every holder of Ordinary Shares who is present in person or by proxy shall have one vote for every Ordinary Share held by him.

Communication

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

- calling Computershare Investor Services PLC shareholder helpline: 0370 703 6032
- in writing to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ.

You may not use any electronic address provided either in this notice of meeting or in any related documents (including the Form of Proxy for this meeting) to communicate with the Company for any purposes other than those expressly stated.