

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to the action you should take, you are advised to consult your own stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Ecclesiastical Insurance Office plc, please pass this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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# **ECCLESIASTICAL INSURANCE OFFICE PLC**

## **NOTICE OF GENERAL MEETING**

to be held

On 24 June 2026 at 15:00

at Benefact House, 2000 Pioneer Avenue, Gloucester Business Park, Brockworth, Gloucester GL3 4AW

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Notice of a general meeting of Ecclesiastical Insurance Office plc is set out on pages 4 to 7 of this document.

You may appoint another person as proxy to exercise your rights to attend, speak and vote at the meeting. Full details on how to appoint a proxy are set out in this document and in the enclosed proxy form. The Company's Registrar, Computershare Investor Services PLC must be notified of all proxy appointments not later than 15:00 on 22 June 2026.

# ECCLESIASTICAL INSURANCE OFFICE PLC

*(a public limited company incorporated and registered in England and Wales with registered number 00024869, whose registered office is at Benefact House, 2000 Pioneer Avenue, Gloucester Business Park, Brockworth, Gloucester, GL3 4AW)*

22 May 2026

To the holders of the ordinary shares of £0.04 each in the capital of the Company (**Ordinary Shares**) and the non-cumulative irredeemable preference shares of £1.00 each in the capital of the Company (**Preference Shares**)

## **Notice of General Meeting of Ecclesiastical Insurance Office plc (Company Number: 00024869) (the Company)**

I am writing to you in your capacity as a holder of Ordinary Shares and/or Preference Shares with details of a general meeting of the Company (**General Meeting**), which will be held on 24 June 2026 at 15:00 at Benefact House, 2000 Pioneer Avenue, Gloucester Business Park, Brockworth, Gloucester GL3 4AW. The formal Notice of General Meeting is set out on pages 4 to 7 of this document.

### **Resolutions**

The directors of the Company (the **Directors**) have been carrying out a review of the Company's articles of association (the **Articles**) to ensure that the provisions are suitable for, and relevant to, the Company.

As a result of this review, the Directors have identified that Article 5(B)(vii) of the Articles arises from a provision contained in the Trustee Investments Act 1961, which has now been superseded. The Directors believe that it is in the best interests of the Company that the Company amends the Articles so that Article 5(B)(vii) is removed and the Articles renumbered accordingly, as the original purpose for Article 5(B)(vii) no longer exists.

By making this change, the Articles will more accurately reflect the Company's current governance requirements and remove a provision that no longer has practical application. The Directors also note that the amendment may assist the Company and the Benefact Group in accessing certain tax group reliefs.

The business of the meeting will therefore be to consider and, if thought fit, approve the deletion of Article 5(B)(vii) from the Articles and any consequential renumbering of the Articles. Details of the resolution to be proposed at the General Meeting are included in the Notice of General Meeting on pages 4 to 7 of this document. The General Meeting is a meeting of the Ordinary Shares and the Preference Shares, and voting on the resolution will be put to a poll, with each Ordinary Share and each Preference Share carrying the right to one vote.

### **Action to be taken**

Whether or not you intend to be present at the General Meeting, you are encouraged to appoint a proxy to cast your votes as soon as possible and to appoint the Chair of the General Meeting to act as your proxy for this purpose. All shareholders are sent either a proxy form or an email containing a Control Number, Shareholder Reference Number and PIN.

You can either complete, sign and return the proxy form, or submit an electronic proxy appointment instruction at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). CREST members may appoint proxies by using the CREST electronic proxy appointment service. In order for your vote to be counted, your instructions must be received by the Company's registrar at the relevant address set out in the notes to the Notice of Meeting, by no later than 15:00 on Monday, 22 June 2026.

Completion and return of the proxy form or submission of an electronic instruction will not preclude you from attending and voting in person at the General Meeting should you subsequently decide to do so.

Full details on how to appoint a proxy are set out on pages 5 to 6 of this document and on the enclosed proxy form.

### **Recommendation**

The directors consider that the resolution to be proposed at the General Meeting is in the best interests of the Company and its members as a whole. The directors unanimously recommend that you vote in favour of the proposed resolution.

### **Results**

The results of the General Meeting will be announced through a Regulatory Information Service and on the Company's website at [www.ecclesiastical.com](http://www.ecclesiastical.com) as soon as possible after the meeting has been held.

Yours sincerely,

François-Xavier Boisseau

**Chair**

**Ecclesiastical Insurance Office plc**

Company number: 00024869

## **ECCLESIASTICAL INSURANCE OFFICE PLC (the Company)**

*(a public limited company incorporated and registered in England and Wales with registered number 00024869, whose registered office is at Benefact House, 2000 Pioneer Avenue, Gloucester Business Park, Brockworth, Gloucester, GL3 4AW)*

### **NOTICE OF GENERAL MEETING**

Notice is hereby given that a general meeting of the holders of the ordinary shares of £0.04 each in the capital of the Company and the non-cumulative irredeemable preference shares of £1.00 each in the capital of the Company will be held at Benefact House, 2000 Pioneer Avenue, Gloucester Business Park, Brockworth, Gloucester GL3 4AW on 24 June 2026 at 15:00 for the purposes of considering and voting on the resolution set out below, which will be proposed as a special resolution.

#### **SPECIAL RESOLUTION**

**THAT**, with effect from the conclusion of the meeting, the Company's articles of association (**Articles**) shall be amended so that Article 5(B)(vii) is removed and the Articles renumbered accordingly.

**BY ORDER OF THE BOARD**

Rachael Hall  
Secretary

22 May 2026

#### **NOTES:**

##### *Special resolution*

- (1) The resolution is proposed as a special resolution, which means that, for the resolution to be passed, at least 75% of the votes cast must be in favour of the resolution.

##### *Entitlement to attend and vote*

- (2) To be entitled to attend and vote at the meeting, and in order for the Company to determine how many votes they may cast at the meeting, members must be entered in the register of members of the Company on 22 June 2026 at 15:00 (or, if the meeting is adjourned, at 15:00 on the date which is two days before the time of the adjourned meeting). Changes to the entries on the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

##### *Right to ask questions*

- (3) Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question which is put by a member relating to the business being dealt with at the meeting, except: (i) if to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

#### *Website giving information about the meeting*

- (4) A copy of this notice, and other information required by s 311A Companies Act 2006 (**CA 2006**), can be found at [www.ecclesiastical.com](http://www.ecclesiastical.com).

#### *Voting rights*

- (5) As at 18 May 2026 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital comprised 350,677,975 ordinary shares of £0.04 each (**Ordinary Shares**) and 106,450,000 non-cumulative irredeemable preference shares of £1.00 each (**Preference Shares**), totalling 457,127,975 shares with an aggregate nominal value of £120,477,119.
- (6) Voting on the proposed resolution at the meeting will be conducted on a poll rather than on a show of hands, in accordance with the Company's articles of association. Accordingly, each Ordinary Share and each Preference Share will carry the right to one vote at the meeting.

#### *Voting by proxy*

- (7) A member may appoint another person as proxy to exercise all or any of his/her rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company. The appointment of a proxy will not preclude a member from attending and voting in person at the meeting.
- (8) You may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares.
- (9) You may use the enclosed proxy form to appoint a proxy and give proxy instructions. If you wish, you may register the appointment of your proxy electronically, by following the instructions in Note (12). Alternatively, CREST members may appoint a proxy or proxies through the CREST electronic proxy appointment service in accordance with paragraphs (13) to (16) of these Notes.
- (10) If you wish to appoint more than one proxy using the enclosed proxy form, you must complete and return a separate proxy form for each proxy. Photocopies of the enclosed proxy form may be used for that purpose. On each separate proxy form you must: (i) insert the proxy's full name and the number of shares in relation to which he/she is authorised to act as your proxy, ensuring that the aggregate number of shares entered on all such proxy forms does not exceed your full voting entitlement; and (ii) tick the box in each proxy form indicating that you are appointing more than one proxy. All proxy forms must be returned together and in accordance with the instructions in the proxy form.
- (11) To be effective, any form of proxy or other instrument appointing a proxy (together with any power of attorney or other authority under which an appointment is made or a copy which has been certified by a solicitor or a notary) must be received by post or (during normal business hours only) by hand at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 15:00 on 22 June 2026.

#### *Electronic proxy appointment system*

- (12) Shareholders are encouraged to vote electronically, by 15:00 on 22 June 2026, by visiting [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). You will be asked to enter the Control Number, Shareholder Reference Number (SRN), and PIN shown on your Form of Proxy, or email broadcast if communications have been elected, and agree to certain terms and conditions.

#### *Electronic proxy appointment via CREST*

- (13) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so 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 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.

- (14) 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 instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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, Computershare Investor Services PLC (ID 3RA50), by 15:00 on 22 June 2026. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application 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.
- (15) 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, 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.
- (16) 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.

#### *Corporate representatives*

- (17) A member which is a corporation may appoint one or more persons to represent it at the meeting and such persons may exercise, on that member's behalf, all of its powers as a member, provided that, in the case of the appointment of two or more persons, they do not exercise voting rights over the same shares.

#### *Electronic communications*

- (18) Proxy forms and any power of attorney or other authority under which an appointment is made or a copy which has been certified by a solicitor or a notary and any notice of termination of the authority of a proxy may be sent by electronic means to the electronic address specified in Note (12) and will not be validly received by the Company if they are sent to any other electronic address. Only proxy forms and other documents and information of the specified type will be validly received at that address.
- (19) No electronic address set out in this notice, the enclosed proxy form or any other document relating to the meeting may be used for the purpose of sending information or documents to the Company, including documents or information relating to proceedings at the meeting, except as provided in Note (18).
- (20) Please note that any electronic communication received by the Company that is found to contain any virus or other malware will not be accepted.

#### *Inspection of documents*

- (21) The draft articles of association of the Company will be available for inspection at the Company's registered office at Benefact House, 2000 Pioneer Avenue, Gloucester Business Park, Brockworth, Gloucester, GL3 4AW during normal business hours on any weekday (Saturdays, Sundays and bank or public holidays in England excepted) from the date of this notice until the close of the meeting.

- (22) The document will also be available for inspection on the date of the meeting at the place at which it is held from at least 15 minutes prior to the meeting until the close of the meeting.

*Publication of results*

- (23) As soon as practicable after the meeting, the results of the voting at the meeting and the number of proxy votes cast for and against, and the number of votes withheld, in respect of each resolution will be announced via a Regulatory Information Service and also placed on [www.ecclesiastical.com](http://www.ecclesiastical.com).