

**Company Number: 13799931**

24 November 2025

Dear shareholder,

## **Annual General Meeting**

You are receiving this letter because you have been issued shares in Parking Investor Holding Company Limited (**Company**). I am pleased to enclose the notice of the 2025 annual general meeting (**AGM** or the **Meeting**) of the Company, which will be held electronically at 11:00am (GMT) on Wednesday, 17 December 2025. Participation in the Meeting will be via an electronic facility which gives you the opportunity to participate using your smartphone, tablet or computer. You will be able to view a live webcast of the Meeting and ask the Board questions. You will also be able to vote during the Meeting electronically.

To access the meeting, please visit <https://meetnow.global/PIHCAGM2025>. To facilitate entry to the electronic meeting, shareholders are requested to use their Shareholder Reference Number (**SRN**) and PIN to log in to the meeting on their electronic device (whether by smart phone, tablet or PC). The SRN and PIN can be found on the proxy form or, for shareholders who have opted for electronic communications, in the email from Computershare. Persons who are not shareholders of the Company (or their appointed proxy or corporate representative) will not be able to attend the AGM unless prior arrangements have been made with the Company.

Where a member is appointing a third party as their proxy to attend the meeting on their behalf, or where a corporate member is appointing someone as their representative, the appointee's contact email address and, in the case of an individual representing a corporate member, a copy of the Letter of Representation, must be provided to Computershare by emailing [corporate-representatives@computershare.co.uk](mailto:corporate-representatives@computershare.co.uk) to enable the provision of access credentials. To be valid, proxy appointments and Letters of Representation must be lodged with Computershare Investor Services PLC electronically no later than 11:00am on Monday, 15 December 2025. Access credentials will then be emailed to the appointee one working day prior to the meeting.

For more details on your right to appoint a proxy and how to do so, please refer to the Notes to the enclosed AGM Notice. If you have any questions about the proxy form or the procedures to follow, please telephone the Computershare Investor Services PLC helpline on 0370 702 0000 or +44 (0)370 702 0000 if calling internationally, write to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or email [WebCorres@computershare.co.uk](mailto:WebCorres@computershare.co.uk). Lines are open 8.30am to 5.30pm GMT Monday to Friday (excluding bank holidays).

It is proposed that all votes on the Resolutions at the AGM will be taken by way of a poll. On a vote by a poll, every ordinary shareholder has one vote for every ordinary share held.

Any shareholder attending the meeting has the right to ask questions. We will be offering shareholders the opportunity to submit questions in advance of the meeting by emailing [info@pihcl.co.uk](mailto:info@pihcl.co.uk). Questions may also be posed during the meeting. Once a shareholder has accessed the online meeting platform, they will need to select the Q&A icon to type their message into the box at the bottom of the screen. The question will be submitted once the shareholder presses the "send" button. If multiple questions on the same topic are received in advance, we may choose to provide a single answer to address shareholder queries on the same topic.

## **Resolutions to be proposed at the Meeting**

The notice of AGM, which follows this letter, sets out the resolutions that shareholders are being asked to consider and vote on at the AGM (**Resolutions**). These are:

1      **Resolution 1 – To re-appoint Streets (Burnley) Limited as auditor of the Company**

Streets (Burnley) Limited (**Auditor**) (previously called MacMahon Leggate Limited) was appointed as auditor of the Company by the directors in respect of the financial year ending 29 December 2024. In accordance with the requirements of the Companies Act 2006, the Auditor must be re-appointed by shareholders in respect of the next financial year. The directors recommend the re-appointment of the Auditor and this will be proposed to the AGM as Resolution 1.

2      **Resolution 2 – To appoint Kristoffer Huldt as a director of the Company**

Under the Company's articles of association (**Articles**), any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by ordinary resolution of the shareholders or by a decision of the directors. Any director appointed by ordinary resolution of the shareholders must first be proposed by the directors.

The directors propose that Kristoffer Huldt be appointed as a director of the Company and this will be proposed to the AGM as Resolution 2.

Two individuals put themselves forward for the Board to consider, both of which are investors themselves. The board has selected Kristoffer Huldt, who represents the Company's largest shareholder and will bring overseas representation to the board. The directors believe Kristoffer's international perspective and business experience will help the board to better serve the Company's shareholders.

3      **Resolution 3 – To adopt new articles of association of the Company**

Under resolution 3, the Company is proposing to adopt new articles of association in substitution for the existing articles of association. In brief, the new articles of association (**New Articles**) will enable the board of directors to: (i) rectify any discrepancies in the register of shareholders to ensure that the existing shareholders and the number of shares issued to them reflect the terms specifically set out under the CVA arrangements (**CVA Arrangements**); (ii) create a new class of B ordinary shares (**B Shares**) to accommodate any unknown investors (**Unknown Investors**) who have yet to receive their shares (either because they have yet to come forward or have not delivered the required property documents to the Company) before the expiration of 2.5 years as set out in the CVA Arrangements (**Long Stop Date**); and (iii) permit the declaration of dividends to existing Ordinary Shareholders and provide for the right to a priority dividend for any B Shares issued to Unknown Investors once they come forward, which will entitle the B Shares to a catch up dividend determined by the Board in accordance with the provisions of the relevant article. Upon expiration of the Long Stop Date, the right for Unknown Shareholders to acquire B Shares (and therefore the priority dividend catch up right) falls away. The New Articles would also permit any shares issued to unqualified persons, or shares held by an existing shareholder to which they are not otherwise entitled, to be automatically disenfranchised (referred as Deferred Shares in the New Articles) or transferred back to the Company or to another person nominated by the Board (such as a qualified investor in accordance with the CVA Arrangements). Where appropriate, the proposed changes in the New Articles mirror the CVA Arrangements.

For clarification, no changes are being proposed to the existing articles of association in relation to the appointment of directors, the AGM or other communications with the Company and shareholders.

A copy of the Company's existing articles of association and the proposed new articles of association will be available for inspection on the Company's website: [www.pihcl.co.uk](http://www.pihcl.co.uk). The proposed new articles of association will also be available for inspection on the electronic meeting platform up until the close of the meeting.

### **Statutory Financial Statements**

The Board had intended to include a resolution to be passed by the shareholders to formally receive the audited financial statements of the Company for the period ended 31 December 2024. Unfortunately, the audit of the statutory financial statements is still ongoing due to the unforeseen delays caused by a merger between the Company's accountants Macmahon Leggate Limited and a national firm, Streets. As mentioned above, Macmahon Leggate Limited has been renamed Streets (Burnley) Limited following the merger. The Board has received the draft financial statements for the period ended 31 December 2024 that show profit before tax of £1,116,827 compared with £704,433 in the previous year. The Board will circulate to the shareholders copies of the audited financial statements and/or by making them available via the Company's website as soon as the audit is completed and the statements have been signed and approved by the Board, together with the audit report, and before the filing deadline of 29 December 2025.

### **Recommendation**

The directors of the Company consider that all the proposals to be considered at the Meeting are in the best interests of the Company and its shareholders as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

Yours faithfully,

Emma Richley

Chair

Date: 24 November 2025

**Company Number: 13799931**

**Parking Investor Holding Company Limited**

**Notice of Annual General Meeting**

Notice is hereby given that the Annual General Meeting (**Meeting**) of Parking Investor Holding Company Limited (**Company**) will be held electronically in accordance with the information provided in the letter from the Chair on page 1 on Wednesday, 17 December 2025 at 11:00am (GMT).

You will be asked to consider and vote on the resolutions below, all of which will be proposed as ordinary resolutions, except for resolution 3 which will be proposed as a special resolution:

- 1 To re-appoint Streets (Burnley) Limited as the Company's auditor to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company.
- 2 To appoint Kristoffer Huldt as a director of the Company.
- 3 To adopt, with effect from the conclusion of the meeting, the draft articles of association produced to the meeting as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

By order of the Board

Emma Richley

Director

Registered office address: c/o Macmahon Leggate, First Floor, Kingsway House, Kingsway, Burnley, Lancashire, BB11 1BJ, United Kingdom

Company number: 13799931

Date: 24 November 2025

## Notes to the Notice of Annual General Meeting

### 1 Attending the Meeting

You are invited to join and participate in the meeting electronically by accessing Computershare's AGM platform. Full details of how to participate are set out in the Chair's Letter on page 1 of this document.

### 2 Appointment of proxies

- 2.1 A shareholder is entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting and, unless you are a shareholder who has opted to receive electronic communications, you should have received a proxy form with this notice of meeting. 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 that shareholder. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- 2.2 If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them. If you do not give your proxy an indication of how to vote on any resolution, 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 Meeting.
- 2.3 The notes to the proxy form explain how to direct your proxy to vote on each resolution. To be effective, the instrument appointing a proxy and any authority under which it is executed (or a notarially certified copy of such authority) must be completed, signed and sent: (i) by post or (during normal business hours only) by hand to the offices of Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY; or (ii) cast via the online Investor Centre, as explained in the proxy form (or, in the case of shareholders who have opted for electronic communications, in the email from Computershare), in each case so as to arrive or be received **not later than 11:00am (GMT) on Monday, 15 December 2025**. 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.
- 2.4 Note that only one proxy can be appointed using the online Investor Centre. Should you wish to appoint any additional proxies, you will need to complete a proxy form and return this as set out in 2.3 above.
- 2.5 Please contact Computershare Investor Services PLC by email to [corporate-representatives@computershare.co.uk](mailto:corporate-representatives@computershare.co.uk) or alternatively call 0370 702 0000 or +44 (0)370 702 0000 if calling internationally providing details of your proxy appointment including their email address so that unique credentials can be issued to allow the proxy to access the electronic meeting. Access credentials will be emailed to the appointee one working day prior to the meeting. Lines are open 8.30am to 5.30pm Monday to Friday (excluding bank holidays).
- 2.6 In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).

### **3 Corporate representatives**

A corporation which 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. Please contact Computershare Investor Services PLC by emailing [corporate-representatives@computershare.co.uk](mailto:corporate-representatives@computershare.co.uk) providing details of your appointment including their email address, confirmation of the meeting they wish to attend and a copy of the Letter of Representation, so that unique credentials can be issued to allow the corporate representative to access the electronic meeting. Access credentials will be emailed to the appointee one working day prior to the meeting. If documentation supporting the appointment of the corporate representative is supplied later than the deadline for appointment of a proxy set out in note 2.3, issuance of unique credentials to access the meeting will be issued on a best endeavours basis.

### **4 Changing proxy instructions**

- 4.1 Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Please contact Computershare using the contact details set out in note 7.2 below if you would like to change the instructions.
- 4.2 If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

### **5 Termination of proxy appointment**

- 5.1 A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to the Company. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by the Company no later than 11:00am (GMT) on Monday, 15 December 2025. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.
- 5.2 Appointment of a proxy does not preclude you from attending the meeting and voting electronically. If you have appointed a proxy and attend the Meeting electronically, your proxy appointment will automatically be terminated.

### **6 Communication**

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

### **7 Voting**

- 7.1 Voting on all resolutions will be conducted via the electronic meeting platform. Voting will be on a poll and every shareholder present direct or by proxy will have one vote per share held.

- 7.2 If you have any questions about the proxy form or the procedures to follow, please telephone the Computershare Investor Services PLC helpline on 0370 702 0000 or +44 (0)370 702 0000 if calling internationally, write to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or email [WebCorres@computershare.co.uk](mailto:WebCorres@computershare.co.uk). Lines are open 8.30am to 5.30pm GMT Monday to Friday (excluding bank holidays).

## 8 **Articles of Association**

A copy of the proposed new articles of association of the Company, together with a copy of the existing articles of association of the Company, will be available for inspection on the Company's website ([www.pihcl.com](http://www.pihcl.com)) from the date of this notice until the conclusion of the meeting, and on the electronic meeting platform from its commencement until its conclusion.