

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended immediately to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other appropriate independent financial adviser who is duly authorised under FSMA, if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

This document comprises a circular that has been prepared in accordance with the Listing Rules.

If you sell or transfer or have sold or otherwise transferred your entire holding of Ordinary Shares, please send this document as soon as possible to the purchaser or transferee of those shares or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into any jurisdiction in which such an act would constitute a violation of the relevant laws of such jurisdiction. Any persons (including, without limitation, custodians, nominees and trustees) who may have a contractual or legal obligation or may otherwise intend to forward this document and any accompanying documents to any jurisdiction outside of the United Kingdom should seek appropriate advice before taking such action.

The distribution of this document and any accompanying documents in or into jurisdictions other than the United Kingdom may be restricted by local law and therefore persons into whose possession this document and any accompanying documents come should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Applications will be made to the FCA and the London Stock Exchange for the New Ordinary Shares resulting from the proposed Share Consolidation to be admitted to the equity shares (commercial companies) category of the Official List and to trading on the main market for listed securities of the London Stock Exchange in place of the Existing Ordinary Shares. It is expected that dealings in the Existing Ordinary Shares will continue until 4.30 p.m. on 17 October 2025 and that Admission of the New Ordinary Shares will become effective and dealings in them for normal settlement will commence on the London Stock Exchange at 8.00 a.m. on 20 October 2025. Nothing in this document should be taken as constituting an offer of shares in PayPoint.

PAYPOINT PLC

(Incorporated in England and Wales with registered number 03581541)

Special dividend of 50.0 pence per Existing Ordinary Share, 12 for 13 Share Consolidation and Notice of General Meeting

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of PayPoint which is set out in Part 1 (*Letter from the Chairman of PayPoint PLC*) of this document recommending, on behalf of the Directors, that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

Notice of the General Meeting, to be held at the Company's head office, 1 The Boulevard, Shire Park, Welwyn Garden City, Hertfordshire AL7 1EL at 11.00 a.m. on Friday 17 October 2025, is set out at the end of this document.

This document is not a prospectus or prospectus equivalent document and it does not constitute or form part of any offer or invitation to purchase, acquire, subscribe for, sell, dispose of or issue, or any solicitation of any offer to sell, dispose of, purchase, acquire or subscribe for, any security.

A summary of the action to be taken by Shareholders in respect of the General Meeting is set out on page 8 of this document.

Whether or not you intend to attend the General Meeting in person, we request that you submit your vote electronically by going to Equiniti's Shareview website, www.shareview.co.uk, and logging in to your Shareview Portfolio. Once you have logged in, simply click 'View' on the 'My Investments' page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, go to www.shareview.co.uk and enter the requested information. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication processes. In order to be valid any vote must be received by the Registrar, Equiniti, not later than 11.00 a.m. on 15 October 2025 (or, in the case of an adjournment, not less than 48 hours, ignoring any part of a day that is not a working day, before the time fixed for the holding of the adjourned meeting).

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 and refer to the notes to the Notice of General Meeting set out on page 25 and in Part 6 (*Notice of General Meeting*) of this document.

If you hold your Ordinary Shares in CREST and you wish to appoint a proxy or proxies through the CREST electronic proxy appointment service, you may do so by using the procedures described in the CREST Manual (available via www.euroclear.com). In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with Euroclear'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 Registrar, Equiniti, not later than 11.00 a.m. on 15 October 2025 (or, in the case of an adjournment, not less than 48 hours, ignoring any part of a day that is not a working day, before the time fixed for the holding of the adjourned meeting).

None of the Existing Ordinary Shares or the New Ordinary Shares have been or will be registered under the US Securities Act or the securities laws of any other US jurisdiction, and none of them may be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to the registration requirements of, the US Securities Act or except pursuant to a transaction that has been registered under the US Securities Act and the securities laws of any other relevant US jurisdiction.

None of the Existing Ordinary Shares, the New Ordinary Shares, or this document have been approved, disapproved or otherwise recommended by the SEC or any US state securities commission or any non-US securities commission or regulatory authority nor have such authorities confirmed the accuracy or determined the adequacy of this document. Any representation to the contrary is a criminal offence in the United States.

Forward-looking statements

This document and any information incorporated by reference into this document contains statements which are, or may be deemed to be, "forward-looking statements" which are prospective in nature. All statements other than statements of historical fact are forward-looking statements. They are based on intentions, beliefs or current expectations and projections about future events, and concerning, among other things, the business, results of operations, prospects, growth and strategies of, the Company and the Group, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as "plans", "expects", "is expected", "is subject to", "budget", "scheduled", "estimates", "forecasts", "goals", "intends", "anticipates", "believes", "targets", "aims", "hopes", "continues" or "projects". Words or terms of similar substance or the negative thereof, are forward-looking statements, as well as variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations.

Forward-looking statements include statements relating to: (a) future capital expenditures, expenses, revenues, earnings, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (b) business and management strategies and the expansion and growth of the Company's or the Group's operations; and (c) the effects of economic conditions on the Company's or the Group's business.

Such forward-looking statements involve known and unknown risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors may cause actual results, performance or achievements of the Company or the Group to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Important factors that could cause actual results, performance or achievements of the Company or the Group to differ materially from the expectations of the Company or the Group include, among other things, general political, business and economic conditions, industry and market trends, competition, changes in government and changes in law, regulation and policy, including in relation to taxation as well as political and economic uncertainty, stakeholder perception of the Company or the Group and/or the sectors or markets in which it operates. Such forward-looking statements should therefore be construed in light of such factors. Any information contained in this document on the price at which shares or other securities in the Company have been bought or sold in the past, or on the yield on such shares or other securities, should not be relied upon as a guide to future performance.

Neither the Company nor any of its Directors, officers or advisers provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this document will actually occur. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as at the date of this document.

Rounding

Percentages in tables have been rounded and accordingly may not add up to 100 per cent. Certain financial data have also been rounded. As a result of this rounding, the totals of data presented in this document may vary slightly from the actual arithmetic totals of such data.

Note regarding presentation of currencies

All references in this document to "pence", "pounds sterling" or "£" are to the lawful currency of the United Kingdom.

No profit forecast or profit estimate

Unless otherwise stated within this document, no statement in this document is intended as a profit forecast or a profit estimate and no statement in this document should be interpreted to mean that earnings, earnings per share or income, for the Company or the Group, as appropriate, for the current or future financial years will necessarily match or exceed the historical published earnings, earnings per share or income for the Company or the Group, as appropriate.

Shareholder Help

If you have any questions about this document or the General Meeting or you wish to request additional Forms of Proxy, please call the Equiniti shareholder helpline between 8.30 am and 5.30 pm (London UK time) Monday to Friday (excluding Bank Holidays in England and Wales) on +44 (0) 371 384 2050 (from the UK – calls are charged at standard geographic rates and will vary by provider. Calls from outside the UK will be charged at the applicable international rate). Details of how to submit a Form of Proxy and the deadline for receipt are set out in the notes to the Notice of General Meeting set out in Part 6 (*Notice of General Meeting*) of this document.

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EXPECTED TIMETABLE OF EVENTS¹

Latest time and date for receipt of proxy appointments via Proxymity, Forms of Proxy, CREST Proxy instructions and electronic registrations of proxy appointment	11.00 a.m. on 15 October 2025
Record time and date for entitlement to vote at the General Meeting	6.30 p.m. on 15 October 2025
General Meeting	11.00 a.m. on 17 October 2025
Latest time and date for dealings in Existing Ordinary Shares	4.30 p.m. on 17 October 2025
Record time and date for entitlement to the Special Dividend and to determine the Existing Ordinary Shares subject to the Share Consolidation (Existing Ordinary Share register closed and Existing Ordinary Shares disabled in CREST) ²	6.00 p.m. on 17 October 2025
Existing Ordinary Shares marked ex-Special Dividend	8.00 a.m. on 20 October 2025
Effective time and date for the Share Consolidation	8.00 a.m. on 20 October 2025
Admission of the New Ordinary Shares	8.00 a.m. on 20 October 2025
Dealings in the New Ordinary Shares commence (after Share Consolidation)	8.00 a.m. on 20 October 2025
CREST accounts credited with New Ordinary Shares (after Share Consolidation)	20 October 2025
Dispatch of share certificates in respect of certificated New Ordinary Shares	31 October 2025
Payment of Special Dividend to Shareholders (by CREST payment, BACS or by cheque)	31 October 2025

Notes:

1. References to time in this document are to London time. All dates are subject to change. If any of the above times or dates change, the revised times and/or dates will be notified to Shareholders by an announcement on a RIS.
2. The record time for entitlement to the Special Dividend and to determine the holdings of Existing Ordinary Shares subject to the Share Consolidation may be such other time as the Directors determine.

PART 1

LETTER FROM THE CHAIRMAN OF PAYPOINT PLC

PayPoint PLC

(a company incorporated in England & Wales with registered number 03581541)

Directors

Giles Kerr (*Non-executive Chairman*)
Nick Wiles (*Chief Executive Officer*)
Rob Harding (*Chief Financial Officer*)
Lan Tu (*Senior Independent Director*)
Ben Wishart (*Non-Executive Director*)
Rosie Shapland (*Non-Executive Director*)
Rakesh Sharma (*Non-Executive Director*)

Registered and head office:

1 The Boulevard
Shire Park
Welwyn Garden City
Hertfordshire
AL7 1EL

30 September 2025

To Shareholders and, for information only, to participants in the PayPoint Share Schemes

Dear Shareholder,

Special dividend of 50.0 pence per Existing Ordinary Share, 12 for 13 Share Consolidation and Notice of General Meeting

1. Introduction

On 30 September 2025, the Company announced the next stage in its partnership with International Distribution Services (IDS), owner of Royal Mail, through a strategic investment in Collect+ to take a 49 per cent. ownership, with an investment of £43.9 million, valuing the Collect+ business at c.£90.0 million.

Subsequently, and in line with the Company's capital allocation policy and ongoing commitment to enhance shareholder returns, the Board is pleased to announce that it intends to return c.£34.5 million to Shareholders by way of a proposed special dividend of 50.0 pence for each Existing Ordinary Share held by Shareholders at the Record Date (the "**Special Dividend**"). The Board anticipates the transaction as a whole to be EPS enhancing in the first full year to March 2027, through a combination of the special dividend, share consolidation and expected growth in volumes from the Royal Mail services through the Collect + network.

The Special Dividend, alongside the continuing Share Buyback Programme announced on 1 July 2025 of up to £30.0 million (which, when combined with the share buyback programme in 2024, has resulted in 3,891,267 Ordinary Shares being bought back for £27,607,136 million as at the Latest Practicable Date), further underscores the Group's strong cash-generative profile and the Board's confidence in delivering the FY26-FY28 growth targets.

In connection with the proposed Special Dividend and to maintain comparability, so far as possible, of the Company's share price before and after the Special Dividend, the Company also proposes to undertake a consolidation of its Existing Ordinary Shares, with the intention of reducing the number of Ordinary Shares in issue. As at the date of this document and prior to the Share Consolidation, the number of Ordinary Shares in issue is 69,122,970 (subject to the ongoing Share Buyback Programme). It is proposed that, immediately following the Share Consolidation, the number of Ordinary Shares in issue will be 63,805,812 (subject to the ongoing Share Buyback Programme).

The Special Dividend and the Share Consolidation will be subject to the approval of Shareholders at the General Meeting. The purpose of this document is to provide Shareholders with information on the proposed Special Dividend and the Share Consolidation, together with certain other related matters. A general meeting of the Company is to be held at the Company's head office, 1 The Boulevard, Shire Park, Welwyn Garden

City, Hertfordshire AL7 1EL at 11.00 a.m. on 17 October 2025 to seek the approval of Shareholders to the Resolutions implementing the proposed Special Dividend and the Share Consolidation. The Notice of General Meeting is set out in Part 6 (*Notice of General Meeting*) of this document.

This document also explains why the Board considers the Special Dividend, the Share Consolidation and the Resolutions to be in the best interests of Shareholders as a whole.

Shareholders are advised to read the whole of this document and not just the summarised information set out in this letter.

2. Special Dividend

As noted above, the Board is proposing to return c.£34.5 million to Shareholders by way of the Special Dividend, representing 50.0 pence for each Existing Ordinary Share held by Shareholders at the Record Date.

The Special Dividend is subject to Shareholder approval at the General Meeting. It is also conditional on Admission becoming effective at 8.00 a.m. on 20 October 2025 (or such later time and/or date as the Directors may in their absolute discretion determine).

Assuming these conditions are satisfied, the Special Dividend is expected to be paid to Shareholders on 31 October 2025 by reference to their holding of Ordinary Shares on the register of members of the Company at the Record Date.

Further details of the Special Dividend are set out in Part 2 (*Further details of the Special Dividend, Share Consolidation, additional Resolutions to be proposed at the General Meeting and other matters*) of this document.

3. Share Consolidation

The aggregate amount of the Special Dividend is equivalent to approximately 7.5 per cent. of the market capitalisation of the Company as at the close of business on the Latest Practicable Date.

As is common for UK companies with shares admitted to listing and trading on the London Stock Exchange, when an amount representing a significant proportion of the market capitalisation of a company is returned to shareholders, the Board recommends that the Special Dividend be combined with an associated Share Consolidation. The effect of the Share Consolidation will be that every 13 Existing Ordinary Shares will be replaced by 12 New Ordinary Shares, so as to reduce the number of shares in issue to reflect the amount of cash to be returned to Shareholders.

As all ordinary shareholdings in the Company will be consolidated, whilst each Shareholder will hold fewer Ordinary Shares, Shareholders will still hold the same proportion of the Company's issued share capital before and after the Special Dividend (subject to adjustment for any fractional entitlements which shall be dealt with in accordance with the process set out in paragraph 3 of Part 2 (*Further details of the Special Dividend, Share Consolidation, additional Resolutions to be proposed at the General Meeting and other matters*) of this document). Similarly, although the nominal value of each Ordinary Share will change as a result of the Share Consolidation, the New Ordinary Shares will be equivalent in all respects to the Existing Ordinary Shares, including their dividend, voting and other rights, and will be admitted to trading in the same way as the Existing Ordinary Shares. The New Ordinary Shares will however trade "ex entitlement" in relation to the Special Dividend, as the Record Date will occur while the Existing Ordinary Shares are in issue.

The Share Consolidation is subject to Shareholder approval at the General Meeting. It is also conditional on Admission becoming effective at 8.00 a.m. on 20 October 2025 (or such later time and/or date as the Directors may in their absolute discretion determine).

Further information on the Share Consolidation is set out in Part 2 (*Further details of the Special Dividend, Share Consolidation, additional Resolutions to be proposed at the General Meeting and other matters*) of this document and an illustrative example is set out in paragraph 12 of Part 4 (*Frequently asked questions with answers*) of this document.

4. General Meeting

A general meeting of the Company will be held at the Company's head office, 1 The Boulevard, Shire Park, Welwyn Garden City, Hertfordshire AL7 1EL at 11.00 a.m. on 17 October 2025 to propose the Resolutions seeking Shareholder approval of, amongst other things, the Special Dividend and the Share Consolidation. The Notice of General Meeting is set out in Part 6 (*Notice of General Meeting*) of this document.

At the General Meeting, Shareholder approval will also be sought to renew the annual authorities approved by Shareholders at the 2025 AGM, including the authorities (i) to allot and issue further shares in the capital of the Company, (ii) to make such allotments free from statutory rights of pre-emption, and (iii) to enable the Company to make market purchases of its own shares.

These renewals (which are set out at Resolutions 2 to 5 of Part 6 (*Notice of General Meeting*) of this document) are technical amendments to the existing authorities granted by Shareholders at the 2025 AGM and are required in order to preserve the position that would have been the case had the Share Consolidation not taken place. Those Resolutions are conditional on Shareholder approval of the Special Dividend and Share Consolidation, as well as Admission of the New Ordinary Shares. If passed, these Resolutions will replace the authorities granted by Shareholders at the 2025 AGM and will remain in force until the earlier of the conclusion of the 2026 AGM or 17 January 2027 (being 15 months from the date of passing of the Resolutions).

Further details and a summary explanation of the proposed Resolutions are set out in paragraphs 1 to 8 of Part 2 (*Further details of the Special Dividend, Share Consolidation, additional Resolutions to be proposed at the General Meeting and other matters*) of this document.

5. Timetable

A detailed timetable is set out on page 5 of this document.

6. Action to be taken

The Notice of General Meeting, to be held at the Company's head office, 1 The Boulevard, Shire Park, Welwyn Garden City, Hertfordshire AL7 1EL at 11.00 a.m. on 17 October 2025 is set out in Part 6 (*Notice of General Meeting*) of this document.

The Company is seeking approval of the Resolutions at the General Meeting and Shareholders are strongly encouraged to vote on all of the Resolutions. Please read the notes to the Notice of General Meeting in Part 6 (*Notice of General Meeting*) of this document.

Shareholders should submit their proxy vote not less than 48 hours before the time of the General Meeting (ignoring any part of a day that is not a working day). A Shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. A proxy need not be a Shareholder of the Company. To appoint a proxy or proxies Shareholders must: (a) submit a proxy appointment electronically at www.shareview.co.uk; or (b) complete a Form of Proxy, sign it and return it, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such authority, to the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA; or (c) in the case of CREST members, complete a CREST Proxy Instruction (as set out in the paragraph below); or (d) if you are an institutional investor, appoint a proxy electronically via the Proxymity platform, in each case so that it is received by no later than 11.00 a.m. on 15 October 2025. To appoint more than one proxy, you will need to complete a separate Form of Proxy in relation to each appointment. A Form of Proxy for use in connection with the General Meeting is enclosed with this document, if a paper copy was requested. Full details of the procedure to submit a proxy electronically are given on the website www.shareview.co.uk. To use this service, you will need to create an online portfolio using your Shareholder Reference Number printed on the Form of Proxy. Once logged in, simply click "View" on the "My Investments" page, click on the link to vote and follow the on-screen instructions. If you do not have a Form of Proxy and believe that you should, please contact the Company's registrars, Equiniti Limited, on +44 (0)371 384 2050 (please use the country code when calling from outside the UK) or at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. Lines are open from 8.30 a.m. to 5.30 p.m., Monday to Friday (except public holidays in England and Wales).

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment 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 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 ("EUI") specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it relates to the appointment of a proxy or to 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 issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in the Notice of General 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 issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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 therefore 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.

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to proximity.io. Your proxy must be lodged by 11.00 a.m. on 15 October 2025 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity'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.

7. Further information

Your attention is drawn to the further information set out in Part 2 (*Further details of the Special Dividend, Share Consolidation, additional Resolutions to be proposed at the General Meeting and other matters*) of this document. **Shareholders are advised to read the whole of this document and not just the summarised information set out in this letter.**

8. Recommendation

The Board considers that the Special Dividend, the Share Consolidation and the Resolutions to be proposed at the General Meeting are in the best interests of Shareholders taken as a whole. **Accordingly, the Board recommends unanimously that you vote in favour of each of the Resolutions.**

Yours sincerely,

Giles Kerr

Chairman

PART 2

FURTHER DETAILS OF THE SPECIAL DIVIDEND, SHARE CONSOLIDATION, ADDITIONAL RESOLUTIONS TO BE PROPOSED AT THE GENERAL MEETING AND OTHER MATTERS

1. Special Dividend

The Board is proposing to return c.£34.5 million to Shareholders by way of the Special Dividend, representing 50.0 pence for each Existing Ordinary Share held by Shareholders at the Record Date.

Resolution 1(a) at Part 6 (*Notice of General Meeting*) of this document is the Resolution in respect of the Special Dividend. Resolution 1(a) is conditional on Admission becoming effective at 8.00 a.m. on 20 October 2025 (or such later time and/or date as the Directors may in their absolute discretion determine).

2. Share Consolidation

The effect of the Share Consolidation as proposed in Resolution 1(b) at Part 6 (*Notice of General Meeting*) of this document will be that Shareholders on the register of members of the Company at the Record Date will, on completion of the Share Consolidation, receive:

12 New Ordinary Shares for 13 Existing Ordinary Shares

and in that proportion for any other number of Existing Ordinary Shares then held.

Resolution 1(b) is conditional on Admission becoming effective at 8.00 a.m. on 20 October 2025 (or such later time and/or date as the Directors may in their absolute discretion determine).

The effect of the Share Consolidation will be to reduce the number of Ordinary Shares in issue to reflect the amount of cash to be returned to Shareholders, but Shareholders will, immediately following the Share Consolidation, own the same proportion of the ordinary share capital of PayPoint as they did previously (subject to any fractional entitlements which shall be dealt with in accordance with the process set out in paragraph 3 below). Apart from having a different nominal value, each New Ordinary Share will be equivalent in all respects to the Existing Ordinary Shares, including their dividend, voting and other rights, and will be admitted to trading in the same way as the Existing Ordinary Shares.

To effect the Share Consolidation it may be necessary to issue or buy back such number of Existing Ordinary Shares prior to the record date so that the number of the Company's Existing Ordinary Shares in issue at the time is exactly divisible by 13, such that there is no remaining fraction of a share.

3. Fractional entitlements to New Ordinary Shares

Unless a holding of Existing Ordinary Shares is exactly divisible by 13, it will result in the creation of a fraction of a New Ordinary Share following the Share Consolidation.

Any fraction of a New Ordinary Share arising from the Share Consolidation will not be allocated to any relevant Shareholders who would otherwise be so entitled, and the relevant Shareholders shall have no legal or beneficial interest in any fractional entitlement to a New Ordinary Share, and instead such fractions of New Ordinary Shares will be aggregated and sold in the market. The net proceeds of the sale, after the deduction of any expenses and/or commission associated with such sale (including any related VAT), will be paid in due proportion to the relevant Shareholders, save that where any one Shareholder's entitlement would otherwise be £5.00 or less, such Shareholder shall have no entitlement and the amount shall be retained for the benefit of the Company as permitted by the Articles of Association.

4. Effect of the Special Dividend and the Share Consolidation

For illustrative purposes, examples of the effects of the Special Dividend and the Share Consolidation in respect of certain holdings of Existing Ordinary Shares are set out below:

<i>Existing Ordinary Shares</i>	<i>New Ordinary Shares</i>	<i>Special Dividends</i>
1	0	50.0p
100	92	£50.0
250	230	£125.0
500	461	£250.00
1,000	923	£500.00

These examples do not show fractional entitlements, which will be dealt with in accordance with the process described above.

5. Authority to allot shares

Resolution 2 at Part 6 (*Notice of General Meeting*) of this document is proposed to amend the existing authority (as granted by Shareholders at the 2025 AGM) for the Directors to allot New Ordinary Shares. An amendment to this authority is required as a result of the change to the nominal value of the Ordinary Shares after the Share Consolidation to reflect the new nominal value. Resolution 2 will, if approved, give the Directors authority to allot New Ordinary Shares or grant rights to subscribe for, or convert any security into, New Ordinary Shares and gives the Directors the maximum flexibility permitted by the institutional guidelines issued by the Investment Association in order to respond to market developments. The authority will amend the authority given to the Directors at the 2025 AGM and remain in force until the earlier of the conclusion of the 2026 AGM or 17 January 2027 (being 15 months from the date of passing of the Resolution).

Paragraph (a) of Resolution 2, if passed, will give the Directors authority to allot New Ordinary Shares, or grant rights to subscribe for, or convert any security into, New Ordinary Shares, up to an aggregate nominal value of £76,795.62 representing the sum of one-third of the Company's anticipated issued Ordinary Share capital immediately after the Share Consolidation referred to in Resolution 1.

Paragraph (b) of Resolution 2, if passed, will give the Directors authority to allot New Ordinary Shares, or grant rights to subscribe for, or convert any security into, New Ordinary Shares in connection with a pre-emptive offer to Shareholders up to an aggregate nominal amount of £153,591.24 representing the sum of two-thirds of the Company's anticipated issued Ordinary Share capital immediately after the Share Consolidation referred to in Resolution 1, as reduced by the nominal amount of any shares issued under paragraph (a) of Resolution 2.

The Directors confirm that they have no present intention to exercise this authority, other than as required to effect the Share Consolidation.

Resolution 2 is conditional upon Resolution 1 being approved and Admission becoming effective by 8.00 a.m. on 20 October 2025 (or such later time and/or date as the Directors may in their absolute discretion determine).

6. Authority to allot equity securities for cash or to sell treasury shares other than on a *pro rata* basis to Shareholders

Resolution 3 at Part 6 (*Notice of General Meeting*) of this document is proposed to amend the existing authority (as granted by Shareholders at the 2025 AGM) for the Directors to allot shares or other equity securities, and/or sell treasury shares, for cash, free from the rights of pre-emption provided for by the Companies Act.

This authority is limited to allotments of equity securities up to an aggregate nominal value of £23,038.69, and to allotments in connection with a pre-emptive offer, where the Directors may deem it necessary or appropriate to allot New Ordinary Shares on a non-pre-emptive basis to deal with certain legal, regulatory or practical difficulties. This disapplication is in line with institutional shareholder guidance and in particular with the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group (4 November 2022) as at the date of the General Meeting (the "**Pre-Emption Principles**"), which allow an annual disapplication of pre-emption rights on up to 10 per cent. of the issued share capital, (in this case being the anticipated issued Ordinary Share capital immediately after the Share

Consolidation referred to in Resolution 1), with a further disapplication for up to 2 per cent. to be used only for the purposes of a follow-on offer (of a kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Principles).

The authority will amend the authority given to the Directors at the 2025 AGM and will remain in force until the earlier of the conclusion of the 2026 AGM or 17 January 2027 (being 15 months from the date of passing of the Resolution). There are no current plans to allot share pursuant to the authority, however, the Directors wish to ensure that the Company has maximum flexibility in managing the Group's capital resources. The Directors confirm that they intend to observe the institutional guidelines in respect of any allotments of shares for cash.

Resolution 3 will be proposed as a special resolution and requires the approval of three-quarters of the votes cast at the General Meeting. It is conditional upon Resolution 2 being approved.

7. Additional authority to allot equity securities for cash or to sell treasury shares other than on a *pro rata* basis to Shareholders

Resolution 4 at Part 6 (*Notice of General Meeting*) of this document is proposed to amend the existing authority (as granted by Shareholders at the 2025 AGM) for the Directors to allot shares and other equity securities (in addition to any power granted under Resolution 3), pursuant to the allotment authority given by Resolution 2, or to sell treasury shares, for cash up to a further nominal amount of £23,038.69, otherwise than in connection with a pre-emptive offer to existing Shareholders, for the purpose of financing an acquisition or specified capital investment, as contemplated by the Pre-Emption Principles. The aggregate nominal amount to be allotted under Resolution 4 represents approximately 10 per cent. of the anticipated issued share capital of the Company immediately after the Share Consolidation referred to in Resolution 1.

The Directors confirm, in accordance with the Pre-Emption Principles that, the additional authority in Resolution 4, if granted, will be used only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding twelve month period and is disclosed in the announcement of the issue (with a further authority for no more than 2 per cent. to be used only for the purposes of making a follow-on offer of a kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Principles). The authority will also include any sale or transfer, for the purposes of the Company's employee share plans, of shares held as treasury shares although a sale of treasury shares is not anticipated by the Company at this time.

The authority will amend the authority given to the Directors at the 2025 AGM and will remain in force until the earlier of the conclusion of the 2026 AGM or 17 January 2027 (being 15 months from the date of passing of the Resolution). There are no current plans to allot shares pursuant to the authority, however the Directors wish to ensure that the Company has maximum flexibility in managing the Group's capital resources.

Resolution 4 will be proposed as a special resolution and requires the approval of three-quarters of the votes cast at the General Meeting. It is conditional upon Resolution 2 being approved.

8. Authority to purchase own shares

Resolution 5 of Part 6 (*Notice of General Meeting*) of this document is proposed to amend the existing authority for the Company to make market purchases of up to 10 per cent. of the Company's total anticipated issued Ordinary Share capital immediately after the Share Consolidation referred to in Resolution 1, and specifies the minimum and maximum prices at which the New Ordinary Shares may be bought.

The Directors will exercise this authority only when to do so would be in the best interests of the Company, and of its Shareholders generally. If the Company purchases any of its Ordinary Shares pursuant to Resolution 5, the Company may cancel these shares or hold them in treasury. Such decision will be made by the Directors at the time of purchase. The minimum price, exclusive of expenses, which may be paid for an Ordinary Share is 5 pence. The maximum price, exclusive of expenses, which may be paid for an Ordinary Share is the highest of: (i) an amount equal to 5 per cent. above the average market value for an Ordinary Share for the five Business Days immediately preceding the date of the purchase; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out at the relevant time.

The authority will amend the authority given to the Directors at the 2025 AGM and will remain in force until the earlier of the conclusion of the 2026 AGM or 17 January 2027 (being 15 months from the date of passing of the Resolution).

Resolution 5 will be proposed as a special resolution and requires the approval of three-quarters of the votes cast at the General Meeting. It is conditional upon Resolution 1 being approved and Admission becoming effective by 8.00 a.m. on 20 October 2025 (or such later time and/or date as the Directors may in their absolute discretion determine).

9. PayPoint Share Schemes

Executive Share Schemes

As at the Latest Practicable Date, there were outstanding awards over an aggregate of 1,007,882 Ordinary Shares (plus an additional 89,298 dividend equivalent Ordinary Shares which have accrued in respect of dividends paid to date) under the Company's Restricted Share Plan, Executive Share Plan and Deferred Bonus Plan (together the **"Executive Share Schemes"**).

Participants in the Executive Share Schemes do not hold a beneficial interest in Ordinary Shares and instead have a conditional right to receive Ordinary Shares in the future. As a result, participants will generally not receive the Special Dividend and the Share Consolidation will not directly apply to their awards.

Subject to the passing of the proposed Resolutions, the Remuneration Committee will consider what adjustments, if any, will be made to outstanding awards granted under the Executive Share Schemes, with a view to ensuring that the value of outstanding awards remain broadly the same when taking into account the effect of the Special Dividend and the Share Consolidation.

All Employee Share Incentive Plan

The Company operates an all-employee Share Incentive Plan (the **"SIP"**). In accordance with the rules of the SIP, all Existing Ordinary Shares held by the trustee of the SIP on behalf of the SIP participants will receive the Special Dividend and be consolidated.

The trustee of the SIP will contact SIP participants in due course with further information about the Special Dividend and Share Consolidation and the implications for their holdings in the SIP. The trustee will also set out how participants in the SIP may instruct the trustee how to vote at the General Meeting.

Impact of Share Consolidation on the dilution limits

The Company's SIP and Executive Share Schemes include dilution limits that are consistent with the Investment Association's Principles of Remuneration, regarding the issue of new shares under employee share schemes. Accordingly, the rules of the Executive Share Schemes provide that the total number of Ordinary Shares which have been issued or which require to be issued in connection with options or awards that have been granted under the Executive Share Schemes and any other discretionary employee share schemes during the immediately preceding period of ten years cannot exceed 5 per cent. of the issued share capital of the Company immediately prior to that day.

The second dilution limit provides that, on any day, the total number of Ordinary Shares which have been issued or which require to be issued in connection with options or awards that have been granted under the Executive Share Schemes and all of the Company's other employee share schemes (including the SIP) during the immediately preceding period of ten years cannot exceed 10 per cent. of the issued share capital of the Company immediately prior to that day.

The impact of the Share Consolidation will be to reduce the number of Ordinary Shares in issue by a ratio of 12:13 and, as a result of this, the number of Ordinary Shares that would otherwise be issued in satisfaction of options and awards under the PayPoint Share Schemes would disproportionately decrease the headroom available under the relevant dilution limits.

Following the Share Consolidation, the Remuneration Committee will consider whether it is appropriate to modify the basis on which the outstanding options and awards are taken into account for the purposes of the relevant dilution limits in order to reflect the Share Consolidation and so that the headroom available

under the scheme limits remains unchanged until further awards are granted pursuant to the Executive Share plans or any other employee share scheme.

10. Taxation

A summary of certain UK tax consequences under current UK laws and HM Revenue & Customs' published practice, of the Special Dividend and Share Consolidation are set out in Part 3 (*United Kingdom taxation in relation to the Special Dividend and the Share Consolidation*) of this document.

Shareholders who are subject to tax in a jurisdiction other than the United Kingdom, or who are in any doubt as to the potential tax consequences of the Special Dividend and Share Consolidation, are strongly recommended to consult their own appropriate professional adviser.

11. General Meeting

A general meeting of PayPoint will be held at the Company's head office, 1 The Boulevard, Shire Park, Welwyn Garden City, Hertfordshire AL7 1EL at 11.00 a.m. on 17 October 2025. The notice of the General Meeting is set out at the end of this document.

12. Dealings, Admission and settlement

Application will be made for the New Ordinary Shares to be admitted to the equity shares (commercial companies) category of the Official List and to trading on the London Stock Exchange's main market for listed securities, with dealings expected to commence at 8.00 a.m. on 20 October 2025.

It is expected that dealings and settlement within the CREST system of the Existing Ordinary Shares will continue until the Record Date when, in the case of Existing Ordinary Shares held in certificated form, the register of members will be closed for transfers and no further transfers of Existing Ordinary Shares will be made. The registration of uncertificated holdings in respect of the Existing Ordinary Shares will be disabled in CREST at 6.00 p.m. on 17 October 2025.

The current ISIN (GB00B02QND93) in relation to Existing Ordinary Shares will be disabled in CREST as at 6.00 p.m. on 17 October 2025. A new ISIN in relation to the New Ordinary Shares will come into effect at 8.00 a.m. on 20 October 2025.

The Company expects to dispatch definitive share certificates in respect of the appropriate number of New Ordinary Shares held in certificated form following the Share Consolidation within 10 Business Days of Admission. Immediately on Admission, certificates in respect of the Existing Ordinary Shares will no longer be valid. Pending the receipt of new share certificates, transfers of New Ordinary Shares held in certificated form will be certified against the register of members of the Company. The new share certificates in respect of the New Ordinary Shares will be dispatched to Shareholders at their own risk. If you are a "gone away" Shareholder on the Register, your share certificate in respect of the New Ordinary Shares, and, if applicable, your cash payment in respect of fractional entitlements will not be issued or paid to you until you contact the Registrar.

It is expected that Shareholders who hold their Existing Ordinary Shares through the CREST system will, on Admission, have their CREST accounts credited with the appropriate number of New Ordinary Shares following the Share Consolidation.

It is expected that uncertificated Shareholders (being those who hold their Ordinary Shares through CREST) will receive payment in respect of the Special Dividend (or any fractional entitlements, where applicable) in CREST.

For certificated Shareholders, it is expected that cheques in respect of the Special Dividend will be dispatched to the relevant Shareholders or, if mandate instructions are held, certificated Shareholders will have their bank accounts credited in respect of the Special Dividend. It is anticipated that these payments will be made on 31 October 2025, or such other date as the Directors may determine. Cheques and remittances will be dispatched to Shareholders at their own risk.

Following the Share Consolidation, all mandates and other instructions, including communication preferences given to the Company by Shareholders and in force at the Record Date shall, unless and until revoked, be deemed to be valid and effective mandates or instructions in relation to the New Ordinary Shares.

PART 3

UNITED KINGDOM TAXATION IN RELATION TO THE SPECIAL DIVIDEND AND THE SHARE CONSOLIDATION

The comments below are intended as a general guide only and are based on current United Kingdom tax law and the published practice of HM Revenue and Customs, both of which are subject to change, possibly with retrospective effect, and the latter of which cannot necessarily be relied upon. Any change may affect the taxation liabilities of Shareholders in relation to the Special Dividend or the Share Consolidation. The comments below apply only to Shareholders who are resident solely in the United Kingdom for tax purposes (except insofar as express reference is made to non-UK residents) and who hold their Existing Ordinary Shares, and who will hold their New Ordinary Shares, and in each case any dividends paid on them, beneficially as investments (other than through a tax-advantaged wrapper, such as an Individual Savings Account or a Self-Invested Personal Pension) and not on trading account.

Furthermore, the comments below may not apply to Shareholders in special circumstances, such as those who do not hold their Existing Ordinary Shares and New Ordinary Shares beneficially as investments, insurance companies, collective investment schemes, dealers in securities and Shareholders who acquired (or are deemed to have acquired) their Existing Ordinary Shares by virtue of an office or employment. The position may be different for any future transactions and may alter between the date of this document and the implementation of the Special Dividend and the Share Consolidation.

Shareholders are urged to consult an appropriate professional adviser without delay in respect of their tax position. Shareholders who are not tax resident in the United Kingdom or who are otherwise taxable outside of the United Kingdom should consult their own professional advisers on the possible application of taxation laws in their individual countries of residence.

1. Share Consolidation

The receipt of the New Ordinary Shares arising from the Share Consolidation should be treated as a reorganisation of the share capital of the Company for the purposes of United Kingdom taxation of chargeable gains (“**CGT**”). Accordingly, the receipt of the New Ordinary Shares will not itself give rise to any liability to CGT in a Shareholder’s hands. Instead, the Shareholder’s resultant holding of New Ordinary Shares will be treated as the same asset as the Shareholder’s holding of Existing Ordinary Shares and as having been acquired at the same time, and for the same consideration, as that holding of Existing Ordinary Shares.

If a Shareholder receives cash in respect of fractional entitlements and the amount of cash does not exceed the Shareholder’s CGT base cost in their Existing Ordinary Shares, an amount equal to the amount of such cash will normally be deducted from the base cost of their New Ordinary Shares. In the event that the cash received by a Shareholder exceeds their base cost, or a Shareholder has an interest in fewer than 13 Existing Ordinary Shares and so does not obtain any interest in New Ordinary Shares, or the tax treatment described above is otherwise unavailable, such Shareholder will instead be treated as disposing of, or making a part investment of, their holding and may, depending on their circumstances, be subject to tax on the amount of any chargeable gain realised.

The issue of the New Ordinary Shares will not itself give rise to any liability to UK income tax (or corporation tax on income) in a Shareholder’s hands.

On a subsequent disposal of the whole or part of the New Ordinary Shares comprised in the new holding, a shareholder may, depending upon his or her circumstances, be subject to tax on the amount of any chargeable gain realised.

A Shareholder who is resident outside the UK for tax purposes should consult his or her own independent tax advisers concerning his or her tax position in respect of the Share Consolidation.

2. Special Dividend

The Special Dividend will be treated as income for UK tax purposes and its UK tax treatment will be as summarised below.

The UK tax treatment of the Shareholders who receive the Special Dividend will be the same as the UK tax treatment of such Shareholders receiving any other dividend paid by the Company.

No tax credit attaches to the payment by a UK company of any dividend. The Company is not required to withhold any tax when paying a dividend. Liability to tax on the Special Dividend will depend upon the individual circumstances of a Shareholder.

UK resident individual Shareholders

Individual Shareholders who are resident for tax purposes in the UK and receive the Special Dividend will not be liable to UK tax to the extent that (taking account of any other dividends received in the same tax year) that dividend falls within their first £500 of dividend income (the 'nil rate band') or their personal allowance. To the extent that (taking account of any other dividends received by the Shareholder in the same tax year) the dividend does not fall within the nil rate band or personal allowance, it will be subject to income tax at 8.75 per cent. (to the extent it is within the basic rate band), 33.75 per cent. (to the extent it is within the higher rate band) or 39.35 per cent. (to the extent it is within the additional rate band), in each case, when treated as the top slice of that Shareholder's income.

UK resident corporate Shareholders

For UK resident corporate Shareholders, it is likely that the Special Dividend will fall within one or more of the classes of dividend qualifying for exemption from corporation tax. However, it should be noted that the exemptions are not comprehensive and are also subject to anti-avoidance rules. Shareholders within the charge to corporation tax should consult their own independent tax advisers.

Non-UK resident Shareholders

Shareholders who are resident outside the UK for tax purposes generally will not be subject to UK tax on dividends. A Shareholder resident outside the UK may be subject to non-UK taxation on dividend income under local law. A Shareholder who is resident outside the UK for tax purposes should consult his or her own independent tax advisers concerning his or her tax position in respect of the Special Dividend.

3. Anti-avoidance (transactions in securities)

Under the provisions of Part 15, CTA 2010 (for companies) and Chapter 1, Part 13, ITA 2007 (for individuals), HM Revenue & Customs can in certain circumstances counteract tax advantages arising in relation to a transaction or transactions in securities. No clearance has been or will be sought by the Company in relation to the applicability of those provisions in respect of the Special Dividend or the Share Consolidation. However, it is not expected that the rules will, as a general matter, affect the taxation treatment of Shareholders in respect of the Special Dividend or the Share Consolidation.

4. Stamp Duty and Stamp Duty Reserve Tax

Shareholders will not be liable to pay or bear any UK stamp duty or stamp duty reserve tax as a result of the Special Dividend or the Share Consolidation or on the issue of the New Ordinary Shares.

PART 4

FREQUENTLY ASKED QUESTIONS

This document explains the Special Dividend and Share Consolidation. To help you understand what is proposed we have prepared the summary below in the form of frequently asked questions with answers, which are aimed particularly at Shareholders who are individuals. **You should read the whole of this document carefully and not rely solely on the summary information below.**

All dates are subject to change. The questions with answers below assume you do not hold your shares through CREST unless CREST is specifically mentioned.

If you still have any questions, please contact the Shareholder helpline, details of which are set out on page 3 of this document.

1. What is being proposed?

PayPoint intends to return 50.0 pence in cash to Shareholders for each Existing Ordinary Share that they hold at 6.00 p.m. on 17 October 2025. This amounts to a total aggregate return of c.£34.5 million to Shareholders.

2. Why is PayPoint returning this cash?

On 30 September 2025, the Company announced the next stage in its partnership with International Distribution Services (IDS), owner of Royal Mail, through a strategic investment in Collect+ to take a 49 per cent. ownership, with an investment of £43.9 million, valuing the Collect+ business at c.£90.0 million.

Subsequently, and in line with the Company's capital allocation policy and ongoing commitment to enhance shareholder returns, the Board is pleased to announce that it intends to return c.£34.5 million to Shareholders by way of a proposed special dividend of 50.0 pence for each Existing Ordinary Share held by Shareholders at the Record Date. The Board has taken full account of the Group's plans and access to funding in reaching its decision that this is an appropriate amount to return to Shareholders.

3. How is this being done?

The Board has chosen a dividend as the method of returning the cash, which is simple to put in place and treats all Shareholders in the same manner. The Special Dividend is not intended to be part of a regular dividend programme or policy.

4. What happens to my Ordinary Shares?

In addition to the Special Dividend, there will also be a share capital consolidation that will reduce the number of Ordinary Shares that all Shareholders hold. Whilst each Shareholder will hold fewer Ordinary Shares, each Shareholder's percentage shareholding in the Company will not change (subject to the treatment of fractional entitlements, as explained in question 6 below), as the number of Ordinary Shares held by each Shareholder will be reduced according to the same ratio and will therefore be consistent across all Shareholders. This is referred to in this document as the "**Share Consolidation**".

The ratio to be used for the Share Consolidation will be 12 New Ordinary Shares for every 13 Existing Ordinary Shares held. The ratio is intended to reduce the number of Ordinary Shares in issue by an amount that reflects the value of the Special Dividend relative to the market capitalisation of the Company prior to the Special Dividend. If the number of Existing Ordinary Shares you hold does not divide exactly by 13, it will result in the creation of a fraction of a New Ordinary Share. Please see question 6 below for guidance on how a fractional entitlement will be treated.

5. What does all this mean to me?

You will continue to own the same proportion of PayPoint immediately after the Share Consolidation as you did before, subject to fractional entitlements arising on the Share Consolidation, which will be sold in the market, as described in more detail in response to question 6 below.

The total value of your new ordinary shareholding in PayPoint, immediately following the Share Consolidation, plus 50.0 pence for every Existing Ordinary Share you hold, plus the value of any fractional entitlements retained by PayPoint (in accordance with the treatment described in response to question 6 below), should be equal to the value of your original holding immediately before the Share Consolidation (subject to normal market movements following the date of this document).

6. What if the number of Ordinary Shares I hold at 6.00 p.m. on 17 October 2025 does not divide exactly by the consolidation denominator?

If, immediately before the Share Consolidation, your holding of Existing Ordinary Shares does not divide exactly by 13, it will result in the creation of a fraction of a New Ordinary Share following the Share Consolidation.

Any fraction of a New Ordinary Share arising from the Share Consolidation will not be allocated to any relevant Shareholders who would otherwise be so entitled, and the relevant Shareholders shall have no legal or beneficial interest in any fractional entitlement to a New Ordinary Share, and instead such fractions of New Ordinary Shares will be aggregated and sold in the market. The net proceeds of the sale, after the deduction of any expenses and/or commission associated with such sale (including any related VAT), will be paid in due proportion to the relevant Shareholders, save that where any one Shareholder's entitlement would otherwise be £5.00 or less, such Shareholder shall have no entitlement and the amount shall be retained for the benefit of the Company as permitted by the Articles of Association.

The value of the fractional entitlement to which any one Shareholder would otherwise be entitled will not exceed the value of one New Ordinary Share.

7. What if I sell or have sold or transferred all or some of my Existing Ordinary Shares?

If you sell or have sold or otherwise transferred all of your Existing Ordinary Shares at any time prior to the Record Date, please forward this document at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. However, such documents should not be forwarded to or sent into or within any jurisdiction in which to do so would constitute a breach of the relevant laws of such jurisdiction. If you sell or have sold or otherwise transferred part only of your holding of Existing Ordinary Shares, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

8. What happens to my CREST Account?

If you hold your Existing Ordinary Shares in uncertificated form, your CREST account will be credited with New Ordinary Shares following the Share Consolidation.

9. What happens to my current share certificate(s)?

If you hold your Existing Ordinary Shares in certificated form, the share certificate(s) that you currently hold will not be valid from Admission (expected to occur at 8.00 a.m. on 20 October 2025 (or such later time and/or date as the Directors may in their absolute discretion determine)). Accordingly, when you receive your New Ordinary Share certificate you should destroy the certificate(s) for any Existing Ordinary Shares that you currently hold as they will be worthless.

10. When will I get my New Ordinary Share certificate?

If you hold your Existing Ordinary Shares in certificated form, it is expected that your New Ordinary Share certificate will be sent to you within 10 Business Days of Admission. If you are a "gone away" Shareholder on the Register, your share certificate in respect of the New Ordinary Shares, and, if applicable, your cash payment in respect of fractional entitlements will not be issued or paid to you until you contact the Registrar.

11. What if I want to sell my New Ordinary Shares before I have received my New Ordinary Share certificate?

If you hold your Existing Ordinary Shares in certificated form, even though you will not receive your new share certificate until after Admission, you will be able to sell your New Ordinary Shares from the date of Admission.

Pending the receipt of new share certificates, transfers of New Ordinary Shares held in certificated form will be certified against the register of members of the Company. If you still have any questions, please contact the Shareholder helpline, details of which are set out on page 3 of this document.

12. Illustrative example of how this works in practice

The examples below illustrate the number of New Ordinary Shares and the amount of the Special Dividend cash payment you would receive as a result of the Special Dividend and the Share Consolidation. Please note that the value of the fractional entitlement has been calculated using the Company's closing share price at the Latest Practicable Date of 668p and any fractional entitlements equivalent to £5.00 or less will not be distributed to Shareholders and instead will be retained by PayPoint (in accordance with the treatment described in response to question 6 above):

<i>Number of Existing Ordinary Shares held</i>	<i>Number of New Ordinary Shares you will receive</i>	<i>Fractional entitlement (£)</i>	<i>Special Dividend (£)</i>
1	0	6.17	0.50
5	4	0.00	2.50
10	9	0.00	5.00
50	46	0.00	25.00
100	92	0.00	50.00
200	184	0.00	100.00

13. What is my tax position?

We have set out a general guide to United Kingdom taxation in Part 3 (*United Kingdom taxation in relation to the Special Dividend and the Share Consolidation*) of this document and you should read it carefully. You are urged to consult an appropriate professional adviser in respect of your tax position.

Shareholders who are not tax resident in the United Kingdom or who are otherwise taxable outside of the United Kingdom should consult their own professional advisers on the possible application of taxation laws in their individual countries of residence.

14. How will the proceeds from the Special Dividend be paid?

It is expected that uncertificated Shareholders (those who hold Ordinary Shares through CREST) will be paid in respect of their entitlement to the Special Dividend in CREST. For certificated Shareholders, it is expected that cheques in respect of their entitlement to the Special Dividend will be dispatched to the relevant Shareholders or, if mandate instructions are held, certificated Shareholders will have their bank accounts credited, as appropriate. It is anticipated that these payments will be made on 31 October 2025, or such other date as the Directors may determine.

15. What if I hold my Ordinary Shares in an ISA?

If you hold your Existing Ordinary Shares in an ISA, you should be able to hold the New Ordinary Shares which you receive in place of your Existing Ordinary Shares in an ISA (subject to the terms and conditions of your ISA). You should contact your plan manager who will be able to advise you of the procedure for voting on the Resolutions to be proposed at the General Meeting.

16. Do I need to vote at the General Meeting?

You are not obliged to vote at the General Meeting, but if you fail to do so the Special Dividend and the Share Consolidation may not take place, as they require the approval of Shareholders. You should vote at the General Meeting by following the instructions set out in paragraph 6 of Part 1 (*Letter from the Chairman of PayPoint PLC*) of this document.

17. Why have I been sent so much paperwork?

PayPoint is required by law and the Listing Rules to provide all Shareholders with full details of the Special Dividend and the Share Consolidation. This document contains important information and we recommend that you read it carefully as you have a right to vote on the Special Dividend and the Share Consolidation.

18. What if I have any more questions?

If you still have any questions, please contact the Shareholder helpline, details of which are set out on page 3 of this document.

PART 5

DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

"2025 AGM"	the annual general meeting of the Company held on Wednesday 6 August 2025 at 12.00 p.m.
"2026 AGM"	the annual general meeting of the Company to be held in 2026.
"Admission"	the admission of the New Ordinary Shares to the equity shares (commercial companies) category of the Official List and to trading on the London Stock Exchange's main market for listed securities becoming effective.
"Articles of Association"	the articles of association of the Company from time to time.
"Business Day"	a day (other than a Saturday, Sunday or public holiday) on which pound sterling deposits may be dealt in on the London inter-bank market and commercial banks are open for general business in London.
"Collect+"	Collect+ Brand Limited.
"Companies Act"	the Companies Act 2006 (as amended).
"Company" or "PayPoint"	PayPoint PLC, a company incorporated in England and Wales with registered number 03581541.
"CREST"	the relevant system for the paperless settlement of trades in securities and the holding of uncertificated securities (as defined in the Uncertificated Securities Regulations 2001 (SI. 2001 No. 3775)) operated by Euroclear.
"CREST Manual"	the current version of the CREST manual from time to time which at the date of this document is available on www.euroclear.com .
"CREST Proxy Instruction"	a properly authenticated CREST message appointing and instructing a proxy to attend and vote in the place of the Shareholder at the General Meeting and containing the information required to be contained therein by the CREST Manual.
"CTA 2010"	Corporation Tax Act 2010.
"Directors" or "Board"	the board of directors of PayPoint, from time to time, or, where appropriate, any duly appointed committee(s) of it.
"Euroclear"	Euroclear UK & International Limited, the operator of CREST.
"Executive Share Schemes"	the Restricted Share Plan, the Executive Share Plan and the Deferred Bonus Plan.
"Existing Ordinary Shares"	the ordinary shares of 1/3 pence each in the capital of PayPoint in issue before the Share Consolidation.
"FCA"	the Financial Conduct Authority.

“Form of Proxy”	a hard copy form of proxy issued by Equiniti if requested by a Shareholder for use by that Shareholder in connection with the General Meeting.
“FSMA”	the Financial Services and Markets Act 2000 (as amended).
“General Meeting”	the general meeting of PayPoint to be held at the Company’s head office, 1 The Boulevard, Shire Park, Welwyn Garden City, Hertfordshire AL7 1EL at 11.00 a.m. on 17 October 2025, notice of which is set out in Part 6 (<i>Notice of General Meeting</i>) of this document, including any adjournment of it.
“Group”	the Company and its consolidated subsidiaries and subsidiary undertakings from time to time.
“ISA”	UK individual savings account.
“ISIN”	International Security Identification Number.
“ITA 2007”	Income Tax Act 2007.
“Latest Practicable Date”	26 September 2025.
“Listing Rules”	the UK listing rules made by the FCA for the purposes of Part VI of FSMA.
“London Stock Exchange”	London Stock Exchange plc.
“New Ordinary Shares”	the new ordinary shares of £0.003611 each in the capital of the Company to be admitted to the Official List under the ISIN GB00BVMTNR93 and which will replace the Existing Ordinary Shares following the Share Consolidation.
“Official List”	the official list maintained by the FCA for the purposes of Part VI of FSMA.
“Ordinary Shares”	Existing Ordinary Shares or New Ordinary Shares, as the context may require.
“PayPoint Share Schemes”	the Executive Share Plan, the Restricted Share Plan, the Deferred Bonus Plan and the Share Incentive Plan.
“Record Date”	the record date for the Special Dividend and the Share Consolidation, being 6.00 p.m. on 17 October 2025 (or, in the case of the Share Consolidation, such later time and/ or date as the Directors may determine).
“Registrar” or “Equiniti”	Equiniti Limited, the Company’s registrar.
“Remuneration Committee”	the remuneration committee of the Board.
“Resolutions”	the resolutions to be proposed at the General Meeting which are set out in Part 6 (<i>Notice of General Meeting</i>).
“RIS”	a regulatory information service as defined by the Listing Rules.
“SEC”	the Securities Exchange Commission.
“Share Consolidation”	the consolidation of the share capital of the Company proposed to be undertaken as set out in sub-paragraph (b) of Resolution 1 to be proposed at the General Meeting.

"Shareholders"	holders of Existing Ordinary Shares or New Ordinary Shares, as the context may require.
"Special Dividend"	the proposed dividend of 50.0 pence per Existing Ordinary Share, as further described in this document and as set out in sub-paragraph (a) of Resolution 1 to be proposed at the General Meeting.
"UK" or "United Kingdom"	the United Kingdom of Great Britain and Northern Ireland.
"US" or "United States"	the United States of America, its territories, possessions, any State of the United States of America and the District of Columbia.
"US Securities Act"	US Securities Act of 1933 (as amended).

PART 6

NOTICE OF GENERAL MEETING

PayPoint PLC

(Incorporated in England & Wales with registered number 03581541)

NOTICE IS HEREBY GIVEN that a general meeting of PayPoint PLC (the “Company”) will be held at 11.00 a.m. on 17 October 2025 at the Company’s head office, 1 The Boulevard, Shire Park, Welwyn Garden City, Hertfordshire AL7 1EL (the “General Meeting”) to consider and, if thought appropriate, pass the following resolutions, of which Resolutions 1, and 2 will be proposed as ordinary resolutions and Resolutions 3, 4 and 5 will be proposed as special resolutions:

Ordinary resolutions

1. **THAT**, subject to and conditional on the admission of the New Ordinary Shares (as defined in sub-paragraph (b) of this Resolution) to the equity shares (commercial companies) category of the Official List of the Financial Conduct Authority and to trading on the main market for listed securities of the London Stock Exchange plc becoming effective at 8.00 a.m. on 20 October 2025 (or such later time and / or date as the Directors may in their absolute discretion determine) (“**Admission**”):
 - (a) a dividend of 50.0 pence per Existing Ordinary Share (as defined in sub-paragraph (b) of this Resolution) be, and is hereby declared to be, paid to each holder of Existing Ordinary Shares on the register of members of the Company (the “**Register**”) at 6.00 p.m. on 17 October 2025 (the “**Record Date**”); and
 - (b) all ordinary shares of 1/3 pence each in the capital of the Company (the “**Existing Ordinary Shares**” and each an “**Existing Ordinary Share**”) in issue and as shown in the Register as at the Record Date (or such later time and/or date as the Directors may in their absolute discretion determine) be and are consolidated into such number of ordinary shares of £0.003611 each in the capital of the Company (the “**New Ordinary Shares**” and each a “**New Ordinary Share**”) as is determined by applying a consolidation ratio of 12 New Ordinary Shares for every 13 Existing Ordinary Shares, such New Ordinary Shares having the same rights and being subject to the same restrictions (save as to nominal value) as the Existing Ordinary Shares, as set out in the articles of association of the Company (the “**Articles of Association**”), provided that:
 - (i) no member of the Company shall be entitled to, and shall have no legal or beneficial interest in, a fraction of a New Ordinary Share arising out of such consolidation and the aggregate number of New Ordinary Shares to which a member of the Company shall be entitled shall be rounded down to the nearest whole number of New Ordinary Shares, and any fraction of a New Ordinary Share to which a member of the Company would otherwise have been entitled shall be aggregated with the fractions of a New Ordinary Share to which other members of the Company would otherwise be entitled into New Ordinary Shares; and
 - (ii) the Directors be and are authorised and entitled to sell (or appoint any other person to sell) in the market, on behalf of the relevant members who would otherwise have been entitled, all of the New Ordinary Shares representing such fractions at the best price reasonably obtainable, and for the purposes of implementing such sale any Director (or any person appointed by the Directors) be authorised to execute and deliver an instrument or instruction of transfer in respect of such shares on behalf of the relevant members who would otherwise have been entitled and to do all acts and things and make any and all arrangements as the Directors consider necessary, expedient or desirable to effect the transfer, settlement and/or investment of such shares and the net proceeds of such sale (after the deduction of any expenses and/or commissions associated with such sale, including any VAT payable on the proceeds of sale) shall be paid in due proportion (rounded down to the nearest penny) to the relevant members of the Company who would otherwise be entitled to such fractions, save that where the proceeds that would otherwise be distributed from such sale (after the deduction of any expenses and/or commissions associated with such sale, including any VAT payable on the proceeds of such sale) are £5.00 or less in respect of any one member’s holding such proceeds shall be retained by the Company.

2. **THAT**, subject to and conditional upon the passing of Resolution 1 and Admission (as defined in Resolution 1) becoming effective, and in substitution for any existing authority (but without prejudice to the continuing authority of the Directors to allot equity securities pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made), the Board be generally and unconditionally authorised under section 551 of the Companies Act 2006 to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:
- (a) up to a nominal amount of £76,795.62 (such amount to be reduced by any allotments or grants made under paragraph (b) below in excess of such sum); and
 - (b) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of £153,591.24 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to apply until the earlier of the conclusion of the Company's annual general meeting in 2026 or 17 January 2027 but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

Special resolutions

3. **THAT**, if Resolution 2 is passed, and in substitution for any existing authority (but without prejudice to the continuing authority of the Directors to disapply pre-emption rights in connection with an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made), the Board be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:
- (a) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 2, by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities or, as the Board otherwise considers necessary;
 - (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £23,038.69 representing approximately 10 per cent. of the aggregate nominal amount of the share capital of the Company (excluding treasury shares) immediately following the consolidation referred to in Resolution 1; and
 - (c) to the 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 per cent. of any allotment of equity securities or sale of treasury shares 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 Board determines 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,

such authority to expire at the earlier of the conclusion of the Company's annual general meeting in 2026 or 17 January 2027 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

4. **THAT**, if Resolution 2 granting the authority to allot shares is passed, the Board be authorised in addition to any authority granted under Resolution 3 (first disapplication resolution) to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:
- (a) to the allotment of equity securities or sale of treasury shares up to a nominal amount of £23,038.6922 representing approximately 10 per cent. of the aggregate nominal amount of the share capital of the Company (excluding treasury shares) immediately following the consolidation referred to in Resolution 1 such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board determines 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) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20 per cent. 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 Board determines 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,

such authority to expire at the earlier of the conclusion of the Company's annual general meeting in 2026 or 17 January 2027 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

5. **THAT**, subject to and conditional upon the passing of Resolution 1 and Admission becoming effective (as defined in Resolution 1), and in substitution for any existing authority (but without prejudice to the continuing authority of the Directors to make market purchases of ordinary shares pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made), the Company be authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares (as defined in Resolution 1), provided that:
- (a) the maximum number of ordinary shares hereby authorised to be purchased is 6,380,581;
 - (b) the minimum price which may be paid for an ordinary share is the nominal value of that ordinary share and the maximum price which may be paid for an ordinary share is the highest of:
 - (i) an amount equal to 5 per cent. above the average market value of an ordinary share for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; 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 venues where the purchase is carried out at the relevant time, in each case, exclusive of expenses;

such authority to apply until the earlier of the conclusion of the Company's annual general meeting in 2026 or 17 January 2027 but in each case so that during this period the Company may enter into a contract to purchase ordinary shares which would, or might be, completed or executed wholly or partly after the authority ends and the Company may purchase ordinary shares pursuant to any such contract as if the authority had not ended.

By order of the Board of Directors:

Indigo Corporate Secretary Limited

Company Secretary

30 September 2025

Registered office:

1 The Boulevard
Shire Park
Welwyn Garden City
AL7 1EL

NOTES

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

1. The right to vote at the meeting is determined by reference to the register of members. Only those shareholders registered in the register of members of the Company as at close of business (6.30 p.m., London time) on 15 October 2025 (or, in the event that the meeting is adjourned, in the register of members at 6.30 p.m. on the date which is two (2) clear days before the date of any adjourned meeting) shall be entitled to attend or vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting.
2. In order to gain admittance to the meeting, members may be asked to prove their identity.
3. A shareholder is entitled to appoint one or more persons as proxies to exercise all or any of his or her rights to attend, speak and vote at the meeting. A proxy need not be a shareholder of the Company. A shareholder 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 held by him/her. To appoint more than one proxy, you will need to complete a separate proxy appointment in relation to each appointment. Proxy forms may be obtained by contacting the Company's Registrar, Equiniti, on +44 (0)371 384 2050. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. The lines are open between 08.30 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales or you may photocopy the Form of Proxy. You will need to state clearly on each Form of Proxy the number of Ordinary Shares in relation to which the proxy is appointed. A failure to specify the number of Ordinary Shares each proxy appointment relates to or specifying a number which when taken together with the number of Ordinary Shares set out in the other proxy appointments is in excess of the number of Ordinary Shares held by the shareholder may result in the proxy appointment being invalid. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy.

The appointment of a proxy will not preclude a member from attending and voting in person at the meeting if he or she so wishes.

4. You can vote either:
 - 4.1. by logging on to www.shareview.co.uk where full instructions can be found;
 - 4.2. by completing, signing and returning a paper copy Form of Proxy in accordance with the instructions printed thereon and in these Notes;
 - 4.3. in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below;
 - 4.4. if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform (refer to Note 8 below).

For an electronic proxy appointment to be valid, the appointment must be received by the Company's Registrar by no later than 11.00 a.m. on 15 October 2025 (or in the event that the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a Business Day) before the time of any adjourned General Meeting).

For a hard copy Form of Proxy to be valid, it must be completed, signed and sent to the offices of the Company's registrar at Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 6DA, so as to be received by post as soon as possible and, in any event, not later than 11.00 a.m. on 15 October 2025 (or, in the event that the General Meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a Business Day) before the time of any adjourned General Meeting).

Any electronic communication sent by a member to the Company or the Company's Registrar which is found to contain a virus will not be accepted by the Company but every effort will be made by the Company to inform said member of the rejected communication. You may not use any electronic address provided either in the notice or any related documents to communicate for any purposes other than those expressly stated.

5. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar 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.

6. The return of a completed Form of Proxy, voting appointing a proxy electronically via the Proxymity platform, electronic filing or any CREST Proxy Instructions will not prevent a shareholder from attending the meeting and voting in person if he/she wishes to do so. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
7. It is possible for you to submit your proxy votes online by going to Equiniti's Shareview website, www.shareview.co.uk, and logging in to your Shareview Portfolio. Once you have logged in, simply click 'View' on the 'My Investments' page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, go to www.shareview.co.uk and enter the requested information. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication processes.
8. 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. Your proxy must be lodged by 11.00 a.m. on 15 October 2025 in order to be considered valid or, if the

meeting is adjourned, by the time which is 48 hours (excluding non-Business Days) 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.

9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by using the procedures described in the CREST Manual (available from 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.
10. 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 to be received by the issuer's agent (ID RA19) by 11.00 a.m. on 15 October 2025. 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.
11. 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.
12. In accordance with Section 314 of the Companies Act 2006, a shareholder or shareholders having a right to vote at the meeting and holding at least five per cent. (5 per cent.) of the total voting rights of the Company (see Note 14 below), or at least 100 shareholders having a right to vote at the meeting and holding, on average, at least £100 of paid share capital, may require the Company to publish on its website a statement setting out any matter that such shareholder(s) propose to raise at the meeting with respect to a matter referred to in a proposed resolution or other business to be dealt with at the meeting.

Any such request must:

 - 12.1 identify the statement to which it relates, by either setting out the statement in full or, if supporting a statement requested by another shareholder, clearly identifying the statement which is being supported;
 - 12.2 comply with the requirements set out in Note 12 above; and
 - 12.3 be received by the Company at least one week before the meeting. Where the Company is required to publish such statement on its website:
 - 12.4 it may not require the shareholder(s) making the request to pay any expenses incurred by the Company in complying with the request; and
 - 12.5 the statement may be dealt with as part of the business of the meeting.
13. Any request by a shareholder or shareholders to require the Company to publish as statement as set out in Note 12 above:
 - 13.1 may be made either:
 - 13.1.1 in hard copy, by sending it to the Company Secretary, Paypoint plc, 1 The Boulevard, Shire Park, Welwyn Garden City, Hertfordshire, AL7 1EL, United Kingdom; or
 - 13.1.2 in electronic form, by sending it to CompanySecretary@paypoint.com (please state "Special Dividend General Meeting" in the subject line of the email);
 - 13.2 must state the full name(s) and address(es) of the shareholder(s); and
 - 13.3 where the request is made in hard copy from or by fax must be signed or authenticated by the shareholder(s).
14. As at 26 September 2025 (being the latest practicable date prior to the publication of this notice) the Company's issued share capital consists of 69,122,970 Ordinary Shares of 1/3 pence each. No shares are held in Treasury. Therefore, the total voting rights in the Company as at 26 September 2025 is 69,122,970.
15. Shareholders have the right to ask questions at the meeting relating to the business being dealt with at the meeting in accordance with Section 319A of the Companies Act 2006. The Company must answer any such questions unless:
 - 15.1 to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information;
 - 15.2 the answer has already been given on a website in the form of an answer to a question; or
 - 15.3 it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

16. Where a copy of this notice is being received by a person who has been nominated to enjoy information rights under Section 146 of the Companies Act 2006 ("Nominee"):
- 16.1 the Nominee may have a right under an agreement between the Nominee and the shareholder by whom he/she was appointed, to be appointed, or to have someone else appointed, as a proxy for the meeting; or
 - 16.2 if the Nominee does not have any such right or does not wish to exercise such right, the Nominee may have a right under any such agreement to give instructions to the shareholder as to the exercise of voting rights.
- The statement of the rights of shareholders in relation to the appointment of proxies in Notes 3 to 9 above does not apply to a Nominee. The rights described in such notes can only be exercised by shareholders of the Company.
17. A shareholder which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative, and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.
18. The circular containing this Notice of General Meeting will be available for inspection during normal business hours at the registered office of the Company from the date of this notice until the time of the meeting.
19. The information required by Section 311A of the Companies Act 2006 to be published in advance of the meeting, which includes the matters set out in this notice and information relating to the voting rights of shareholders is available at <https://www.paypointbusiness.com/corporate>.