

Quantum Base Holdings plc

Notice is hereby given that the Annual General Meeting (the “**Meeting**”) of Quantum Base Holdings plc (the “**Company**”) will be held at the Department of Physics, Physics Avenue, Lancaster University, Lancaster LA1 4YB on 1 December 2025 at 11.00 a.m. to consider, and if thought fit, pass the following resolutions. Resolutions 1 to 10 (inclusive) will be proposed as ordinary resolutions and resolutions 11 to 13 (inclusive) will be proposed as special resolutions.

Ordinary Business

Ordinary Resolutions

1. To receive and adopt the Annual Report and Accounts of the Company for the period ended 30 April 2025 and the reports of the Directors and independent auditors thereon.
2. To approve the Directors’ Remuneration Report (outlined within the Report of the Remuneration Committee) set out on pages 22 to 25 of the Annual Report and Accounts of the Company for the period ended 30 April 2025.
3. To re-appoint Robert Young as a director of the Company who retires by rotation.
4. To re-appoint Phillip Speed as a non-executive director of the Company who retires by rotation.
5. To re-appoint Thomas Taylor as a director of the Company who retires by rotation.
6. To re-appoint Mark Fahy as a non-executive director of the Company who retires by rotation.
7. To re-appoint Lucy Tarleton as a non-executive director of the Company who retires by rotation.
8. To re-appoint Adrian Collins as a non-executive director of the Company who retires by rotation.
9. To re-appoint Crowe U.K. LLP as independent auditors of the Company, from the conclusion of this Annual General Meeting until the conclusion of the next general meeting of the Company at which accounts are laid and to authorise the directors to determine the auditors’ remuneration.

Special Business

Ordinary Resolutions

10. To resolve that the directors be and are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the “**Act**”), to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares:
 - 10.1 up to a maximum nominal amount (within the meaning of Section 551(3) and (6) of the Act) of £21,360 (such amount to be reduced by the nominal amount allotted or granted under paragraph 11.2 below in excess of such amount); and
 - 10.2 comprising equity securities (as defined in Section 560(1) of the Act) up to an aggregate nominal amount (within the meaning of Section 551(3) and (6) of the Act) of £42,720 (such amount to be reduced by any allotments or grants made under paragraph 11.1 below) in connection with or pursuant to an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever,

these authorisations to expire at the conclusion of the next Annual General Meeting of the Company (or if earlier on the date which is 15 months after the date of this Annual General Meeting), unless previously revoked or varied by the Company (save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry, and the directors may allot shares, or grant rights to subscribe for or to convert any security into shares in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired).

Special Resolutions

11. To resolve that, subject to the passing of resolution 10 set out above, the directors be and are hereby given power pursuant to Sections 570(1) and 573 of the Act to allot equity securities (as defined in Section 560(1) of the Act) for cash pursuant to the authorisation conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares, as if Section 561 of the Act did not apply to any such allotment or sale, provided that such authority be limited:
 - 11.1 to the allotment of equity securities for cash in connection with or pursuant to an offer of, or invitation to acquire, equity securities (but in the case of the authorisation granted under resolution 11.2 above, by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and
 - 11.2 to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 12.1 above) up to an aggregate nominal amount of £6,408, such authority to expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on the date which is 15 months after the date of this Annual General Meeting), unless previously revoked or varied by the Company (save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired).
12. That, subject to the passing of resolution number 11 above, the directors be and they are hereby empowered, pursuant to section 570 of the Act, to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution number 12 or by way of a sale of treasury shares as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - 12.1 the allotment of equity securities up to an aggregate nominal amount of £6,408; and
 - 12.2 used for the purposes of financing (or refinancing, if such refinancing occurs within six months of the original transaction) a transaction which the directors determine to be an acquisition or other 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 shall expire upon the expiry of the general authority conferred by resolution 12 above, except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted and/or shares held by the Company in treasury to be sold or transferred after such expiry and the directors may allot equity securities and/or sell or transfer shares held by the Company in treasury in pursuance of such offers or agreements as if the power conferred by this resolution had not expired.
13. To authorise the Company generally and unconditionally for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of any of the ordinary shares in the capital of the Company on such terms and in such manner as the directors may from time to

time determine, such shares to be either held as treasury shares or cancelled as the board may determine, provided that:

- 13.1 the maximum aggregate number of shares that may be purchased is 6,408,031;
- 13.2 the minimum price that may be paid for each ordinary share is the nominal amount of such share which amount shall be exclusive of expenses, if any;
- 13.3 the maximum price (exclusive of expenses) which may be paid for each ordinary share is an amount equal to the higher of:
 - 13.3.1 105 per cent. of the average of the middle market quotations for the ordinary shares of the Company (as derived from the AIM Appendix to the Daily Official List of London Stock Exchange plc) for the five business days immediately preceding the day on which such share is contracted to be purchased; and
 - 13.3.2 the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange as stipulated by the Commission-adopted Regulatory Technical Standards pursuant to article 5(6) of the Market Abuse Regulation;
- 13.4 the Company may, before this authority expires, make a contract to purchase ordinary shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired; and
- 13.5 unless previously renewed, revoked or varied, this authority shall expire on the date which is 15 months after the date of this Annual General Meeting, or if earlier, at the conclusion of the next Annual General Meeting of the Company.

You can register your vote(s) for the Annual General Meeting either:

- by visiting www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions;
- by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 6 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by **11.00 a.m. on 27 November 2025**.

By order of the Board

Robert Young
Chief Scientific Officer

6 November 2025

Registered Office: Alpha House, 4 Greek Street, Stockport, Cheshire, United Kingdom SK3 8AB

Registered in England and Wales No. 12502915

Notes to the AGM

1. Only those shareholders registered in the Company's register of members at **11.00 a.m. on 27 November 2025**; or if this meeting is adjourned, at 11.00 a.m. on the day two days prior to the adjourned meeting (excluding non-business days) shall be entitled to vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
2. Any member wishing to vote at the meeting without attending in person or (in the case of a corporation) through its duly appointed representative must appoint a proxy to do so. You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. A proxy need not be a shareholder of the Company. To appoint more than one proxy, please return a separate form in relation to each proxy to the Company's registrar, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, clearly indicating next to the name of each proxy the number and class of shares in respect of which he is appointed. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by the shareholder will result in the proxy appointment being invalid. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
3. A form of proxy accompanies this notice and the notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. You are advised to read the terms and conditions of use carefully.
4. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).
5. 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/site/public/EU). 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.
6. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by Share Registrars Limited (ID: 7RA36) not later than 48 hours before the time fixed for the Annual 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 Share Registrars Limited is able to retrieve the message by enquiry to CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages and normal system timings and limitations will apply in relation to the input of a CREST Proxy Instruction. It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. 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.
7. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed notice clearly stating your intention to revoke your proxy appointment to the Company's registrar, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, by no later than **11.00 a.m. on 27 November 2025**. In the case of a member that is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the Company or a duly appointed attorney for the Company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Share Registrars Limited no later than **11.00 a.m. on 27 November 2025**. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, then your proxy appointment will remain valid.
8. As at 6.30 p.m. on **5 November 2025** (the latest practicable date prior to the printing of this notice) (i) the Company's issued share capital consisted of **64,080,319** ordinary shares, carrying one vote each, and (ii) the total voting rights in the Company were **64,080,319**. The Company's website will include information on the number of shares and voting rights.
9. The Company is proposing to allow shareholders the opportunity to raise any issues or concerns arising from the business proposed to be conducted at the meeting. Appropriate questions on the business of the meeting should be emailed to investors@quantumbase.com before **11.00 a.m. on 27 November 2025** and responses will be posted on the Company's website, <https://investors.quantumbase.com/> on the morning of the Annual General Meeting. The Company must answer any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
10. The register of directors' interests in the shares of the Company and copies of the directors' service contracts and letters of appointment, other than those expiring or determinable without payment of compensation within one year, are available for inspection at the registered office of the Company during the usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this notice until the Annual General Meeting, and will be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to and during the meeting.
11. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders registered in the register of members of the Company **11.00 a.m. on 27 November 2025** shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

12. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
13. There are set out below notes to the resolutions to be passed at the Annual General Meeting. If you require further guidance, you should contact your solicitor or financial adviser.

Explanatory Notes to the Resolutions to be proposed at the Annual General Meeting

Resolution 1

Annual Report and Accounts

The Directors will present the audited financial statements of the Company for the period ended 30 April 2025 together with the Directors' report and the auditor's report on those financial statements.

Resolution 2

Directors' Remuneration Report

To approve the Directors' Remuneration Report (outlined within the Report of the Remuneration Committee) set out on pages 22 to 25 of the Annual Report and Accounts of the Company for the period ended 30 April 2025.

This vote is advisory only and the Directors' entitlement to remuneration is not conditional on the Resolution being passed.

Resolutions 3 to 8 inclusive

Re-election of Directors

Under the Articles of Association of the Company, all directors appointed by the Board after the first annual general meeting shall retire at the annual general meeting following appointment and shall then be eligible for re-election and at least one third of the total number of directors shall retire at the annual general meeting and shall then be eligible for re-election. Brief biographical details of each of the directors can be found in the Annual Report and Accounts and on the Company's website <https://investors.quantumbase.com/>.

Resolution 9

Re-appointment of Auditors and Fixing of Auditors' Remuneration

At every Annual General Meeting at which accounts are laid before shareholders, the Company is required to appoint an auditor to hold office from the end of the meeting until the next such meeting. This Resolution 9 proposes that Crowe U.K. LLP be re-appointed as the Company's auditors to hold office until the next Annual General Meeting and that the directors be authorised to set their remuneration.

Resolution 10

General Authority to Allot New Shares

Resolution 10, if passed, will grant authority for the directors to issue new shares within the best practice limits set by The Investment Association. The authority set out in paragraph 10.1 would permit allotments of new shares up to approximately one-third of the current issued share capital. The authority set out in paragraph 10.2 would permit allotments of new shares up to approximately two-thirds of the current issued share capital but would apply only in the case of an allotment of shares made pursuant to a rights issue (pre-emptive offer). The power granted by this resolution will expire on the conclusion of next year's Annual General Meeting or, if earlier, on the date which is 15 months after the date of this Annual General Meeting.

Resolution 11

General Disapplication of Pre-emption Rights

Resolution 11, which is proposed as a special resolution, will, if passed, give the directors power, pursuant to the authority to allot granted by resolution 10, to allot equity securities (as defined by section 560 of the Act) or sell treasury shares for cash without first offering them to existing shareholders in proportion to their

existing holdings: (a) in relation to pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities or as the directors otherwise consider necessary, up to a maximum nominal amount of £21,360 which represents approximately one-third of the current issued share capital (excluding treasury shares) as at **31 October 2025** (being the latest practicable date prior to the publication of this notice) and, in relation to rights issues only, up to a maximum additional amount of £42,720 which represents approximately two thirds of the current issued share capital (excluding treasury shares) as at **31 October 2025** (being the latest practicable date prior to the publication of this notice); and (b) in any other case, up to a maximum nominal amount of £6,408 which represents approximately 10 per cent. of the Company's issued ordinary share capital (excluding treasury shares) as at **31 October 2025** (being the latest practicable date prior to the publication of this notice).

The power granted by this resolution will expire on the conclusion of the next Annual General Meeting of the Company (or, if earlier, on the date which is 15 months after the date of this Annual General Meeting). The directors have no present intention to exercise the authority conferred by this resolution.

Resolution 12

Disapplication of statutory pre-emption rights to finance an acquisition or other capital investment

In addition to the powers granted by Resolution 10, Resolution 11 will empower the directors to allot ordinary shares in the capital of the Company for cash on a non-pre-emptive basis:

- up to a maximum nominal value of £6,408, representing approximately 10 per cent. of the issued ordinary share capital of the Company as at **31 October 2025** (the latest practicable date before publication of this document); and
- used only for the purposes of financing (or refinancing, if such financing occurs within six months of the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles of Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

The rights of pre-emption disapplication sought pursuant to Resolutions 10 and 11 represent, in aggregate, approximately 20 per cent. of the issued ordinary share capital of the Company as at **31 October 2025**.

Resolution 13

Authority to make market purchases of own shares

Resolution 13, which is proposed as a special resolution, will give the Company authority to purchase its own shares in the market up to a limit of approximately 10 per cent. of its issued ordinary share capital (excluding treasury shares) as at **31 October 2025**, being the latest practicable date prior to the publication of this notice. The maximum and minimum prices are stated in the resolution. Whilst they do not currently have any intention to utilise this authority the directors believe that it is advantageous for the Company to have this flexibility to make market purchases of its own shares. The directors will exercise this authority only if they are satisfied that a purchase would result in an increase in expected earnings per share and would be in the interests of shareholders generally. In the event that shares are purchased, they would either be cancelled (and the number of shares in issue would be reduced accordingly) or, in accordance with the Companies Act 2006, be retained as treasury shares. The Company may consider holding repurchased shares pursuant to the authority conferred by this resolution as treasury shares. This gives the Company the ability to transfer treasury shares quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base.

