



Dear Shareholder,

I am pleased to notify you that the 66th Annual General Meeting ("AGM") of the Company will be held on Thursday 29 January 2026 at 11.00am at Renew Holdings plc, 3125 Century Way, Thorpe Park, Leeds LS15 8ZB. The formal notice of the AGM (the "Notice") and the resolutions to be proposed at the AGM are set out on pages 2 to 6 of this document.

Voting

Shareholders can submit their votes in advance. This can be completed:

- **Online:** Via our registrar's website at <https://uk.investorcentre.mpms.mufig.com/>
- **By CREST:** Via the CREST electronic proxy appointment service (for CREST members)
- **By post:** FREEPOST PXS 1
- **By Proximity:** If you are an institutional investor, via Proximity's website at www.proximity.io

All votes submitted in advance must be received by no later than 11.00am on 27 January 2026. Further details on the voting procedure can be found on page 4. The results of the voting will be published on our website as soon as is reasonably practicable following the conclusion of the AGM.

Questions

The Annual General Meeting is typically a good opportunity for shareholders to meet with the Directors when they can provide an update on the Company's business and answer shareholders' questions. To ensure that shareholders have an opportunity to engage with the Board, this year the Board will be pleased to answer questions proposed in advance of the meeting via email to info@renewholdings.com, provided the questions are received before 11.00am on 27 January 2026.

Support

For help please contact MUFG Corporate Markets by phone on +44 (0)371 664 0300 (calls are charged at the standard geographical rate and will vary by provider). Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00am and 5.30pm, Monday to Friday excluding public holidays in England and Wales. Alternatively, you can contact MUFG Corporate Markets by email using: shareholderenquiries@cm.mpms.mufig.com.

Shareholder Communications

The majority of shareholders choose to receive Annual Reports and Notices of meetings electronically. This has a number of advantages for the Company and its shareholders. It increases the speed of communication, saves you time and reduces print and distribution costs and our impact on the environment.

Company law requires that the Company asks shareholders to consent to the receipt of communications electronically and via a website*. Please note that if you consent to website publication you will continue to be notified in writing and through the release of an announcement on the London Stock Exchange each time the Company places a statutory communication on the website. Annual Reports and other documents which are required to be sent to shareholders ('shareholder information') are published on our website. If you consent, the website will be the way in which you access all future shareholder information.

Please note that you still have the right to request hard copies of shareholder information at no charge.

- If you would like to receive notifications by email, you can register your email address via the Investor Centre <https://uk.investorcentre.mpms.mufig.com/> or write to FREEPOST SAS (no stamp or further address detail is required. Please write in BLOCK CAPITALS)
- If you would like to receive shareholder information by means of a website, there is nothing more you need to do. You will be notified by post when shareholder information has been placed on the website.
- If you would like to receive shareholder information in hard copy form, you can register your request via the Investor Centre <https://uk.investorcentre.mpms.mufig.com/> or write to FREEPOST SAS (no stamp or further address detail is required. Please write in BLOCK CAPITALS)

Please note that if you hold your shares corporately or in a CREST account, you are not able to use the Investor Centre to inform us of your preferred method of communication and should instead write to FREEPOST SAS (no stamp or further address detail is required. Please write in BLOCK CAPITALS).

If we do not receive a reply from you within 28 days of the date of dispatch of this letter, you will be deemed to have consented to website publication of shareholder information and you will not receive hard copies of shareholder information in the post.

* The Company reserves the right to send hard copy documents to shareholders where, for example, overseas securities laws do not permit electronic communication or in other circumstances where the Company considers that electronic delivery may not be appropriate.

David Brown

Chairman

19 December 2025

NOTICE OF ANNUAL GENERAL MEETING

Renew Holdings plc

Renew Holdings plc (the “Company”)

Notice of Annual General Meeting (“AGM”)

Notice is hereby given that the 66th AGM of the Company will be held at Renew Holdings plc, 3125 Century Way, Thorpe Park, Leeds LS15 8ZB, on Thursday 29 January 2026 at 11.00am to consider and, if thought fit, pass resolutions 1 to 13 below as ordinary resolutions and resolutions 14 to 16 below as special resolutions.

The meeting will consider the following business:

1. To receive, approve and adopt the Company’s audited financial statements for the year ended 30 September 2025 and the reports of the Directors and auditor thereon.
2. To declare a final dividend for the year ended 30 September 2025 of 13.33p per Ordinary Share in the capital of the Company to be paid on 20 March 2026 to shareholders who appear on the register at the close of business on 13 February 2026.
3. To re-elect David Brown as a Director of the Company.
4. To re-elect Shatish Dasani as a Director of the Company.
5. To re-elect Stephanie Hazell as a Director of the Company.
6. To re-elect Liz Barber as a Director of the Company.
7. To re-elect Paul Scott as a Director of the Company.
8. To re-elect Sean Wyndham-Quin as a Director of the Company.
9. To approve, on an advisory basis, the Annual Statement and the Annual Report on Remuneration as set out in the Directors’ Remuneration Report of the Company’s Annual Report and Accounts for the year ended 30 September 2025.
10. To approve, on an advisory basis, the Directors’ Remuneration Policy, as set out in the Directors’ Remuneration Report of the Company’s Annual Report and Accounts for the year ended 30 September 2025.
11. To re-appoint Ernst & Young LLP as auditor of the Company.
12. To authorise the Audit and Risk Committee of the Board of Directors of the Company to determine the remuneration of the auditor.
13. THAT the Directors of the Company (the “Directors”) be and are generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the “Act”) to exercise all the powers of the Company to allot shares in the capital of the Company (“Shares”) or grant rights to subscribe for or to convert any security into Shares (“Rights”) up to an aggregate nominal amount of £2,638,292, such authority to apply in substitution for all previous authorities pursuant to Section 551 of the Act to the extent unutilised and to expire at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on 29 April 2027 (unless renewed, varied or revoked by the Company prior to or on such date) but, in each case, save that the Company may make offers and enter into agreements before this authority expires which would, or might, require Shares to be allotted or Rights to be granted after this authority expires and the Directors may allot such Shares or grant such Rights pursuant to any such agreement as if this authority had not expired.
14. THAT, subject to the passing of resolution 13, the Directors of the Company (the “Directors”) be empowered to allot equity securities (as defined in the Companies Act 2006 (the “Act”)) for cash under the authority given by resolution 13 and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, such power to be limited:
 - (a) in connection with an offer by way of a rights issue or other pre-emptive issues to holders of Ordinary Shares in the capital of the Company in proportion (as nearly may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, record dates, or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange;
 - (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount of £791,566; 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 Directors determine 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 power to expire at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on 29 April 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/or treasury shares to be sold) after the power expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the power had not expired.
15. THAT, subject to the passing of resolution 13, the Directors of the Company (the “Directors”) be empowered in addition to any power granted under resolution 14 to allot equity securities (as defined in the Companies Act 2006 (the “Act”)) for cash under the authority given by resolution 13 and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, such power to be limited:
 - (a) to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £791,566, such power to be used only for the purposes of financing (or refinancing, if the power is to be used within 12 months after the original transaction) a transaction which the Directors determine 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 Directors determine 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 power to expire at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on 29 April 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/or treasury shares to be sold) after the power expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the power had not expired.

16. To authorise the Company generally and unconditionally, for the purpose of section 701 of the Companies Act 2006 (the "Act"), to make one or more market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares in the capital of the Company provided that:
- (a) the maximum aggregate number of Ordinary Shares authorised by this resolution to be purchased is 7,915,669 (representing approximately 10 per cent of the Company's issued share capital as at the date of this notice);
 - (b) the minimum price which may be paid for such Ordinary Shares shall not be less than the nominal value of such share (exclusive of expenses);
 - (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is not more than the higher of:
 - (i) five per cent above the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and
 - (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System, and

unless previously revoked or varied, the authority conferred by this resolution 16 shall expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 29 April 2027, but in each case, prior to its expiry the Company may make a contract or contracts to purchase Ordinary Shares after such expiry, which contract or contracts will or may be executed wholly or partly after the expiry of such authority, and may purchase Ordinary Shares in pursuance of any such contract as if the authority conferred by this resolution 16 had not expired.

By order of the Board

Sean Wyndham-Quin CA

Company Secretary of Renew Holdings plc
19 December 2025

Registered Office:
Renew Holdings plc
3125 Century Way
Thorpe Park
Leeds LS15 8ZB

Registered in England and Wales No.: 650447

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

Renew Holdings plc

Notes

1. A member of the Company must be entered on the Register of Members at 8.00pm on 27 January 2026 (or the date which is two days (excluding Saturdays, Sundays and public/bank holidays in England) prior to any adjourned AGM) in order to be entitled to attend, speak and vote at the meeting as a member in respect of shares registered in their name at that time.
2. A member entitled to attend, speak and vote at the AGM may appoint one or more proxies (who need not be a member of the Company) to attend, speak and vote on their behalf whether by show of hands or on a poll. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by them.
3. Forms of proxy and the powers of attorney or other authority, if any, under which they are signed need to be deposited at the office of the Company's registrar, PXS 1, MUFG Corporate Markets, Central Square, 29 Wellington Street, Leeds LS1 4DL, not later than 48 hours before the time appointed for the meeting (excluding Saturdays, Sundays and public/bank holidays in England). Shareholders can vote electronically via the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.com/>.



4. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & International Limited ("Euroclear"), 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 issuer's agent (ID RA10) by 11.00am on 27 January 2026.

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 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.

CREST members and, where applicable, their CREST sponsors, or voting service provider(s), should note that Euroclear 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 their 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 provider(s) 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.

Proximity voting – if you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Company's registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 11.00am on 27 January 2026 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting (excluding Saturdays, Sundays and public/bank holidays in England). 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. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

6. As at 19 December 2025, the Company's issued share capital consisted of 79,156,691 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at such date were 79,156,691. No Ordinary Shares were held in treasury.
7. A copy of this Notice can be found at www.renewholdings.com.
8. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in this Notice (or in any related or accompanying document (including any proxy form)) to communicate with the Company for any purposes other than those expressly stated (if any).
9. Unless otherwise indicated on the Form of Proxy, CREST, Proximity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

Explanation of resolutions

Ordinary resolutions

Resolutions 1 to 13 are proposed as ordinary resolutions. Each of these resolutions will be passed if more than 50 per cent of the votes cast (in person or by proxy) are cast in favour of it.

- (a) **Resolution 1:** The Directors of the Company are required to present to shareholders at a general meeting the audited accounts of the Company and the reports of the Directors and auditor for the year ended 30 September 2025.
- (b) **Resolution 2:** A final dividend can only be paid after the shareholders have approved it at a general meeting. The Directors are recommending a final dividend of 13.33p per Ordinary Share, payable to shareholders on the register at the close of business on 13 February 2026. If approved, it is expected that the final dividend will be paid on 20 March 2026.
- (c) **Resolutions 3, 4, 5, 6, 7, and 8:** The Company's Articles of Association require one-third of the Directors to retire from office each year (or, if their number is not a multiple of three, the number nearest to but not greater than one-third). However, in line with best practice and the QCA Corporate Governance Code 2023 (being the relevant version of that code) all the Directors are retiring by rotation and seeking re-election at the AGM.

Biographical information for all the Directors standing for re-election is included on page 111 of the Directors' report in the Company's Annual Report and Accounts. Having considered the performance of and contribution made by each of the Directors and following formal performance evaluation for those Directors standing for re-election, the board of Directors (the "Board") remains satisfied that, and the Chair confirms that, the performance of each Director continues to be effective and to demonstrate commitment to the role and as such the Board recommends their re-election.

- (d) **Resolution 9:** The Annual Statement and the Annual Report on Remuneration is set out on pages 103 to 104 and 107 to 109 of the Directors' Remuneration Report in the Company's Annual Report and Accounts for the year ended 30 September 2025. The vote is advisory and the Directors' entitlement to remuneration is not conditional on it.
- (e) **Resolution 10:** The Directors' Remuneration Policy is set out on pages 105 to 106 of the Directors' Remuneration Report in the Company's Annual Report and Accounts for the year ended 30 September 2025. The vote is advisory and the Directors' entitlement to remuneration is not conditional on it.
- (f) **Resolution 11:** Resolution 11 relates to the appointment of Ernst & Young LLP as the Company's auditor to hold office until the next Annual General Meeting of the Company.
- (g) **Resolution 12:** It is normal practice for shareholders to resolve at the AGM that the Audit and Risk Committee decides on the level of remuneration of the auditor for the audit work to be carried out by it in the next financial year. The amount of the remuneration paid to the auditor for the next financial year will be disclosed in the next audited annual accounts of the Company.

- (h) **Resolution 13:** The Directors may only allot shares or grant rights over shares if authorised to do so by shareholders. The Investment Association ("IA") guidelines on authority to allot shares state that IA members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to one-third of a company's issued share capital. Accordingly, resolution 13, if passed, would authorise the Directors under Section 551 of the Act to allot new shares or grant rights to subscribe for, or convert any security into, new shares (subject to shareholders' pre-emption rights (unless and to the extent disapplied)) up to a maximum nominal amount of £2,638,292 representing the IA guideline limit of approximately one-third of the Company's issued Ordinary Share capital (excluding treasury shares (if any)) as at 19 December 2025, being the latest practicable date prior to the publication of this Notice.

Passing this resolution will ensure that the Directors continue to have the flexibility to act in the best interests of shareholders, when opportunities arise, by issuing new shares. There are no current plans to issue new shares except in connection with employee share schemes. This authority would expire at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on 29 April 2027.

Special resolutions

Resolutions 14 to 16 are special resolutions. Each of these resolutions will be passed if 75 per cent or more of the votes cast (in person or by proxy) are cast in favour of it.

- (i) **Resolutions 14 and 15:** In line with the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice (the "Pre-Emption Group Statement"):
 - (i) resolution 14 contains a three-part disapplication of statutory pre-emption rights: (A) in connection with a rights issue or other pre-emptive issues; (B) up to a maximum nominal amount of £791,566, which would equate to 7,915,660 Ordinary Shares in the capital of the Company, representing approximately 10 per cent of the Company's issued share capital (excluding treasury shares (if any)) as at 19 December 2025, being the latest practicable date prior to the publication of this Notice (otherwise than under the power referred to in (A)); and (C) up to a nominal amount equal to 20 per cent of any allotment under (B), but with such power to be used only for a follow-on offer (a "Follow-On Offer") which the Directors determine to be of a kind contemplated by paragraph 3 of section 2B of the Pre-Emption Group Statement; and
 - (ii) resolution 15 is a further disapplication of pre-emption rights (additional to those contained in resolution 14) limited to: (A) up to a maximum nominal amount of £791,566, which would equate to 7,915,660 Ordinary Shares in the capital of the Company, representing approximately 10 per cent of the Company's issued share capital (excluding treasury shares (if any)) as at 19 December 2025, being the latest practicable date prior to the publication of this Notice, to be used for the purposes of financing (or, in certain circumstances, refinancing) transactions which the Directors determine to be either an acquisition or a specified capital investment contemplated by the Pre-Emption Group Statement; and (B) up to a nominal amount equal 20 per cent of any allotment under (A), but with such power to be used only for a Follow-On Offer.

If passed, the powers granted by resolution 14 and resolution 15 will expire at the same time as the authority to allot shares given pursuant to resolution 13.

Explanation of resolutions continued

Special resolutions continued

- (j) **Resolution 16:** In certain circumstances it may be advantageous for the Company to purchase its own shares and this resolution seeks authority to do this. The Directors would only consider making purchases if they believed that such purchases would be in the best interests of shareholders generally having regard to the effect on earnings per share.

The resolution gives general authority for the Company to make purchases of up to 7,915,660 Ordinary Shares (being 10 per cent of the Company's Ordinary Share capital in issue at 19 December 2025). The minimum price and the method of determining the maximum price which may be paid for an Ordinary Share is set out in the resolution.

Companies are permitted to retain any of their own shares which they have purchased as treasury stock with a view to possible re-issue at a future date, rather than cancelling them. The Company will consider holding any of its own shares that it purchases pursuant to the authority conferred by this resolution as treasury stock. This would give the Company the ability to re-issue treasury shares quickly and cost-effectively, and would provide the Company with additional flexibility in the management of its capital base.

This authority would expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 29 April 2027.



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Registered in England and Wales