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If you have sold or otherwise transferred all your shares in Datalex plc, please pass this document and the accompanying Form of Proxy to the purchaser or the transferee, or to the stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



Datalex plc

Notice of Annual General Meeting

**to be held on 17 September 2026 at 1.30 p.m. (Dublin time)
at Part Ground Floor, Block One, The Oval, Shelbourne Road, Dublin 4, Ireland**

A letter from the Chairman of Datalex plc is set out on pages 2 to 3 of this document.

Your attention is drawn to the notice of the Annual General Meeting of the Company which will be held at Part Ground Floor, Block One, The Oval, Shelbourne Road, Dublin 4, Ireland on 17 September 2026 at 1.30 p.m. (Dublin time) which is set out on pages 6 to 10 of this document.

To be valid, a Form of Proxy for use at the Annual General Meeting must be delivered to Computershare Investor Services (Ireland) Limited, PO Box 13030, Dublin 24, Ireland (if delivered by post) or at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland (if delivered by hand) as soon as possible and, in any event, so as to be received not less than 1.30 p.m. on 15 September 2026. Alternatively, you may appoint a proxy electronically, by visiting the website of the Company's Registrar at www.eproxyappointment.com. You will need your control number, shareholder reference number and your PIN number, which can be found on your Form of Proxy.

LETTER FROM THE CHAIRMAN

DATALEX PUBLIC LIMITED COMPANY

(Incorporated and registered in Ireland with registered number 329175)

Directors

David Hargaden (*Chairman*)
Jonathan Rockett (*Chief Executive Officer*)
John Bateson
Gillian French
Peter Lennon
Mike McGearty

Registered Office

Part Ground Floor, Block
One, The Oval, Shelbourne
Road, Dublin 4, Ireland

24 August 2026

Dear Shareholder

The Annual General Meeting of the Company will be held at Part Ground Floor, Block One, The Oval, Shelbourne Road, Dublin 4, Ireland on 17 September 2026 at 1.30 p.m. (Dublin time). Notice of the Annual General Meeting is attached.

In addition to the Ordinary Business to be transacted at the meeting, which is referred to in Resolutions 1 to 4 in the Notice, the Directors propose that Special Business, as set out in Resolutions 5 and 6 in the Notice, be transacted at the meeting for the purposes explained below.

Ordinary business of the AGM

Resolution 1 is asking members to receive and consider the Financial Statements and the reports of the Directors and Auditors for 2025 and to review the affairs of the Company.

Resolution 2 relates to the re-election of Directors in accordance with the Company's Articles of Association. Your Company benefits from the diverse skills and broad commercial experience that the Directors bring to the Company and the Board is pleased to recommend the election or re-election of each of the Directors. Biographical details of the Directors appear in the Appendix to this document.

Resolution 3 deals with the authorisation of the Board to fix the remuneration of the Auditor.

Resolution 4 seeks approval from shareholders for the appointment of PricewaterhouseCoopers as Auditor in place of Deloitte who will resign from office at the conclusion of the Annual General Meeting.

Special business of the AGM

Resolution 5 will be proposed as an Ordinary Resolution to authorise the Directors to allot shares up to an aggregate nominal amount of \$6,274,942 representing approximately one third of the Company's issued share capital (excluding treasury shares) as at the date of this document. The Directors have no present intention of making any new issue of shares pursuant to this authority and will exercise this authority only if they consider it to be in the best interests of Shareholders generally at that time. This authority will, if not renewed, expire on the earlier of the next AGM, or 16 December 2027.

Resolution 6 will be proposed as a Special Resolution to renew the Directors' power to allot shares for cash other than strictly pro-rata to existing shareholdings. The proposed power is limited to (i) the allotment of shares for cash in connection with any rights issue (or other pro-rata offer) to Shareholders and (ii) otherwise in an amount up to an aggregate nominal amount of \$1,882,482, representing approximately 10% of the nominal value of the Company's issued share capital as at the date of this document. This authority will, if not renewed, expire on the earlier of the next AGM, or 16 December 2027.

Action to be taken by you

The Company welcomes shareholders to attend and vote at the Annual General Meeting in person again this year. Your participation at the AGM is important to the Company, and I would encourage every shareholder to take part in the meeting either by attending the AGM or, if you are not able to attend, by completing and returning a form of proxy or making an electronic proxy appointment. The return of a form of proxy will not preclude a registered shareholder from attending the meeting and voting in person if he or she wishes to do so.

You will find enclosed a form of proxy which, if you wish to appoint a proxy, must be completed and signed in accordance with the instructions and notes on the form and must be returned to the Company's registrar, Computershare Investor Services (Ireland) Limited, PO Box 13030, Dublin 24, Ireland (if delivered by post) or at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland (if delivered by hand) as soon as possible and, in any event, so as to be received not later than 48 hours before the time appointed for holding the meeting.

Recommendation

The Directors consider the Resolutions to be proposed at the Annual General Meeting to be in the best interests of the Company and its shareholders as a whole and, accordingly, they unanimously recommend shareholders to vote in favour of each of the Resolutions as they intend to do in respect of their own beneficial holdings.

Yours faithfully

David Hargaden
Chairman

Appendix

Biographical Details of the Directors

David Hargaden (non-executive Chairman)

David Hargaden was appointed as Non-Executive Chairman of Datalex in November 2019. David Hargaden is an experienced Board member and technology investor. He is the former Executive Chairman and CEO of Unity Technology Solutions, one of Ireland's leading IT Managed Services businesses. In addition to this, David is a former Non-Executive Director of ding.com, the international mobile top-up provider (2006 to 2021); a former Non-Executive Chairman of CarTrawler.com, Europe's largest car rental site (2004 to 2011); and a founder and former Non-Executive Chairman of myHome.ie, Ireland's largest property portal (2001 to 2006). David was Head of Corporate Finance at BDO Ireland (2001 to 2008) and Managing Partner at Hargaden Moor, Chartered Accountants from 1992 to 2001. He has also been Chairman of Point Information Systems and eWare, software development companies specialising in CRM.

Jonathan Rockett (Chief Executive Officer)

Jonathan Rockett took up the role as Executive Director and Chief Executive Officer on 9 November 2023. Having previously held the role of Managing Director at Ding, and prior to that the role of Chief Financial Officer for over 5 years, Jonathan is an experienced executive at the senior leadership level. Prior to a 10 year tenure with Ding spanning from 2013, he held senior positions in both PaddyPower and PwC for several years. In addition to this, Jonathan has been an official member of the Forbes Finance Council since 2018.

John Bateson (non-executive director)

John Bateson was appointed as Non-Executive Director on 20 November 2006. John Bateson is the Managing Director of International Investment and Underwriting Unlimited Company, a related party. John is a Business Studies graduate of Trinity College Dublin and, having qualified with KPMG, is a Fellow of the Institute of Chartered Accountants in Ireland. Prior to joining International Investment and Underwriting Unlimited Company, John spent six years with the corporate finance arm of NCB Group.

Gillian French (non-executive director)

Gillian French was appointed as a non-executive director on 22 June 2023. Gillian has her own consultancy business SISU Consulting Services LTD that specialises in organisation development and design. Gillian also served as Chief People Strategist for Workvivo for 4 years and has held senior leadership positions across various businesses for over 20 years. Prior to joining Workvivo in 2021, Gillian was the Chief People Officer for Cubic Telecom, a global vehicle software solution business, from 2019 to 2021. Gillian was also the Chief People Officer at CarTrawler from 2014 to 2018, and prior to this held the role of Director of Human Resources from 2007. In addition to this, Gillian previously was an advisory Board member for ReganWall, a leading Irish business law firm.

Peter Lennon (non-executive director)

Peter Lennon has been a Non-Executive Director of Datalex since 1993. Peter Lennon brings a wealth of specialised legal and industry expertise. A practicing lawyer and partner in the law firm Ronan Daly Jermyn, he specialises in litigation and advises many Irish and English underwriters and airlines on liability claims matters.

Mike McGearty (non-executive director)

Mike McGearty was appointed as a Non-Executive Director in December 2019 and as the Lead Independent Director in January 2020. Mike McGearty is CEO and Co-Founder of Meili, a travel technology company transforming how ancillary products are distributed through direct partnerships. Since founding Meili, Mike has led the company through rapid growth and international expansion. Today, Meili powers partnerships between leading global car

rental providers and over 50 international travel brands, including some of the world's largest airlines. Prior to Meili, Mike was CEO of CarTrawler, where he oversaw the company's rise to global leadership in car rental distribution, completing two major private equity transactions and scaling revenue from €1m to more than €200m annually. Earlier in his career, Mike held roles at eWare and Point Information Systems, two CRM software companies that were acquired by SAGE plc and S1 respectively. Mike is a Chartered Management Accountant and currently serves as Chairman of the Board at CitySwift, a high-growth technology platform for bus companies.

Datalex plc (the “Company”)
Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Company will be held at Part Ground Floor, Block One, The Oval, Shelbourne Road, Dublin 4, Ireland on 17 September 2026 at 1.30 p.m. (Dublin time) for the following purposes:

As ordinary business:

1. Following a review of the Company’s affairs, to receive and consider the financial statements for the year ended 31 December 2025 together with the report of the directors and auditors thereon. (Resolution 1)
2. As separate resolutions:
 - (a) To re-elect David Hargaden as a Director of the Company. (Resolution 2(a))
 - (b) To re-elect Jonathan Rockett as a Director of the Company. (Resolution 2(b))
 - (c) To re-elect John Bateson as a Director of the Company. (Resolution 2(c))
 - (d) To re-elect Gillian French as a Director of the Company. (Resolution 2(d))
 - (e) To re-elect Peter Lennon as a Director of the Company. (Resolution 2(e))
 - (f) To re-elect Mike McGearty as a Director of the Company. (Resolution 2(f))
3. To authorise the Directors to fix the remuneration of the auditors. (Resolution 3)
4. To appoint PricewaterhouseCoopers as auditors to the Company. (Resolution No. 4)

As special business:

5. To consider and if thought fit to pass the following resolution as an Ordinary Resolution: (Resolution 5)

That the Directors be and are hereby authorised pursuant to and in accordance with Section 1021(1) of the Companies Act 2014 (as amended) (the “**Act**”), in substitution for all existing such authorities, to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 1021 of the Act) up to an aggregate nominal amount of \$[6,274,942] during the period commencing on the date of the passing of this Resolution and expiring on the earlier of the next AGM or 16 December 2027, provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

6. To consider and, if thought fit, pass the following resolution as a Special Resolution: (Resolution 6)

That, subject to the passing of Resolution 5, the Directors be and are hereby empowered pursuant to section 1023 of the Companies Act 2014 (as amended) (the “**Act**”) to allot equity securities (within the meaning of Section 1023 of the Act) for cash under the authority given by Resolution 5 as if sub-section (1) of section 1022 of the Act did not apply to any such allotment, provided that this power shall be limited: (i) to the allotment of equity securities in connection with a rights issue, open offer or other invitation to or in favour of the holders of ordinary shares of \$0.10 each where

the equity securities respectively attributable to the interests of such holders are proportional (as nearly as may be) to the respective numbers of ordinary shares held by them (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements that would otherwise arise or with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory, or otherwise howsoever); and (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of \$[1,882,482], during the period commencing on the date of the passing of this Resolution 6 and expiring the earlier of the next AGM or 16 December 2027, provided that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power hereby conferred had not expired.

By order of the Board

Renata Mesquita
Company Secretary

Part Ground Floor,
Block One, The Oval,
Shelbourne Road,
Dublin 4,
Ireland
24 August 2026

Notes:**Entitlement to attend and vote**

- (1) Only those shareholders registered on the Company's register of members at:
- 6.00 p.m. on 13 September 2026; or
 - if the Annual General Meeting is adjourned, at 6.00 p.m. on the day four days prior to the adjourned Annual General Meeting
- shall be entitled to attend and vote at the Annual General Meeting.

Attending in person

- (2) The Annual General Meeting will be held at Part Ground Floor, Block One, The Oval, Shelbourne Road, Dublin 4, Ireland. If you wish to attend the Annual General Meeting in person, you are recommended to attend at least 15 minutes before the time appointed for holding the Annual General Meeting to allow time for registration. Please bring the attendance card attached to your Form of Proxy and present it at the shareholder registration desk before the commencement of the Annual General Meeting.

Appointment of proxies

- (3) A Shareholder (a registered member of the Company) who is entitled to attend, speak and vote at the AGM is entitled to appoint a proxy (or more than one proxy as alternates) to attend, speak and vote instead of the Shareholder (please see notes (4) to (8) below). Persons who hold their interests in ordinary shares through the Euroclear Bank system or as CDIs (CREST Depository Interests) should see notes (9) to (13) below and consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments and voting instructions for the AGM through the respective systems.
- (4) A member may appoint more than one proxy to attend and vote at the Annual General Meeting in respect of shares held in different securities accounts. A member acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees provided each proxy is appointed to exercise rights attached to different shares held by that member. A proxy need not be a member of the Company.
- (5) A Form of Proxy for use by members is enclosed with this Notice of Annual General Meeting (or is otherwise being delivered to shareholders). Completion of a Form of Proxy (or submission of proxy instructions electronically) will not prevent a shareholder from attending the Annual General Meeting and voting in person should he or she wish to do so.
- (6) To be valid, the Form of Proxy and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority) must be delivered to Computershare Investor Services (Ireland) Limited, PO Box 13030, Dublin 24, Ireland (if delivered by post) or at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland (if delivered by hand) as soon as possible and, in any event, so as to be received not less than forty-eight hours before the time for the holding of the meeting, or any adjournment thereof.

- (7) In the case of a corporation, the instrument shall be executed either under its common seal or under the hand of an officer or attorney duly authorised on its behalf. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the Register of Members in respect of a joint holding. If a proxy is executed under a power of attorney or other authority, such power or authority (or a duly certified copy of any such power or authority) must be deposited with the Company with the Instrument of Proxy.
- (8) To appoint (or remove) a proxy electronically, log on to the website of the Registrar, Computershare Investor Services (Ireland) Limited:

www.eproxyappointment.com

To log in you will require your unique PIN (which will expire at the end of the voting period), your Shareholder Reference Number (SRN) and the Control Number, all of which are printed on the face of the accompanying Form of Proxy.

Further information for participants in the Euroclear Bank System

- (9) Holders of interests in Datalex plc shares held through the Euroclear Bank system (other than as CDIs) are advised to consult with their custodian, stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments or voting instructions for the AGM.

Further information for CREST members with holdings of CDIs

- (10) Euroclear UK & Ireland Limited ("EUI"), the operator of the CREST system has arranged for holders of CDIs to issue voting instructions relating to the Company's ordinary shares via a third party service provider, Broadridge Financial Solutions Limited ("Broadridge"). CREST members can complete and submit electronic voting instructions or proxy appointment instructions electronically through Broadridge.
- (11) If you hold CDIs and wish to submit electronic voting instructions or proxy appointment instructions you must use the Broadridge Global Proxy Voting service. To avail of the voting service, you will need to complete the Meetings and Voting Client Set-up Form (CRT408) prescribed by Broadridge and return it with a completed application form to EUI (signed by an authorised signatory with another relevant authorised signatory copied for verification purposes) to the following email address: eui.srd2@euroclear.com. Fully completed application forms will be shared by EUI with Broadridge and Broadridge will contact you and provide information on its service and enable access to the Broadridge platform.
- (12) Broadridge will set a voting deadline by which time electronic voting instructions or proxy appointment instructions must be received by it for use at the AGM. Broadridge's voting deadline will be earlier than Euroclear Bank's voting instruction deadline.
- (13) CREST members with holdings of CDIs are strongly encouraged to familiarise themselves with the new arrangements with Broadridge, including the new voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge in order that they may avail of this voting service.

Deadlines for receipt by the Company of proxy voting instructions

- (14) All proxy appointments and voting instructions (whether submitted directly or through the Euroclear Bank system or (via a holding of CDIs) the CREST system) must be received by the Company's registrar not less than 48 hours before the time appointed for the AGM or any adjournment of the AGM. However, persons holding through the Euroclear Bank system or (via a holding of CDIs) the CREST system will also need to comply with any additional voting deadlines imposed by their respective custodian, stockbroker or other intermediary. All persons affected are recommended to consult with their custodian, stockbroker or other intermediary at the earliest opportunity.

Issued shares and total voting rights

- (15) The total number of issued ordinary shares on the date of this Notice of Annual General Meeting is 188,248,283. On a vote by show of hands every shareholder who is present in person and every proxy has one vote (but no individual shall have more than one vote). On a poll every shareholder shall have one vote for every share carrying voting rights of which he or she is the holder.

The ordinary resolutions require a simple majority of votes cast by shareholders voting in person or by proxy to be passed. The special resolutions require a majority of not less than 75% of votes cast by those who vote either in person or by proxy to be passed.