

To: Members and Directors of MOSL cc: BDO LLP

27th June 2022

Dear Member

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting (“AGM”) of Market Operator Services Limited (“MOSL” or the “Company”) will be held by video conference on **20 July 2022 at 15:30** in order to transact the following business:

To consider and, if thought fit, to pass, the following resolutions, proposed as ordinary resolutions. Further information on the resolutions is given in the Explanatory Notes on page 2.

ORDINARY RESOLUTIONS

1. To receive and adopt the Annual Report and Financial Statements, and the Auditor’s Report therein, for the financial year ended 31 March 2022.
2. To reappoint BDO LLP as the Company’s auditor until the conclusion of the next Annual General Meeting of the Company and to authorise the Audit and Risk Committee to determine the auditor’s remuneration.

VIRTUAL AGM AND PROXY VOTING

If you wish to attend the AGM you can do so virtually via Microsoft Teams, a link can be emailed to you on request. There will be a short Q&A on the resolutions.

You do not need to attend the AGM to vote. You can use the electronic proxy form using the voting details in the email sent to you by Mi-Voice to tell the Chair of the meeting how to vote on your behalf. Your vote will be counted and added to the total cast on the day and you may still attend the video conference and ask questions, having cast your vote by proxy.

By order of the Board



Andrew Johnson
Company Secretary and Head of Legal and Governance
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EXPLANATORY NOTES TO THE RESOLUTION

RESOLUTION 1 – ANNUAL REPORT AND ACCOUNTS

The Annual Report and Financial Statements set out MOSL's income, expenditure and financial position for the year ended 31 March 2022.

Please follow this link to access the latest version of the [Annual Report and Financial Statements 31 March 2022](#).

RESOLUTION 2 – REAPPOINTMENT OF AUDITOR

Under section 485 of the Companies Act 2006 ("the Act"), the Company is required to appoint an auditor at each general meeting at which accounts are laid before members. The current appointment of BDO LLP as the Company's auditor will end at the conclusion of the AGM. On the recommendation of the Audit and Risk Committee, the Board proposed that BDO LLP be reappointed as the Company's auditor. BDO have indicated their willingness to stand for reappointment.

Resolution 2 also proposes that the Audit and Risk Committee be authorised to determine the remuneration of the auditor. Section 492 of the Act requires the auditor's remuneration to be fixed by ordinary resolution of the members or in such manner as the members may, by ordinary resolution, determine. In practice the Audit and Risk Committee considers and approves audit fees on behalf of the Board. Details of the remuneration paid to the auditor for the year ended 31 March 2022 are set out on page 70 of the Annual Report.

RECOMMENDATION

The directors consider that each of the resolutions is in the best interests of the Company and the members as a whole and, accordingly, recommend that all members vote in favour of all resolutions.

ENTITLEMENT TO ATTEND AND VOTE AT MEETING

Members entered on the Company's register of members at 15:30 on 20 July 2022 are entitled to attend the AGM. If you are not on the Company's register of members at that time, you will not be entitled to attend or vote.

Dormant Members are entitled to attend and speak at the AGM but shall not count towards the meeting quorum and will not be entitled to vote.