



Notice of Annual General Meeting

(Registered in Jersey under the Companies (Jersey) Law 1991 with Company number 110497) (the "Company")

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action to take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all your ordinary shares in WANdisco plc, you should pass this document and the accompanying form of proxy to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Notice of Annual General Meeting

Directors:

Ken Lever (Interim Non-executive Chair)
Stephen Kelly
Ijoma Maluza
Peter Lees
Xenia Walters
Chris Baker

Registered office:

47 Esplanade, St. Helier, Jersey JE1 0BD

3 August 2023

To the holders of ordinary shares

Dear Shareholder,

2023 Annual General Meeting

The 2023 Annual General Meeting of the Company ("AGM") is to be held at the offices of Brown Rudnick LLP at 8 Clifford Street, London W1S 2LQ at 10.00 a.m. BST on 30 August 2023.

The Notice convening the AGM is enclosed and I am writing to give you more information about the resolutions to be considered at the AGM.

A copy of the 2022 Annual Report and Accounts has already been provided to you, which contains the financial statements for the year ended 31 December 2022. A resolution relating to the financial statements is included in the ordinary business of the AGM.

Resolutions 1, 8 and 9 deal with the ordinary business that normally takes place at the AGM and require no explanation. The information set out below explains the reasons for resolutions 2 to 7 and 10 to 14.

Resolutions 2-7 – Re-election of Directors

In accordance with Article 27.7 of the Company's Articles of Association, a Director appointed to the Board shall hold office only until the next following AGM. Accordingly, Ken Lever, Peter Lees, Stephen Kelly, Ijoma Maluza, Xenia Walters and Chris Baker will retire and stand for re-election at the AGM.

Resolution 10 – Authority to allot shares

Generally, the Directors may only allot shares in the Company (or grant rights to subscribe for, or convert any security into, shares in the Company) if they have been authorised to do so by shareholders.

Resolution 10 renews a similar authority given at last year's AGM.

If passed, resolution 10 will authorise the Directors to allot ordinary shares in the Company (and to grant rights to subscribe for, or convert any security into, ordinary shares in the Company) up to an aggregate nominal amount of £ 3,824,169. This amount represents approximately one-third of the issued ordinary share capital of the Company as at 2 August 2023, being the last practicable date before the publication of this document.

If given, the authority will expire on the earlier of the date which is 15 months after the date the resolution was passed and the conclusion of the next AGM of the Company. It is the Directors' intention to renew the allotment authority each year.

Resolution 11 – Approval of treasury shares

Resolution 11, if passed, will allow the Company to hold any shares in the capital of the Company that it purchases, pursuant to resolution 13, as treasury shares.

Resolution 12 – Disapplication of pre-emption rights

Generally, if the Directors wish to allot new shares or other equity securities for cash or sell treasury shares for cash, then they must first offer such shares or securities to shareholders in proportion to their existing holdings. These statutory pre-emption rights may be disapplied by shareholders.

Resolution 12, which will be proposed as a special resolution, renews a similar power given at last year's AGM and, if passed, will enable the Directors to allot, grant options over, or otherwise dispose of equity securities for cash or sell treasury shares for cash as if pre-emption rights did not apply to such allotment, but this power shall be limited to:

- (A) the allotment of equity securities in connection with a rights issue, open offer or pre-emptive offer to holders on the register of the ordinary shares in the capital of the Company ("ordinary shares") on a date fixed by the Directors where the equity securities respectively attributable to the interests of all those shareholders are proportionate (as nearly as practicable) to their respective holdings on that date subject to any exclusions or other arrangements as the Directors may consider necessary or expedient in relation to fractional entitlements, legal or practical problems under the law of any territory or the regulations or requirements of any relevant regulatory authority or stock exchange in any territory; and
- (B) in any other case, the allotment wholly for cash of ordinary shares up to an aggregate nominal amount of £1,147,251, which represents approximately 10% of the issued share capital of the Company as at 2 August 2023 (being the last practicable date before the publication of this document).

Resolution 13 – Approval of market purchase of ordinary shares

Resolution 13, which will be proposed as a special resolution, renews a similar authority given at last year's AGM. If passed, it will allow the Company to purchase up to 15% of the issued share capital of the Company. The minimum and maximum prices for such a purchase are set out in the resolution. If given, this authority will expire on the earlier of the date which is 15 months after the date the resolution was passed and the conclusion of the next AGM of the Company, unless such authority is varied, revoked or renewed prior to such date. It is the Directors' intention to renew this authority each year.

The Directors have no current intention to exercise the authority sought under resolution 13 to make market purchases but consider the authority desirable to provide maximum flexibility in the management of the Company's capital base. If passed, the Directors will only exercise this authority if they believe that to do so would result in an increase in earnings per share and would be in the best interests of the Company and of its shareholders generally.

Resolution 14 – Approval of change of Company name

Resolution 14, if passed, will enable the Company name to be changed to Cirata plc.

Given the market environment, updated growth plans, and focused go to market execution plans which are underway, the Company has an opportunity to be renamed as part of a broader rebranding program that best reflects the updated and improved Company vision and values.

The new name is intended to provide a new and positive canvas for the Company to develop as a cornerstone part of the rebranding program. The new name is designed to reflect immediate market positioning opportunities as well as accommodate future growth in cloud, data, and new areas that may arise over time.

Resolution 14, if passed, will enable the Company name to be changed to Cirata plc. Cirata is a combination of "cirrus cloud" and "data" and the name will allow the Company to continue to pursue market opportunities in the data integration space under a new name and brand as well as capitalise on new growth opportunities in the future.

Proxy voting

You will not receive a hard copy form of proxy for the 2023 AGM in the post. Instead, you will be able to vote electronically using www.signalshares.com. You will need to log in to your Signal Shares account or register if you have not previously done so; to register you will need your investor code, which is detailed on your share certificate or available from our registrars, Link Group.

You may request a hard copy form of proxy directly from the registrars, Link Group, by telephone, UK: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9am and 5.30pm, Monday to Friday, excluding public holidays in England and Wales.

Alternatively, you can request a hard copy proxy card by emailing shareholderenquiries@linkgroup.co.uk.

You can also vote by downloading the new shareholder app, LinkVote+, on Apple App Store or Google Play and following the instructions. Thank you for your continued support as a shareholder of WANdisco plc.

Yours sincerely,

Ken Lever

Interim Non-executive Chair

Notice of Annual General Meeting continued

Notice is given that the eleventh Annual General Meeting of WANDisco plc ("the Company") will be held at the offices of Brown Rudnick LLP at 8 Clifford Street, London W1S 2LQ at 10.00 a.m. BST on 30 August 2023 for the following purposes:

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. That the Company's financial statements for the year ended 31 December 2022, the strategic report and the reports of the Directors and auditor thereon be received and considered.
2. That Ken Lever be re-elected as a Director of the Company.
3. That Stephen Kelly be re-elected as a Director of the Company.
4. That Ijoma Maluza be re-elected as a Director of the Company.
5. That Peter Lees be re-elected as a Director of the Company.
6. That Xenia Walters be re-elected as a Director of the Company.
7. That Chris Baker be re-elected as a Director of the Company.
8. That BDO LLP be re-appointed as auditor of the Company.
9. That the Directors be authorised to determine the remuneration of the auditor.
10. That, in substitution for all existing authorities but without prejudice to any allotment, offer or agreement already made pursuant thereto, the Directors be and are hereby generally and unconditionally authorised pursuant to Article 2.3 of the Company's Articles of Association ("the Articles") to exercise all powers of the Company to allot, grant options over or otherwise dispose of relevant securities (as that term is defined in the Articles) in respect of up to an aggregate nominal amount of £3,824,169, provided that (unless previously revoked, varied or renewed) this authority shall expire on the earlier of the date which is 15 months after the date the resolution was passed and the conclusion of the next Annual General Meeting of the Company, save 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 equity securities in pursuance of such an offer or agreement as if the power had not expired.
11. That, pursuant to Article 58A(1)(b) of the Companies (Jersey) Law 1991 ("the Law") and Article 13 of the Articles, an ordinary share purchased pursuant to resolution 13 below may be held by the Company as treasury shares in accordance with Articles 58A and 58B of the Law.

To consider and, if thought fit, to pass the following resolutions as special resolutions:

12. That, subject to the passing of resolution 10 and pursuant to Article 2.10 of the Articles, the Directors be and are hereby generally empowered to allot, grant options over or otherwise dispose of equity securities (within the meaning of the Articles) wholly for cash, pursuant to the general authority described in resolution 10 above, as if pre-emption rights did not apply to any such allotment, such power being limited to:
 - 12.1 the allotment of equity securities in connection with a rights issue, open offer or pre-emptive offer to holders on the register of the ordinary shares in the capital of the Company ("ordinary shares") on a date fixed by the Directors where the equity securities respectively attributable to the interests of all those shareholders are proportionate (as nearly as practicable) to their respective holdings on that date subject to any exclusions or other arrangements as the Directors may consider necessary or expedient in relation to fractional entitlements, legal or practical problems under the law of any territory or the regulations or requirements of any relevant regulatory authority or stock exchange in any territory; and
 - 12.2 the allotment (other than pursuant to resolution 12.1 above) wholly for cash of ordinary shares up to an aggregate nominal amount of £1,147,251,

provided that (unless previously revoked, varied or renewed), such authorities shall expire on the earlier of the date which is 15 months after the date the resolution was passed and the conclusion of the next Annual General Meeting of the Company, save 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 an offer or agreement as if the power had not expired.

13. That the Directors be and are hereby authorised pursuant to Article 13 of the Articles and Article 57 of the Law as amended to make market purchases of ordinary shares, subject to the following conditions:
 - 13.1 the maximum number of ordinary shares authorised to be purchased may not be more than 15% of the issued share capital of the Company as at the date of this Notice;
 - 13.2 the minimum price (exclusive of expenses) which may be paid for an ordinary share is £0.001; and
 - 13.3 the maximum price (exclusive of expenses) which may be paid for an ordinary share shall not exceed:
 - 13.3.1 an amount equal to 105% of the average middle market quotation for ordinary shares taken from the London Stock Exchange plc Daily Official List for the five business days immediately preceding the date on which such shares are to be 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 plc Daily Official List at the time,
- such authority to expire on the earlier of the date which is 15 months after the date the resolution was passed and the conclusion of the next Annual General Meeting of the Company, unless such authority is varied, revoked or renewed prior to such date.
14. That the name of the Company be changed to Cirata plc and that, with effect as at the time such change of name becomes effective pursuant to the Law, all references in the memorandum and articles of association of the Company to the existing name of the Company be changed to such new name.

By order of the Board

Larry Webster
Company Secretary
3 August 2023

Registered in Jersey under the Companies (Jersey) Law 1991 with Company number 110497.

Registered office

47 Esplanade
St. Helier
Jersey
JE1 0BD

Notice of Annual General Meeting continued

Notes:

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

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 25 August 2023. 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. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 20 minutes prior to the commencement of the Meeting at 10am (UK time) on 30 August 2023 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. 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 ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, 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. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
6. You can vote either:
 - by logging on to <https://www.signalshares.com/> and following the instructions;
 - 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 10am (UK time) on 25 August 2023 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. 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.
 - by requesting a hard-copy form of proxy directly from the registrars, Link Group, on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 9am and 5.30pm, Monday to Friday excluding public holidays in England and Wales; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
7. In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL, by 10am (UK time) on 25 August 2023.
8. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the registrars 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.
9. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in Note 11 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.
10. 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.

11. 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 so as to be received by the issuer's agent (ID RA10) by 10am (UK time) on 25 August 2023. 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.
12. 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 Article 34(1) of the Companies (Uncertificated Securities) (Jersey) Order 1999.
13. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
14. As at 2 August 2023 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 114,725,069 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 2 August 2023 are 114,725,069.
15. In the Company's Articles of Association, Article 22.25 says: Where so requested in the manner set out in section 527(4) of the UK Companies Act 2006 by members who hold shares representing at least 10% of the paid up share capital of the Company (excluding treasury shares) and who have a right to vote at the general meeting at which the Company's annual accounts are laid, the Company shall without prejudice to its obligations under the Companies Law publish on its website a statement setting out any matter relating to the audit of the Company's accounts or any circumstances connected with an auditor of the Company ceasing to hold office, and the Company shall comply with all the obligations relating to the publication of such statement contained in the provisions of sections 527 to 529 (other than sections 527(5) and 527(6)) of the UK Companies Act 2006, provided always that the Company shall not be required to comply with the obligation set out in section 527(1) of the UK Companies Act 2006 where the Board believes in good faith that the rights conferred by this Article 22 are being abused.
16. Any shareholder attending the Meeting has the right to ask questions. The Company must cause to be answered 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.
17. Copies of the Directors' letters of appointment or service contracts are available for inspection during normal business hours at the registered office of the Company on any business day from the date of this Notice until the time of the Meeting and may also be inspected at the Meeting venue, as specified in this Notice, from 9.45am on the day of the Meeting until the conclusion of the Meeting.
18. A copy of this Notice can be found on the Company's website at www.wandisco.com.



WANdisco plc

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