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If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice from a stockbroker, bank manager, solicitor, accountant, or other financial adviser who, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000, or an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your shares in MONY Group PLC, please send this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding, you should retain this document and its enclosures.



MONY Group PLC

Notice of Annual General Meeting

30 April 2026

Notice of the Annual General Meeting to be held at Herbert Smith Freehills Kramer LLP, Exchange House, Primrose Street, London EC2A 2EG, on Thursday 30 April 2026 at 10.00am is set out on pages 6 to 8 of this document. Details of how to appoint a proxy are set out in the notes on page 9 of this document. To be valid, proxy appointments must be received at the address indicated in those notes by no later than 10.00am on Tuesday 28 April 2026.

Annual General Meeting

MONY Group PLC
Registered in England and Wales No 6160943
MONY Group House
St. David's Park
Ewloe
Deeside
CH5 3UZ

9 March 2026

To the holders of ordinary shares in MONY Group PLC (the 'Company')

Notice of Annual General Meeting

Dear Shareholder,

I am pleased to be writing to you with the details of our eighteenth Annual General Meeting ('AGM') which will be held at 10.00am on Thursday 30 April 2026 at Herbert Smith Freehills Kramer LLP, Exchange House, Primrose Street, London EC2A 2EG. The formal notice of AGM is set out on pages 6 to 8 of this document.

The purpose of this letter is to explain certain elements of the business to be considered at the meeting.

Although shareholders will be able to ask questions at the AGM itself, shareholders can also submit questions for the Board in advance of the AGM by email to companysecretary@monygroup.com. The Board will endeavour to respond to any questions submitted by 6.00pm on Monday 20 April 2026 in advance of the proxy voting deadline at 10.00am on Tuesday 28 April 2026. Where questions are received after 6.00pm on Monday 20 April 2026, the Company will respond as soon as practicable, which may be after the AGM.

Business of the AGM

Resolutions 1 to 17 will be proposed as ordinary resolutions and will be passed if more than 50% of the votes cast by those entitled to vote (not counting votes withheld) are in favour. Resolutions 18 to 21 will be proposed as special resolutions and will be passed if at least 75% of the votes cast by those entitled to vote (not counting votes withheld) are in favour.

Receipt of the Annual Report and Accounts (Resolution 1)

The Companies Act 2006 (the '2006 Act') requires the directors of a public company to lay before the company in general meeting copies of the directors' reports, the independent auditor's report and the audited financial statements of the company in respect of each financial year. The Chair will present the Annual Report and Accounts for the year ended 31 December 2025 (the '2025 Annual Report and Accounts') to the AGM and, in accordance with best practice, the Company proposes an ordinary resolution to receive them.

Directors' Remuneration Report (Resolution 2)

The Directors' Remuneration Report contains:

- a statement by Rakesh Sharma, Chair of the Company's Remuneration Committee;
- the Annual Report on Remuneration, which sets out payments made in the financial year ended 31 December 2025; and
- details of the Remuneration Committee's activities.

The Directors' Remuneration Report is set out in full in the 2025 Annual Report and Accounts on pages 103 to 125. The Company's auditor, KPMG LLP, has audited those parts of the Remuneration Report which are required to be audited and their report is also set out in the 2025 Annual Report and Accounts.

Resolution 2 is an ordinary resolution to approve the Directors' Remuneration Report other than the part containing the Directors' Remuneration Policy. Resolution 2 is an advisory resolution and does not affect the future remuneration paid to any Director.

Annual General Meeting continued

Directors' Remuneration Policy (Resolution 3)

Resolution 3 is the ordinary resolution to approve the Directors' Remuneration Policy which is set out in the Directors' Remuneration Report in the 2025 Annual Report and Accounts on pages 103 to 125.

This Remuneration Policy reflects the updated executive remuneration framework developed by the Remuneration Committee during 2025 and early 2026 to ensure that the framework continues to operate effectively, aligns with the Group's strategy and promotes the creation of long-term, sustainable value for shareholders.

The main change proposed in the updated Directors' Remuneration Policy is the introduction of a hybrid LTIP scheme, under which executive directors will be awarded both PSAs (subject to stretching performance conditions) and RSAs (subject to performance underpins only). The overall expected value of awards is unchanged, with PSAs and RSAs awarded in a broadly 2:1 ratio to ensure that the balance of the scheme is weighted towards performance-based awards. The Remuneration Committee believes that a hybrid model will provide a balanced approach – incentivising long-term outperformance and creation of sustainable shareholder value, whilst driving the right behaviours for the long-term and locking-in key talent. This change will be applied across the Company's senior management team which currently participate in the RSA-only scheme to ensure consistency across our senior leaders.

The other key change proposed is that, when executives have met their shareholding guidelines, the proportion of any annual bonus which is deferred into shares for two years will be reduced to 15%. The Committee believes that shareholder alignment is clearly supported via other elements of the package, particularly when executives have built significant holdings. Where shareholding guidelines have not been met, the proportion of any bonus deferred remains at one-third.

The Remuneration Committee undertook an extensive consultation with our shareholders in respect of the proposed framework and overall investors were supportive of the approach. Further details of the rationale for the changes are provided on pages 103 to 125 of the 2025 Annual Report and Accounts.

Once the Remuneration Policy commences (which subject to shareholder approval will be from the conclusion of the AGM), all payments by the Company to the Directors and any former Directors must be made in accordance with the Remuneration Policy (unless an amendment to, authorising the Company to make the payment, has been approved by a shareholder resolution). If the Remuneration Policy is approved and remains unchanged, it will be valid for up to three financial years without new shareholder approval. If the Company wishes to change the Remuneration Policy, it will need to put the revised policy to a vote again before it can implement the new policy. If the Remuneration Policy is not approved for any reason, the Company will, if and to the extent permitted by the Companies Act 2006, continue to make payment to Directors in accordance with the previously approved policy.

Adoption of the MONY Group PLC Hybrid Long-Term Incentive Plan (Resolution 4)

Shareholder approval is being sought for the adoption of the Hybrid Long Term Incentive Plan (the "Plan"). The Plan is intended to replace: i) the 2017 Long Term Incentive Plan which is due to expire in 2027; ii) the Restricted Share Plan and iii) 2017 Deferred Bonus Plan.

The Plan, for which shareholder approval is sought, retains the key features of the 2017 Long Term Incentive Plan and Restricted Share Plan and combines their principles to enable the efficient grant of performance share awards and restricted share awards under one incentive plan in line with the proposed 2026 Directors' Remuneration Policy. A summary of the principal features of the Plan can be found at Appendix 2 to this Notice of Annual General Meeting.

The rules of the Plan will be available for inspection at MONY Group House, St. David's Park, Ewloe, Deeside, United Kingdom, CH5 3UZ and available on the National Storage Mechanism (<https://data.fca.org.uk/#/nsm/nationalstoragemechanism>) from the date of this Notice of Annual General Meeting, as well as at the general meeting for at least 15 minutes before and during the meeting.

Declaration of a final dividend (Resolution 5)

A final dividend of 9.30 pence per ordinary share for the year ended 31 December 2025 is recommended for payment by the Directors. If shareholders approve the recommended final dividend, it will be paid on 8 May 2026 to all ordinary shareholders who were on the register of members at the close of business on 27 March 2026.

Election and re-election of Directors (Resolutions 6 to 13)

Resolutions 6 to 13 deal with the re-election of the Directors. The Company's Articles of Association provide for retirement by rotation but, in accordance with the UK Corporate Governance Code and the Company's longstanding practice, all Directors must retire from office at each annual general meeting. Accordingly, all of the Company's Directors at the date of the notice of meeting will retire at the AGM, and each intends to stand for re-election (as the case may be) by the Company's shareholders. Biographies of each of the Directors seeking re-election can be found in Appendix 1 together with the reasons why their contributions are, and continue to be, important to the Company's long-term sustainable success.

The Board has also considered whether each of the Independent Non-Executive Directors is free from any relationship that could materially interfere with the exercise of their judgement and has determined that each continues to be considered to be independent.

Appointment of auditor and auditor's remuneration (Resolutions 14 and 15)

The Company is required to appoint or reappoint an auditor at each annual general meeting at which its audited accounts and reports are presented to shareholders. The Board has approved the Audit Committee's recommendation to put a resolution to shareholders recommending the appointment of PricewaterhouseCoopers LLP as the Company's auditor. This follows a formal audit re-tender process which the Company commenced in July 2024 and which is further described on page 98 of the 2025 Annual Report and Accounts. The Board confirms that: (1) the recommendation is free from influence by a third party; and (2) no restrictive contractual provisions have been imposed on the Company limiting the choice of auditor. Consequently, Resolution 14 relates to the appointment of PricewaterhouseCoopers LLP as the Company's auditor to hold office until the next AGM of the Company and Resolution 15 authorises the Audit Committee to determine its remuneration.

In accordance with the requirements of the 2006 Act, the Company is required to send to shareholders a "statement of circumstances" when an auditor ceases to hold office. The statement of circumstances received by KPMG LLP is set out in Appendix 3 to this Notice of Annual General Meeting.

Authorisation of political donations and expenditure (Resolution 16)

Resolution 16 deals with the authorisation of political donations and expenditure. Under the 2006 Act, political donations to any political parties, independent election candidates or political organisations and the incurring of political expenditure are prohibited unless authorised by shareholders in advance. What constitutes a political donation, a political party, a political organisation, or political expenditure is not easy to decide, as the legislation is capable of wide interpretation. Sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling public duties and support for bodies representing the business community in policy review or reform may fall within this.

Therefore, notwithstanding that the Company has not made a political donation in the past and has no intention either now or in the future of making any political donation or incurring any political expenditure in respect of any political party, political organisation or independent election candidate, the Board has decided to put forward Resolution 16 to renew the authority granted by shareholders at last year's AGM. This will allow the Company to continue to support the community and put forward its views to wider business and Government entities without running the risk of being in inadvertent breach of the law. As permitted under the 2006 Act, Resolution 16 also covers any political donations made, or political expenditure incurred, by any subsidiaries of the Company. This authority will expire at the end of the Company's 2027 AGM or, if earlier, at the close of business on 30 June 2027.

Allotment of share capital (Resolution 17)

Resolution 17 deals with the Directors' authority to allot shares.

At last year's AGM, the Directors were given authority to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £71,584, representing approximately two-thirds of the Company's then issued ordinary share capital. This authority expires at the end of this year's AGM. Resolution 17 will, if passed, renew this authority to allot on broadly the same terms as last year's resolution.

The Investment Association ('IA') guidelines on directors' authority to allot shares state that IA members will regard as routine resolutions seeking authority to allot shares representing up to two-thirds of the Company's issued share capital, provided that any amount in excess of one-third of the Company's issued share capital is only used to allot shares pursuant to a fully pre-emptive offer.

In light of these guidelines, the Board considers it appropriate that Directors be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of £69,814, representing the IA guideline limit of approximately 66.6% of the Company's issued ordinary share capital as at 23 February 2026 (the latest practicable date prior to publication of this document). Of this amount approximately 174,533,164 shares (representing approximately 33.3% of the Company's issued ordinary share capital) can only be allotted pursuant to a fully pre-emptive offer. This authority will expire at the end of the Company's 2027 AGM or, if earlier, at the close of business on 30 June 2027.

The Directors have no present intention of allotting new ordinary shares other than in relation to the Company's employee share schemes. However, the Directors consider it appropriate to maintain the flexibility that this authority provides.

As at 23 February 2026 (the latest practicable date prior to publication of this document), the Company did not hold any ordinary shares in the capital of the Company in treasury.

Disapplication of statutory pre-emption rights (Resolutions 18 and 19)

Resolutions 18 and 19 will give the Directors the power to allot ordinary shares in the capital of the Company pursuant to the authority granted under Resolution 17 above for cash without complying with the pre-emption rights in the 2006 Act in certain circumstances.

This disapplication authority reflects institutional shareholder guidance, and in particular is within the limits set by the Pre-Emption Group's Statement of Principles (the 'Pre-Emption Principles') published in November 2022. The Pre-Emption Principles allow the Company to seek authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include: (i) an authority up to 10% of a company's issued share capital for use on an unrestricted basis; and (ii) an additional authority up to a further 10% of a company's issued share capital for use in connection with an acquisition or specified capital investment announced contemporaneously with the issue, or that has taken place in the 12-month period preceding the announcement of the issue. In both cases, an additional authority of up to 2% may be sought for the purposes of making a follow-on offer (as described in further detail in the Pre-Emption Principles).

Resolution 18 will permit the Directors to allot, pursuant to the authority to allot sought in Resolution 17:

- (a) equity securities for cash and sell treasury shares up to a nominal amount of £69,814, representing two-thirds of the Company's issued share capital as at 23 February 2026 (the latest practicable date prior to publication of this document) on an offer to existing shareholders on a pre-emptive basis (that is including a rights issue or an open offer), with one-third being available only in connection with a fully pre-emptive offer (in each case subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the Directors see fit); and
- (b) equity securities for cash and sell treasury shares up to a maximum nominal value of £10,482, representing approximately 10% of the issued ordinary share capital of the Company as at 23 February 2026 (the latest practicable date prior to publication of this document) otherwise than in connection with a pre-emptive offer to existing shareholders.

Resolution 19 will permit the Directors to allot additional equity securities for cash and sell treasury shares up to a maximum nominal value of £10,482, representing approximately a further 10% of the issued ordinary share capital of the Company as at 23 February 2026 (the latest practicable date prior to publication of this document), otherwise than in connection with a pre-emptive offer to existing shareholders for the purposes of financing or refinancing a transaction as contemplated by the Pre-Emption Principles described above.

The Board considers that it is in the best interests of the Company and its shareholders generally that the Company should seek what it considers to be an appropriate level of authority under the Pre-Emption Principles and that the Company should have the flexibility conferred by Resolutions 18 and 19 to conduct a pre-emptive offering without complying with the strict requirements of the statutory pre-emption provisions and to finance business opportunities quickly and efficiently when they arise. The additional authority for follow-on offers set out in the Pre-Emption Principles is not being sought. The Directors confirm their intention to follow the shareholder protections contained in Part 2B of the Pre-Emption Principles.

As noted in relation to Resolution 17 above, the Directors have no current intention of issuing ordinary shares other than in relation to the Company's employee share schemes.

The authority contained in Resolutions 18 and 19 will expire upon the expiry of the authority to allot shares conferred in Resolution 17 (that is at the end of the next AGM of the Company or, if earlier, at the close of business on 30 June 2027).

Authority to purchase own shares (Resolution 20)

Resolution 20 gives the Company authority to buy back its own ordinary shares in the market as permitted by the 2006 Act. The authority limits the number of shares that could be purchased to a maximum of 52,412,361 (representing approximately 10% of the issued ordinary share capital of the Company as at 23 February 2026 (the latest practicable date prior to publication of this document)) and sets minimum and maximum prices. This authority will expire at the end of the Company's 2027 AGM or, if earlier, at the close of business on 30 June 2027. On 23 February 2026 we announced a share buyback of up to £25m which will be funded by our expected cash generation in 2026. This buyback reflects our ongoing commitment to sustainable shareholder returns, in addition to investment in organic and acquisitive growth, as a path to creating long-term, sustainable shareholder value.

As at 23 February 2026 (the latest practicable date prior to publication of this document), there were 3,568,520 warrants and options to subscribe for ordinary shares in the capital of the Company, representing 0.68% of the Company's issued share capital. If the authority to purchase the Company's ordinary shares being sought in Resolution 20 and the existing authority to purchase ordinary shares taken at last year's AGM (which expires at the end of this year's AGM) were to be exercised in full, these warrants and options would represent 0.85% of the issued share capital of the Company.

Length of notice of meeting (Resolution 21)

Resolution 21 is a resolution to allow the Company to hold general meetings (other than AGMs) on at least 14 days' notice.

The minimum notice period for general meetings of listed companies is 21 days, but companies may reduce this period to at least 14 days (other than for AGMs) provided that two conditions are met. The first condition is that the company offers a facility for shareholders to vote by electronic means. This condition is met if the company offers a facility, accessible to all shareholders, to appoint a proxy by means of a website. The second condition is that there is an annual resolution of shareholders approving the reduction of the minimum notice period.

The Board is therefore proposing Resolution 21 as a special resolution to approve 14 days as the minimum period of notice for all general meetings of the Company other than AGMs. The approval will be effective until the end of the Company's 2027 AGM, when it is intended that the approval be renewed. The Board will consider on a case-by-case basis whether the use of the flexibility offered by the shorter notice period is merited, taking into account the circumstances, including whether the business of the meeting is time sensitive and whether it is thought to be to the advantage of shareholders as a whole.

Action to be taken

Ordinary shareholders on the register of members of the Company

Your vote is important to us. Whether or not you propose to attend the meeting, we would encourage you to appoint a proxy and give your voting instructions. You can do this in one of the following ways:

- complete the online form of proxy at www.shareview.co.uk by following the online screen instructions; or
- if you are a CREST member, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the notice of meeting and the CREST Manual on the Euroclear website (www.euroclear.com); or
- if you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the registrar. Further details are set out in the notes section.

If you would prefer to use a paper form of proxy to appoint your proxy, you may request one by contacting the Company's registrar, Equiniti, on +44 (0) 371 384 2030. Lines are open between 8.30am and 5.30pm, Monday to Friday excluding public holidays in England and Wales.

Full details of how to appoint a proxy are set out in the notes to the notice on page 9. The appointment of proxy must be received by the Company's registrar, Equiniti, at the address indicated in those notes by no later than 10.00am on Tuesday 28 April 2026 or, in the case of any adjournment of the meeting, by no later than 48 hours before the time of the adjourned meeting (excluding non-working days).

Holders of ordinary shares via the Company Share Incentive Plan

If you hold ordinary shares in the Company via the Company Share Incentive Plan, you can instruct the Trustee to vote on your behalf at the AGM, you can notify your instruction by logging in to your ESP Portal account at <http://www.esp-portal.com/clients/money>. Once logged in, go to the "My investments" page, click on the "View" button under your SIP shares, click on the link to vote and then follow the on-screen instructions.

The voting direction must be received by Equiniti Share Plan Trustees Limited, care of the Company's registrar, by no later than 10.00am on Monday 27 April 2026 or, in the case of any adjournment of the meeting, by no later than 72 hours before the time of the adjourned meeting (excluding non-working days).

Recommendation

The Board considers the resolutions are likely to promote the success of the Company and are in the best interests of the Company and its shareholders as a whole.

The Directors unanimously recommend that you vote in favour of the resolutions as they intend to do in respect of their own beneficial holdings (other than in respect of the matters in which they are interested).

Yours faithfully

Jonathan Bewes
Chair

Annual General Meeting continued

NOTICE IS HEREBY GIVEN that the eighteenth Annual General Meeting ('AGM') of MONY Group PLC (the 'Company') will be held at Herbert Smith Freehills Kramer LLP, Exchange House, Primrose Street, London EC2A 2EG, on Thursday 30 April 2026 at 10.00am to transact the business set out below. Resolutions 1 to 17 below will be proposed as ordinary resolutions and Resolutions 18 to 21 will be proposed as special resolutions.

1. To receive the accounts and the reports of the Directors and the auditor for the year ended 31 December 2025.
2. To approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy, in the form set out in the Company's annual report and accounts for the year ended 31 December 2025.
3. To approve the Directors' Remuneration Policy in the form set out in the Directors' Remuneration Report in the Company's annual report and accounts for the year ended 31 December 2025.
4. To approve the adoption of the MONY Group PLC Hybrid Long-Term Incentive Plan:
 - a) that the rules of the MONY Group PLC Hybrid Long-Term Incentive Plan (the "Plan") in the form produced to the Meeting and initialled by the Chair of the Meeting for the purposes of identification, the principal terms of which are summarised in Appendix 2, be and are hereby approved and the directors be and are generally authorised to adopt the Plan and to do all acts and things that they consider necessary or expedient to give effect to the Plan; and
 - b) that the directors be and are hereby authorised to adopt further plans based on the Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any cash or shares made available under such further plans are treated as counting against any limits on individual or overall participation in the Plan.
5. To declare a final dividend for the year ended 31 December 2025 of 9.30 pence for each ordinary share in the capital of the Company.
6. To re-elect Peter Duffy as a Director.
7. To re-elect Sarah Warby as a Director.
8. To re-elect Caroline Britton as a Director.
9. To re-elect Lesley Jones as a Director.
10. To re-elect Rakesh Sharma as a Director.
11. To re-elect Niall McBride as a Director.
12. To re-elect Mary Beth Christie as a Director.
13. To re-elect Jonathan Bewes as a Director.
14. To appoint PricewaterhouseCoopers LLP as auditor of the Company to hold office until the conclusion of the next general meeting of the Company at which the accounts and reports of the directors and auditor are laid.
15. To authorise the Audit Committee to determine the remuneration of the Company's auditor.
16. THAT, in accordance with sections 366 and 367 of the Companies Act 2006, the Company and all companies which are subsidiaries of the Company at the date on which this resolution is passed or during the period when this resolution has effect are generally and unconditionally authorised to:
 - (a) make political donations to political parties or independent election candidates not exceeding £25,000 in total;
 - (b) make political donations to political organisations other than political parties not exceeding £25,000 in total; and
 - (c) incur political expenditure not exceeding £25,000 in total,

(as such terms are defined in the Companies Act 2006) during the period beginning with the date of the passing of this resolution and ending at the end of the AGM of the Company to be held in 2027 or, if earlier, at the close of business on 30 June 2027 provided that the authorised sum referred to in paragraphs (a), (b) and (c) above may be comprised of one or more amounts in different currencies which, for the purposes of calculating said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day in which the Company enters into any contract or undertaking in relation to the same provided that, in any event, the aggregate total amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this resolution shall not exceed £75,000.

17. THAT the Directors are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights'):

- (a) up to an aggregate nominal amount of £34,907; and
- (b) up to a further aggregate nominal amount of £34,907 provided that: (i) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006); and (ii) they are offered by way of a fully pre-emptive offer to holders of ordinary shares on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates and to holders of other equity securities if required by the rights of those securities, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

provided that this authority shall expire at the end of the AGM of the Company to be held in 2027 or, if earlier, at the close of business on 30 June 2027, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired and all authorities vested in the Directors on the date of the notice of this meeting to allot shares and grant Rights that remain unexercised at the commencement of this meeting are revoked.

18. THAT, subject to Resolution 17 above being passed, the Directors are authorised pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash pursuant to the authority conferred by Resolution 17 above and by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment or sale provided that this power shall be limited to:

- (a) the allotment of equity securities or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 17 by way of a fully pre-emptive offer only) in favour of the holders of ordinary shares on the register of members at such record dates as the Directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and
- (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (a) of this Resolution 18) to any person or persons up to an aggregate nominal amount of £10,482,

and shall expire on the revocation or expiry of the general authority conferred by Resolution 17 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

19. THAT, subject to Resolution 17 being passed and in addition to the power conferred by Resolution 18 above, the Directors are authorised pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash pursuant to the authority conferred by Resolution 17 above and by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment or sale, provided that this power:

- (a) shall only be used for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or specified capital investment of a kind contemplated by the definition set out in the Appendix to 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) shall be limited to the allotment of equity securities or sale of treasury shares to any person or persons up to an aggregate nominal amount of £10,482,

and shall expire on the revocation or expiry of the general authority conferred by Resolution 17 above, save that the Company shall still be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

Annual General Meeting continued

20. THAT the Company is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares in its capital on such terms and in such manner as the Directors may from time to time determine, provided that:
- (a) the maximum aggregate number of ordinary shares hereby authorised to be acquired is 52,412,361;
 - (b) the minimum price (excluding expenses) which may be paid for any such ordinary share is its nominal value;
 - (c) the maximum price (excluding expenses) which may be paid for any such ordinary share is the higher of: (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases are carried out;
 - (d) the authority hereby conferred shall expire at the end of the AGM of the Company to be held in 2027 or, if earlier, at the close of business on 30 June 2027 unless previously renewed, varied or revoked by the Company in general meeting; and
 - (e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.
21. THAT a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

By order of the Board

Niall McBride
Chief Financial Officer
MONY Group PLC
9 March 2026

Registered office:
MONY Group House
St. David's Park
Ewloe
Deeside
CH5 3UZ

(Registered in England and Wales No. 6160943)

Notes

Entitlement to attend and vote

1. The right to attend and vote at the AGM is determined by reference to the Company's register of members (the 'Register'). Only those persons entered in the Register as at 6.30pm on Tuesday 28 April 2026 (or, if the AGM is adjourned, at 6.30pm on the day which is two business days before the time of the adjourned meeting) (the 'Specified Time') shall be entitled to attend, speak and vote at the AGM in respect of the number of shares registered in their name at such time. Changes to entries on the Register after the Specified Time shall be disregarded in determining the rights of any person to attend, speak and vote at the AGM.

Arrangements for the AGM

2. Please refer to the Company's website, <https://www.monygroup.com/investors/general-meetings-agm/>, for any updates to the arrangements for the AGM set out in this document.

Appointment of proxies

3. A member who is entitled to attend and vote at the meeting is entitled to appoint another person(s) to exercise all or any of their rights to attend, speak and vote at the meeting. 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.
4. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Your proxy could be the Chair of the AGM, another Director of the Company or another person who has agreed to attend to represent you. Your proxy must vote as you instruct and must attend the meeting for your vote to be counted.
5. In order to be valid, an appointment of proxy must be returned or submitted (together with any authority under which it is executed or a certified copy of the authority) by one of the following methods:
 - hard copy form of proxy – a member may appoint a proxy by completing and returning a paper form of proxy. A member who would like to appoint a proxy this way and who has not received a hard copy form of proxy should request one by contacting the Company's registrar, Equiniti, on +44 (0) 371 384 2030. Lines are open between 8.30am and 5.30pm, Monday to Friday excluding public holidays in England and Wales. A paper form of proxy must be completed in accordance with the instructions that accompany it and then delivered by post so as to be received by Equiniti at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA;
 - online appointment – a member may appoint a proxy online by logging onto Equiniti's Shareview website and logging into your Shareview Portfolio at www.shareview.co.uk. Once logged in, simply click "View" on the "My Investments" page and then click on the link to vote and follow the on-screen instructions. If you have not signed up for a Shareview Portfolio please go to www.shareview.co.uk and follow the instructions.
 - CREST appointment – a member who holds shares in uncertificated form may use the CREST electronic proxy appointment service to appoint a proxy electronically, as explained in notes 7 and 8 below; or
 - if you are an institutional investor you may 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. 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, and in each case the appointment of proxy must be received by the Company's registrar by no later than 10.00am on Tuesday 28 April 2026 or in the case of any adjournment by no later than 48 hours before the time of the adjourned meeting (excluding non-working days).

The return of a completed paper form of proxy or the submission of an electronic proxy appointment (in each case in accordance with the relevant instructions) will not prevent a member attending the AGM and voting in person.

6. To change your proxy instructions, you may return or submit a new proxy appointment using the methods set out in note 5 above. Where you have appointed a proxy using the hard copy form of proxy and would like to change the instructions using another hard copy form of proxy, please contact the Company's registrar on the contact number set out in note 5 above. The deadline for receipt of proxy appointments (see note 5 above) also applies in relation to amended instructions. Where two or more valid separate appointments of proxy are received in respect of the same ordinary share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com). 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 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 ('EUI') specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 number RA19) by the latest time(s) for receipt of proxy appointments specified in note 5 above. 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 the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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.

Notes continued

8. CREST members and, where applicable, their CREST sponsor or voting service provider(s) should note that EUI does not make available special procedures in CREST for any particular messages. 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 sponsor 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.

Nominated persons

9. A copy of this notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (a 'Nominated Person'). The right to appoint a proxy described in note 3 above cannot be exercised by a Nominated Person; it can only be exercised by the relevant member. However, a Nominated Person may have a right under an agreement between them and the member by whom they were nominated to be appointed as a proxy for the meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.

Corporate representatives

10. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. Any such representative should bring to the meeting written evidence of their appointment, such as a certified copy of a board resolution of, or a letter from, the corporation concerned confirming the appointment.

Publication of audit concerns

11. Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to: (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last AGM, that the members propose to raise at the meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditor no later than the time it makes its statement available on the website. The business which may be dealt with at the meeting includes any such statement that the Company has been required to publish on its website.

Entitlement to ask questions

12. Any member attending the meeting has the right to ask questions relating to the business of the meeting which, in accordance with section 319A of the Companies Act 2006 and subject to some exceptions, the Company must cause to be answered. Although shareholders will be able to ask questions at the AGM itself, shareholders can also submit questions for the Board in advance of the AGM by email to companysecretary@monygroup.com. The Board will endeavour to respond to any questions submitted by 6.00pm on Monday 20 April 2026 in advance of the proxy voting deadline at 10.00am on Tuesday 28 April 2026. Where questions are received after 6.00pm on Monday 20 April 2026, the Company will respond as soon as practicable, which may be after the AGM.

Members' rights

13. Under sections 338 and 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company: (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which those members intend to move (and which may properly be moved) at the meeting; and (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business at the meeting. A resolution may properly be moved, or a matter properly included in the business, unless: (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of any inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. A request made pursuant to this right may be in hard copy or electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person(s) making it and must be received by the Company not later than six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Holders of ordinary shares via the Company Share Incentive Plan

14. Persons who hold ordinary shares in the Company via the Company Share Incentive Plan are not entitled to attend, speak or vote in person at the meeting.
15. If you have any questions in relation to your voting direction, please contact the Company's registrar, Equiniti's, Employee Schemes helpline on +44 (0) 371 384 2040. Lines are open 8.30am to 5.30pm (UK time), Monday to Friday (excluding public holidays in England and Wales).

Holders of ordinary shares via the Company Share Incentive Plan continued

16. If you wish to instruct the Trustee to vote on your behalf at the AGM, you can notify your instruction by logging in to your ESP Portal account at <http://www.esp-portal.com/clients/mony>. Once logged in, go to the "My investments" page, click on the "View" button under your SIP shares, click on the link to vote and then follow the on-screen instructions.
17. In order to be valid, a voting direction must be completed and returned to Equiniti Share Plan Trustees Limited by no later than 10.00am on Monday 27 April 2026, or in the case of any adjournment by no later than 72 hours before the time of the adjourned meeting (excluding non-working days).
18. A person who is entitled to submit a voting direction and who wishes to change their voting direction may return a new voting direction using the method set out in note 17 above. The deadline for receipt of a voting direction (see note 17 above) also applies in relation to an amended voting direction. Where two or more valid separate voting directions are received in respect of the same ordinary share held via the Company Share Incentive Plan in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.

Documents for inspection

19. Copies of the Executive Directors' service agreements and the Non-Executive Directors' letters of appointment are available for inspection at the registered office of the Company during usual business hours (Saturdays, Sundays and public holidays excluded), and will also be available at the place of the meeting for at least 15 minutes before, and during, the AGM.

General

20. As at the close of business on 23 February 2026 (the latest practicable date prior to publication of this document), the Company's issued share capital consisted of 524,123,616 ordinary shares of 0.02 pence each, carrying one vote each. The Company does not hold any ordinary shares in treasury. Therefore, the total voting rights in the Company at such date were 524,123,616.
21. The contents of this notice of meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the meeting, details of the totals of the voting rights that members are entitled to exercise at the meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's corporate website: <https://corporate.monycgroup.com>.
22. Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out, but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that members subject all messages to virus checking procedures prior to use. Any electronic communication received by or on behalf of the Company, including the lodgement of an electronic proxy appointment or voting direction, that is found to contain any virus will not be accepted.
23. You may not use any electronic address provided in this notice of meeting or any related documents (including the form of proxy and/or proxy voting direction form) to communicate with the Company for any purposes other than those expressly stated.

Data processing

24. The Company will process personal data that shareholders provide to the Company, including the personal data of a shareholder's proxy if a proxy is provided. Personal data includes all data provided by shareholders, or on behalf of shareholders, which relates to: (1) the shareholder, including name and contact details, the votes that the shareholder casts and any other personal data collected by the controller regarding the shareholder, e.g. the shareholder's reference or identification number; and (2) any person who is identified as a proxy by a shareholder via a form of proxy, including their name and contact details.
25. The Company will also process personal data of shareholders and/or their proxies to the extent that shareholders or their proxies attend meetings held by the Company and the Company documents or makes recordings of these meetings, in which case personal data processed by the Company may include images and audio of the shareholder or their proxy which may be captured in the form of photographs and/or video and audio recordings. Please note that if shareholders either provide the personal data of a proxy or send a proxy to a meeting in their place, the Company requires the shareholder to communicate this privacy information to such proxy.
26. The Company and any third party to which it discloses the data (including the Company's registrar) may process such data for the purposes of maintaining the Company's records, meeting management, managing corporate actions, fulfilling the Company's obligations to shareholders, fulfilling the Company's legal obligations and communicating with shareholders.
27. The Company's lawful bases for the processing described above, for the purposes described above, are that the processing is necessary in order for the Company to: (1) fulfil its legitimate interests; and (2) comply with its legal obligations.
28. All of this data will be processed in accordance with the Company's privacy notice which can be accessed at: <https://corporate.monycgroup.com/privacy>.

Appendix 1

Directors seeking election/re-election

The reasons why Directors' contributions are, and continue to be, important to the Company's long-term sustainable success are set out for each Director below in that Director's biography.

Peter Duffy

Chief Executive Officer

Term of Office: Appointed September 2020

Member of the Nomination Committee

Peter's contribution to the Board, key strengths, skills and reasons for re-election: Peter's key contributions to the Board are extensive experience in digital businesses and a dynamic leadership style. He was previously CEO of Just Eat and before that was Chief Commercial Officer at easyJet and Marketing Director of Audi UK. Peter started his career in banking, holding positions with Barclays, Yorkshire Bank and TSB. Peter has an excellent overall track record, as well as very relevant experience in driving digital revenues and in all aspects of marketing. He is well rounded from a sector perspective having worked in financial services, airlines, automotive and consumer internet. This mix has given him plenty of exposure to operating within a regulated environment.

Sarah Warby

Independent Non-Executive Director and Non-Executive Director Employee Champion

Term of Office: Appointed June 2018

Member of Remuneration, Audit, Nomination and Risk & Sustainability Committees

Sarah's contribution to the Board, key strengths, skills and reasons for re-election: Sarah has experience of building valuable brands across consumer sectors. She was previously Chief Executive Officer of Lovehoney and, before that, Chief Growth Officer of HyperJar Ltd. Prior to that, Sarah was Chief Marketing Officer at J Sainsbury plc and Marketing Director of Heineken UK. She is a fellow of the Marketing Society and Marketing Academy. A proven leader, with strong people and communications skills, Sarah brings valuable experience to her role as Non-Executive Director and Consumer Champion.

Caroline Britton

Senior Independent Director

Term of Office: Appointed September 2019

Chair of Audit Committee, member of Remuneration, Nomination and Risk & Sustainability Committees

Caroline's contribution to the Board, key strengths, skills and reasons for re-election: Caroline has a strong financial background, retiring as Audit Partner at Deloitte LLP after 30 years of service (2000 to 2018 as Audit Partner). Caroline is an FCA of the Institute of Chartered Accountants in England and Wales and holds an MA in Economics from Cambridge University. Caroline's strong financial background and regulatory experience make her ideally skilled to chair the Audit Committee and she brings to the Board valuable governance and risk management expertise.

Lesley Jones

Independent Non-Executive Director

Term of Office: Appointed September 2021

Chair of Risk & Sustainability Committee, member of Nomination and Audit Committees

Lesley's contribution to the Board, key strengths, skills and reasons for re-election: Lesley was previously a Non-Executive Director of N Brown Group plc, ReAssure Group plc (where she chaired the Risk Committee), Northern Bank Limited, Close Brothers Group plc (where she also chaired the Risk Committee) and an Independent Member of Moody's Investor Services Ltd. Lesley started her career at Citigroup Inc. where she held a number of senior roles in relationship and risk management over a period of 30 years. She then spent over five years at RBS Group plc as Group Chief Credit Officer where she rebalanced the Group's credit risk appetite, established a market-leading credit function and led its credit quality assurance function. Lesley's extensive experience as a global credit risk manager operating at both executive and board level means that she is well placed to chair the Risk and Sustainability Committee and she brings her broader financial services expertise to the Audit and Nomination Committees.

Rakesh Sharma

Independent Non-Executive Director

Term of Office: Appointed October 2022

Chair of Remuneration Committee, member of Audit, Nomination and Risk & Sustainability Committees

Rakesh's contribution to the Board, key strengths, skills and reasons for re-election: Rakesh is a former Chief Executive Officer and brings to the Board over 30 years' broad experience from the tech and cyber industries. Having successfully overseen remuneration policy updates when he was at PayPoint plc, he brings valuable experience to the Board as Chair of the Remuneration Committee.

Niall McBride

Chief Financial Officer

Term of Office: Appointed February 2023

Niall's contribution to the Board, key strengths, skills and reasons for re-election: A chartered accountant, Niall brings strong digital, consumer and corporate finance experience to the Board. Niall was most recently Chief Financial Officer at Ocado Retail Limited and prior to this he was a Managing Director at Rothschild & Co, having commenced his career at PwC.

Mary Beth Christie

Independent Non-Executive Director

Term of office: Appointed July 2023

Member of Audit, Nomination, Risk & Sustainability and Remuneration Committees

Mary Beth's contribution to the Board, key strengths, skills and reasons for re-election: Mary Beth ('MB'), a former Chief Product Officer and Chief Operating Officer, brings to the Board over 25 years of experience in digital product, tech, data and operations across several sectors, including insurance, media, travel, property and e-commerce.

Jonathan Bewes

Chair of the Board

Term of Office: Appointed as Non-Executive Chair Designate in July 2024 and as Chair on 1 January 2025

Member of the Nomination Committee

Jonathan's contribution to the Board, key strengths, skills and reasons for re-election: A chartered accountant, Jonathan brings to the Board 25 years of investment banking experience, having acted as adviser to Boards of large, predominantly UK public companies, before becoming Vice Chairman of Corporate and Institutional Banking at Standard Chartered Bank. His roles at SAGE plc and NEXT plc further mean that he brings both strategic and commercial acumen.

Appendix 2

APPENDIX TO NOTICE OF GENERAL MEETING

The terms of the MONY Group PLC Hybrid Long-Term Incentive Plan (“**Plan**”) are summarised below. The proposed operation of the Plan in respect of the Company’s executive directors (including the vesting conditions) is described in the 2025 Remuneration Committee report, which includes the proposed 2026 Directors’ Remuneration Policy, as set out on pages 103 to 125 of the Company’s Annual Report and Accounts. The Plan may be used to grant long-term incentive awards or to facilitate the deferral of annual bonus into ordinary shares in the Company (“**Shares**”).

Operation

The Plan will be administered by the board of directors of the Company or by any duly authorised committee of it (“**Board**”). Decisions in relation to any participation in the Plan by the Company’s executive directors will always be taken by the Company’s Remuneration Committee. Any employee of the Company’s group (“**Group**”) is eligible to participate at the Board’s discretion.

Grant of awards

Awards may be granted by the Board as conditional awards of, or options over, Shares or cash-based awards relating to a number of “notional” Shares. Awards may also be granted in consideration of a deferred portion of an employees’ bonus. It is intended that awards will be granted in relation to Shares wherever practicable.

Awards can only be granted in the six weeks following the day on which the Plan is approved by shareholders, the announcement by the Company of its results for any period, any day on which a restriction on the grant of awards is lifted, the day on which the Directors’ Remuneration Policy is approved by shareholders, or any day on which the Board determines that exceptional circumstances exist which justify the grant of awards. Awards are not transferable except on death and will not form part of pensionable earnings.

Vesting conditions

Unless the Board determines otherwise, awards granted under the Plan will be subject to the satisfaction of either of the following vesting conditions:

- a performance condition including conditions, measures or targets (on an individual basis or otherwise) which relate to performance; and/or
- an underpin condition including conditions, measures or targets (on an individual basis or otherwise) which may consider any relevant factor as considered appropriate by the Remuneration Committee, including key financial, strategic measures, governance, ESG or share price metrics.

Awards (other than deferred bonus awards) made under the Plan will usually be subject to a vesting condition (whether a performance condition or an underpin condition) and the period over which any vesting condition will be assessed will normally be at least three years.

Any vesting condition may be amended or substituted if the Board considers that an amended or substituted vesting condition would be reasonable, appropriate and would not be materially less difficult to satisfy.

Individual limit

Awards will not be granted to a participant under the Plan in respect of any financial year of the Company over Shares with a market value (as determined by the Board) in excess of the applicable limit or limits as set out in the Directors’ Remuneration Policy most recently approved by shareholders. Recruitment awards will not be subject to this limit.

Overall limits

In any ten year period, the number of Shares which may be issued under the Plan and any other employee share plan adopted by the Company may not exceed 10% of the issued ordinary share capital of the Company from time to time.

Treasury Shares will be treated as newly issued for the purpose of this limit until such time as guidelines published by institutional investor representative bodies determine otherwise.

Vesting, exercise and release of awards

Awards subject to vesting conditions will normally vest as soon as reasonably practicable after the end of the vesting period (or on such later date as the Board determines) to the extent that the vesting conditions have been satisfied. Awards not subject to vesting conditions will normally vest on the third anniversary of grant (or such other date as the Board determines). Deferred bonus awards will normally vest on the first dealing day after the second anniversary of the grant date. The Board may also adjust (including by reducing to nil) the extent to which an award would vest, if it considers that either the vesting level does not reflect the underlying financial or non-financial performance of the participant or the Group over the vesting period, or the vesting level is not appropriate in the context of circumstances that were unexpected or unforeseen when the award was granted, or there exists any other reason why an adjustment is appropriate.

In addition, the Board may determine that an award will be subject to an additional “holding period” (a “**Holding Period**”) which may be structured as an ongoing award (so that it will only be released at the end of the Holding Period) or as a release of Shares after the vesting period, at which point a participant will be prohibited from selling or transferring “after-tax Shares” for the duration of the Holding Period. The Board will determine the length of the Holding Period (which will start on the day immediately following the day on which an award vests). Awards granted to the Company’s executive directors will be subject to a Holding Period to the extent required by the Director’s Remuneration Policy most recently approved by shareholders.

Options will be exercisable during an exercise period set by the Board at grant, which will end no later than the tenth anniversary of the grant date.

At any time before the point at which an award has vested/been released, or an option has been exercised, the Board may decide to pay a participant a cash amount equal to the value of the Shares they would have otherwise received.

Dividend equivalent payments

Unless the Board determines otherwise, participants will receive dividend equivalent payments in respect of such period and on such terms as the Board may determine. Dividend equivalents may be paid in Shares or cash and may assume the reinvestment of the dividends in Shares.

Leavers

Awards will usually lapse on the individual's cessation of office or employment with the Group except where cessation is as a result of the individual's death, ill health, injury or disability, retirement, where the participant's employer is no longer a member of the Group, or for any other reason that the Board determines, except where a participant leaves by reason of gross misconduct ("**Good Leavers**"). Deferred bonus awards will not normally lapse on an individual's cessation of employment, except where a participant leaves by reason of gross misconduct.

If a participant dies, an unvested award will, unless the Board determines otherwise, vest and be released at the time of the participant's death to the extent that the Board determines. The Board will take into account the satisfaction of any vesting condition and, unless it determines otherwise, the proportion of the period of time between grant and the normal vesting date that has elapsed. A participant's personal representatives will normally have 12 months from the participant's death to exercise any vested and released options.

Unvested awards held by other Good Leavers will usually continue until the normal vesting date (or where an award is subject to a Holding Period, the end of the Holding Period), unless the Board determines that the award will vest (and be released) as soon as reasonably practicable following the date of cessation. Options will normally be exercisable for six months after release. The Board will take into account the satisfaction any vesting condition and, unless it determines otherwise, the proportion of the vesting period that has elapsed.

If a participant ceases to be an officer or employee of the Group during a Holding Period, their award will normally be released at the end of the Holding Period, unless the Board determines that it should be released as soon as reasonably practicable following their cessation of office or employment. However, if a participant is summarily dismissed during a Holding Period, their award will lapse immediately. Options will normally be exercisable for six months after release.

If a participant ceases to be an officer or employee of the Group whilst holding a vested option which is not (or is no longer) subject to a Holding Period, they will normally have six months from his cessation of office or employment to exercise that option, unless they are summarily dismissed, in which case their option will lapse immediately.

Malus and clawback

If:

- there is a material misstatement of any Group member's financial results relied on to determine the number of Shares comprised in an award (excluding a misstatement resulting from a change to accounting standards or similar);
- there is an erroneous calculation of the number of Shares comprised in an award or any other results or information relied on to determine the number of Shares comprised in an award was erroneous, inaccurate or misleading;
- there is an error in assessing a vesting condition application to an award or in the information or assumptions on which the award was granted, vests or is released;
- there significant breach by any Group member or relevant business unit of its obligations under the Financial Services and Markets Act 2000 or any subordinate legislation thereunder or the FCA Handbook of rules and guidance which results in: (a) the FCA imposing a material financial penalty or issuing a public censure statement against the Group Member or relevant business unit; or (b) a material variation or cancellation of the Group Member or relevant business unit's permissions to carry on regulated activities or the imposition of material restrictions over its ability to carry on such activities, for which the participant was responsible (whether alone or jointly) or for which the participant had direct or indirect management responsibility;
- for which the Participant was responsible (whether alone or jointly) or for which the Participant had direct or indirect management responsibility;
- there is a failure of risk management or other operational systems or controls for which the participant was directly responsible or in any Group member or a relevant business unit in which the participant performance (or should perform) a role or for which the participant was directly or indirectly responsible;
- a participant contributed to circumstances giving rise to (or which would give rise to if made public) serious reputational damage to any Group member or a relevant business unit;
- there is gross misconduct or material error or other conduct, actions or omissions on the part of the participant that would justify summary dismissal or service of notice of termination of office or employment for misconduct;
- a participant contributed to circumstances giving rise to material loss for any Group member of relevant business unit (whether or not resulting in corporate failure in any Group member or a relevant business unit);

Appendix 2 continued

- there is corporate failure in any Group member or a relevant business unit, which include a significant reduction in or cessation of the Group member or business unit's ability to continue normal operations; or
- there are any other circumstances that the Board considers to be similar in their nature or effect to those set out above,

during the period normally commencing on the grant date (or, where the award is subject to a vesting condition, the start of the vesting period) and ending on the fifth anniversary of the grant date, the Board may:

reduce awards (to zero if appropriate) or impose additional conditions on the awards at any time prior to the earlier of the delivery of cash and/or Shares in satisfaction of an award; and/or

require that the participant has to either return some or all of the Shares acquired under their award or make a cash payment to the Company in respect of the Shares delivered).

The period over which malus and clawback provisions will apply to deferred bonus awards will normally begin on the first date of the bonus year to which the award relates and end on the second anniversary of the grant date.

Corporate events

In the event of a change of control of the Company, unvested awards will vest to the extent determined by the Board, taking into account the extent to which any vesting condition has been satisfied and, unless the Board determines otherwise, the proportion of the vesting period that has elapsed at the date of the relevant event. Awards to the extent vested will then be released.

Alternatively, the Board may permit awards to be exchanged for shares in the acquiring company. If the change of control is an internal reorganisation of the Group or if the Board so decides, participants will be required to exchange their awards (rather than awards vesting/being released as part of the transaction).

If other corporate events occur such as a winding-up of the Company, demerger, delisting, special dividend or other event which, in the opinion of the Board, may affect the current or future value of Shares, the Board may determine that awards will vest taking into account the satisfaction of any vesting condition and, unless the Board determines otherwise, the proportion of the period of time between grant and the normal vesting date that has elapsed at the date of the relevant event.

Adjustment of awards

The Board may adjust the number of Shares under an award or any vesting condition applicable to an award in the event of a variation of the Company's share capital or any demerger, delisting, special dividend or other event which, in the opinion of the Board, may affect the current or future value of Shares,

Amendments

The Board may amend the Plan at any time, provided that prior approval of the Company's shareholders will be required for amendments to the advantage of eligible employees or participants relating to eligibility, limits, the basis for determining a participant's entitlement to, and the terms of, the Shares comprised in an award and the impact of any variation of capital.

However, any minor amendment to benefit the administration of the Plan, to take account of legislative changes, or to obtain or maintain favourable tax, exchange control or regulatory treatment may be made by the Board without shareholder approval.

Satisfying awards and termination of the Plan

Awards may be satisfied using newly issued Shares, Shares held in treasury or Shares purchased in the market. Awards may not be granted under the Plan after the tenth anniversary of its approval by shareholders.

Appendix 3



KPMG LLP
Audit
15 Canada Square
London E14 5GL
United Kingdom

Tel +44 (0) 20 7311 1000
Fax +44 (0) 20 7311 3311

Private & confidential
MONY Group PLC
Mony Group House
St. David's Park
EWLOE
CH5 3UZ

25 February 2026

Our ref **AR-3191**

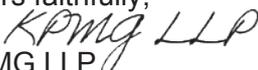
Contact **Jatin Patel**
Jatin.Patel2@KPMG.co.uk

Dear Sir/Madam,

Statement to MONY Group PLC (no. 06160943) on ceasing to hold office as auditors pursuant to section 519 of the Companies Act 2006

The reason connected with our ceasing to hold office is the holding of a competitive tender for the audit, in which we decided not to participate due to upcoming mandatory auditor rotation requirements.

Yours faithfully,


KPMG LLP
Audit registration number: 9188307
Audit registration address:
15 Canada Square
Canary Wharf, London E14 5GL

MONY Group PLC

Telephone: 01244 665700

Registered in England No. 6160943

Registered office:
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