

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek advice from your own stockbroker, bank manager, solicitor, accountant or other financial adviser authorised pursuant to the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised independent financial adviser. If you have sold or otherwise transferred all of your shares in XLMedia plc please send this document at once to the purchaser or the 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 part of your holding of shares in XLMedia plc, please retain this document and contact your stockbroker, bank or other agent as soon as possible.

XLMedia PLC

*(a company incorporated under the Companies (Jersey) Law 1991, as amended,
and registered with number 114467)*

Notice of 2024 Annual General Meeting

Notice of the Annual General Meeting of the Company, to be held at 09:30 AM on 28 June 2024 at the offices of Cavendish at One Bartholemew Close, London, EC1A 7BL, is set out in this document.

If you do not intend to attend and vote at the AGM you are able to submit your proxy electronically by accessing the shareholder portal at www.signalshares.com. Alternatively, you may request a hard copy form of proxy directly from the registrars, Link Group via email at shareholderenquiries@linkgroup.co.uk or on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment thereof by utilising the procedures described in the CREST Manual. For further details, please see the notes to the Notice of Annual General Meeting in this document.

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Definitions

The following definitions apply throughout this document, unless the context otherwise requires:

2024 AGM	means the annual general meeting of the Company to be held at Cavendish, One Bartholemew Close, London, EC1A 7BL on 28 June 2024 and any adjournment(s) thereof
2025 AGM	means the annual general meeting of the Company to be held in 2025
Annual General Meeting or AGM	means an annual general meeting of the Company
Annual Report	means XLMedia's annual report for the year ended 31 December 2023
Articles	means the articles of association of the Company from time to time
Board	means XLMedia's board of directors
Cavendish	means Cavendish Capital Markets Limited
Chair's Letter	means the letter from the Chair set out in this document
Company or XLMedia	means XLMedia plc, incorporated in Jersey with registered number 114467
CREST	means the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
CREST Manual	means the document entitled the 'CREST Manual' issued by Euroclear
CREST Regulations	means the Uncertificated Securities Regulations 2001 (as applicable) or the Companies (Uncertificated Securities) (Jersey) Order 1999 (as applicable), as amended from time to time
Directors	means the directors of XLMedia as at the date of this document
equity securities	has the meaning given to it in the Articles
Euroclear	means Euroclear UK and International Limited
Form of Proxy	means a form of proxy to be used at the 2024 AGM
Group	XLMedia and its subsidiaries
Jersey Companies Law	means the Companies (Jersey) Law 1991, as amended
Latest Practicable Date	means the close of business on 29 May 2024, being the latest practicable date prior to the publication of this document
Link Group	means Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL
Notice of AGM	means the notice of AGM set out at the end of this document
Ordinary Shares	means ordinary shares of US\$0.000001 each in the capital of XLMedia
relevant securities	has the meaning given to it in the Articles
Shareholders	means holders of Ordinary Shares

Letter from the Chair

Directors

Marcus Rich, Independent Non-Executive Chair
David King, Chief Executive Officer and Director
Ory Weihs, Non-Executive Director
Cédric Boireau, Non-Executive Director
Julie Markey, Independent Non-Executive Director

Registered Office

IFC 5
St Helier
Jersey
JE1 1ST
Channel Islands

30 May 2024

Dear Shareholder,

Notice of AGM

I am pleased to send you details of the 2024 AGM of XLMedia which we will be holding on 28 June 2024 at the offices of Cavendish at One Bartholemew Close, London, EC1A 7BL. The meeting will start at 09:30 AM and the formal Notice of AGM is set out on page 8.

If you would like to vote on the resolutions but cannot attend the 2024 AGM please submit your proxy electronically by accessing the shareholder portal at www.signalshares.com or you may request a hard copy Form of Proxy directly from the registrars, Link Group via email at shareholderenquiries@linkgroup.co.uk or on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. Alternatively, you may appoint a proxy for the AGM through the CREST system. Further details relating to voting by proxy are set out in the notes to the Notice of AGM.

Explanation of the business we will consider at the AGM

The Notice of AGM contains certain items of business which are of a technical nature and are therefore explained below.

Resolutions 1 to 5 will be proposed as Ordinary Resolutions requiring a majority of the votes cast to be in favour in order to be approved. Resolutions 6 and 7 will be proposed as Special Resolutions, which, under the provisions of the Company's Articles of Association, require three-quarters of the votes cast to be in favour in order to be approved.

Ordinary Resolutions

Resolution 1

Directors' reports and accounts

The Directors are required to present to the 2024 AGM the Company's accounts for the year ended 31 December 2023 and the reports of the Directors and auditors on those accounts. These are all contained in the Annual Report.

Resolution 2

Re-Appointment of a Director

The Articles provide that any director who has been appointed by the Board since the previous annual general meeting shall retire but may offer himself for re-appointment by Shareholders at the next annual general meeting. This year, as no directors have been appointed by the Board since the previous annual general meeting there are no directors offering themselves for re-appointment under this provision.

The Articles also provide that any director who has held office for nine or more consecutive years shall retire but may offer himself for reappointment by Shareholders at the next annual general meeting. Ory Weihs, non-executive director, shall accordingly retire at the AGM but shall offer himself for re-appointment by Shareholders.

Resolutions 3 and 4

Reappointment and remuneration of auditor

These resolutions propose the re-appointment of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as the auditor to the Company until the conclusion of the 2025 AGM and authorise the Directors to determine their remuneration.

Resolution 5

Authority to issue shares

The Company requires the flexibility to issue or grant options over or otherwise allot relevant securities of the Company from time to time. In accordance with Article 2.3 of the Articles, the Board has an existing authority which will expire on 26 November 2024 or the conclusion of the 2024 AGM, whichever is earlier. To maintain this flexibility it is therefore proposed to grant the Directors authority to issue or grant options over or otherwise dispose of up to 26,258,640 Ordinary Shares, being approximately 10 per cent. of the issued share capital of the Company on the Latest Practicable Date, such authority to expire on the date falling 18 months following the passing of this resolution or the conclusion of the 2025 AGM, whichever is earlier.

Special Resolutions

Resolution 6

Disapplication of pre-emption rights

Under Articles 2.4 to 2.8 of the Articles, when new equity securities are proposed to be issued for cash, they must first be offered to existing holders *pro rata* to their holdings. There may be occasions, however, where the Directors may need the flexibility to issue equity securities without a fully pre-emptive offer in order to take advantage of business opportunities as they arise.

Therefore, in accordance with Article 2.10 of the Articles, and subject to the passing of resolution 5, it is proposed to grant the Directors authority to allot equity securities for cash pursuant to resolution 5 as if the pre-emption provisions of Articles 2.4 to 2.8 of the Articles did not apply to any such allotment, up to 26,258,640 of Ordinary Shares, being approximately 10 per cent. of the issued share capital of the Company on the Latest Practicable Date. This authority shall expire on the date falling 18 months following the passing of this resolution or the conclusion of 2025 AGM, whichever is earlier.

Resolution 7

Authorities for the Company to purchase its own Ordinary Shares

The Directors believe that it is advantageous for the Company to continue to have the flexibility to purchase its own shares and this resolution seeks authority from shareholders to do so. Purchases of shares by the Company will only be made after careful consideration by the Directors, having taken into account market conditions prevailing at the time, the investment needs of the Company, its opportunities for expansion, its overall financial position and the applicable legal requirements which require, among other things, the Directors to be satisfied on reasonable grounds that the Company will, immediately after any purchase, satisfy a solvency test prescribed by the Jersey Companies Law. The Company has no current plans to make purchases of its own shares.

Resolution 7 would renew the authority given to the Directors at last year's AGM. If passed, the resolution gives authority for the Company to purchase up to 39,387,960 Ordinary Shares, representing approximately 15 per cent of the issued share capital of the Company as at the Latest Practicable Date. The resolution specifies the minimum and maximum prices which may be paid for any Ordinary Shares purchased under this authority. The power conferred by this resolution will expire on the date falling 18 months following the passing of this resolution or the conclusion of 2025 AGM, whichever is earlier. The Directors will only exercise the authority to purchase Ordinary Shares where they consider that such purchases will be in the best interests of Shareholders generally.

The Company can hold any Ordinary Shares which have been purchased by the Company pursuant to resolution 7, if passed, as treasury shares (subject to any applicable limits) and either resell them for cash, cancel them either immediately or at a point in the future, or transfer them for the purposes of or under an employee share scheme. The decision whether to cancel any shares

purchased by the Company or hold such shares as treasury shares will be made by the Directors at the time of purchase, on the basis of the Company's best interests.

The Directors believe that it is desirable for the Company to have this choice. Holding the shares purchased as treasury shares will give the Company the ability to resell or transfer them quickly and cost-effectively and will provide the Company with additional flexibility in the management of its capital base. No dividends will be payable on, and no voting rights will be exercisable in respect of, treasury shares.

Further Information

As at the Latest Practicable Date the issued ordinary share capital of the Company was 262,586,405 Ordinary Shares.

Recommendation

The Directors believe that the Resolutions are in the best interests of XLMedia and its Shareholders as a whole. Accordingly, the Board unanimously recommends that you vote in favour of the Resolutions, as the Directors intend to do in respect of their own beneficial shareholdings in XLMedia.

Yours sincerely

A handwritten signature in black ink, consisting of a stylized 'M' followed by a large loop and a long horizontal stroke extending to the right.

Marcus Rich
Independent Non-Executive Chair

Documents available for inspection

Copies of the following documents will be available on the Company's website at www.xlmedia.com/investors/overview/:

1. the Annual Report;
2. the memorandum of association of the Company and the Articles; and
3. this document.

Notice of Annual General Meeting

XLMEDIA PLC

NOTICE IS HEREBY GIVEN that the 2024 Annual General Meeting of XLMedia plc (the “Company”) will be held at the offices of Cavendish Capital Markets Limited at One Bartholemew Close, London, EC1A 7BL at 09:30 AM on 28 June 2024 for the purpose of considering and, if thought fit, passing resolutions 1 to 5 as ordinary resolutions and resolutions 6 and 7 as special resolutions.

ORDINARY RESOLUTIONS

1. To receive the financial statements and the report of the Directors and of the auditors of the Company for the year ended 31 December 2023.
2. That Ory Weihs be re-appointed as a Director of the Company.
3. To re-appoint Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as auditors of the Company.
4. To authorise the Directors to agree the remuneration of the auditors of the Company.
5. That the Directors of the Company be and are generally and unconditionally authorised pursuant to Article 2.3 of the articles of association of the Company (the “Articles”) to exercise all or any of the powers of the Company pursuant to the Articles to allot relevant securities (as that term is defined in the Articles) up to 26,258,640 ordinary shares with a nominal value of US\$0.000001 each in the capital of the Company (“Ordinary Shares”), provided that this authority shall, unless previously revoked, varied or renewed, expire on the date falling 18 months following the passing of this resolution or the conclusion of the next Annual General Meeting of the Company, whichever is earlier, 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 of the Company may allot relevant securities pursuant to such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTIONS

6. That, conditional upon the passing of Resolution 5, the Directors of the Company be generally and unconditionally authorised by virtue of Article 2.10 of the Articles to exercise all powers of the Company to allot equity securities (as that term is defined in the Articles) for cash pursuant to the authority conferred in Resolution 5 as if the pre-emption provisions of Articles 2.4 to 2.8 of the Articles did not apply to any such allotment, provided that this authority shall be limited to the allotment and issue wholly for cash or otherwise of up to 26,258,640 Ordinary Shares and, which shall, unless previously revoked, varied or renewed, expire on the date falling 18 months following the passing of this Resolution or the conclusion of the next Annual General Meeting of the Company, whichever is earlier, 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 of the Company may allot equity securities pursuant to such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
7. That, the Company be authorised for the purposes of Article 57 of the Companies (Jersey) Law 1991 (the “Law”) to make one or more market purchases of its Ordinary Shares, such power to be limited:
 - i. to a maximum number of 39,387,960 Ordinary Shares;
 - ii. by the condition that the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is its nominal value; and
 - iii. by the condition that the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is not more than the higher of:

- a. an amount equal to 5 per cent. above the average of the middle market quotations for the Ordinary Shares (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; or
- b. an amount equal to the higher of: (i) the price of the last independent trade of an Ordinary Share; and (ii) the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out,

such power to expire on the date falling 18 months following the passing of this resolution or the conclusion of the next Annual General Meeting of the Company, whichever is earlier but, in each case, so that the Company may enter into a contract to purchase Ordinary Shares which will or may be completed or executed wholly or partly after the power ends and the Company may purchase Ordinary Shares pursuant to any such contract as if the power had not ended; and pursuant to Article 58A of the Law, the Company may hold as treasury shares any Ordinary Shares purchased pursuant to the authority conferred by this Resolution.

By order of the Board

Peter McCall
Company Secretary

30 May 2024

Notes:

As at 29 May 2024 (being the Latest Practicable Date before the publication of this Notice) the Company's issued ordinary share capital consisted of 262,586,405 Ordinary Shares carrying one vote each.

A member who would have been entitled to attend and vote at the meeting convened by the above Notice is entitled to appoint one or more proxies to exercise all or any of that member's rights to attend and to speak and vote instead of him or her (provided that if two or more proxies are to be appointed, each proxy must be appointed to exercise the rights attaching to different shares). When two or more valid proxy appointments are delivered or received in respect of the same Ordinary Shares, the one which was last delivered or received shall be treated as replacing or revoking the others as regards such Ordinary Shares, provided that if the Company determines that it has insufficient evidence to decide whether or not a proxy appointment is in respect of the same share or which was last delivered or received, it shall be entitled to determine which proxy appointment (if any) is to be treated as valid.

A proxy need not be a member of the Company.

To vote and appoint a proxy you may:

- Submit your proxy appointment and voting instructions electronically by accessing the shareholder portal at www.signalshares.com, logging in and selecting the 'Vote Online Now' link. You will require your username and password in order to log in and vote. If you have forgotten your username or password you can request a reminder via the shareholder portal. If you have not previously registered to use the portal you will require your investor code ('IVC') which can be found on your share certificate or dividend notification.
- Request a hard copy Form of Proxy directly from the registrars, Link Group via email at shareholderenquiries@linkgroup.co.uk or 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. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales).
- Any hard copy Form of Proxy must be returned to Link Group at the address below.
- If you hold your shares in uncertified form, use the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST manual using CREST ID: RA10.

To be valid, a proxy appointment must be made in one of the ways set out above so as to be received as soon as possible by the Company's registrar, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL but in any event so as to be received by Link Group by 09:30 AM on 26 June 2024.

Unless otherwise indicated on the Form of Proxy, CREST, or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

The Company, pursuant to the Companies (Uncertified Securities) (Jersey) Order 1999, specifies that only those members entered on the register of members of the Company as at close of business on 26 June 2024 shall be entitled to attend or vote at the meeting in respect of shares registered in their name at that time. Changes to entries on the register after close of business on 26 June 2024 shall be disregarded in determining the rights of any person to attend or vote at the meeting.

In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

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(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's registrars (ID: RA10) by the latest time(s) for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited 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 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings (www.euroclear.com).

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 (as amended).

