



# Notice of Annual General Meeting 2026

**Convatec Group Plc, 20 Eastbourne Terrace, London W2 6LG  
Thursday 21 May 2026 at 14:00 (UK time)**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to what action you should take, you are recommended to seek your own advice from your stockbroker, solicitor, accountant or other professional adviser or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in Convatec Group Plc, please forward this document, together with the accompanying documents, as soon as possible, either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass the documents to the person who now holds the shares.

## Letter from the Chair

### Convatec Group Plc

(Convatec or the **Company**, incorporated and registered in England and Wales No. 10361298)

#### Registered address:

7th Floor, 20 Eastbourne Terrace  
London  
W2 6LG  
www.convatecgroup.com

12 March 2026

Dear Shareholder

### 2026 Annual General Meeting

We are pleased to provide you with notice that the 2026 annual general meeting of Convatec will be held as a hybrid meeting at Convatec's offices at 20 Eastbourne Terrace, London, W2 6LG at 14:00 (UK time) on Thursday 21 May 2026 (the **AGM** or the **Meeting**). The resolutions proposed are set out on pages 6 and 7 of this document (the **Resolutions**), contained within the notice of meeting (the **Notice**).

The Annual Report and Accounts are available to view and to download electronically at [www.convatecgroup.com/investors/reports-results-and-presentations/](http://www.convatecgroup.com/investors/reports-results-and-presentations/).

Shareholders who have requested to receive a hard copy of the 2025 Annual Report and Accounts will find this enclosed.

### Arrangements for AGM

Shareholders will be able to join and participate in the Meeting in person or through the electronic platform which will be made available via the following web address: [meetnow.global/ConvatecAGM2026](https://meetnow.global/ConvatecAGM2026). Voting on the business of the AGM will be conducted by way of a poll. The voting results, which will include all votes cast for and against each Resolution at the Meeting, and all proxies lodged prior to the Meeting, will be published on the Company's website as soon as practicable after the Meeting. The Company will also disclose the number of votes withheld.

Shareholders who wish to attend the Meeting on the day electronically will be able to cast their vote at the Meeting via the above link, upon the Chair declaring the poll open. Further instructions and guidance on the voting procedures can be found in Appendix 1 of this Notice.

Shareholders who are unable to attend on the day will be able to register their proxy vote in advance of the Meeting, either online or through the return of the completed paper Form of Proxy (enclosed with this Notice for those individuals who have elected to receive hard copy documents).

**We strongly encourage all shareholders to lodge their vote by proxy ahead of the Meeting.** Further instructions on voting and appointing proxies are set out in the Important Information section on page 8 of this document and on our website at [www.convatecgroup.com/investors/shareholder-centre/](http://www.convatecgroup.com/investors/shareholder-centre/).

For those shareholders who have elected to receive hard copy documents, they may lodge their votes ahead of the Meeting by completing the Form of Proxy enclosed with this Notice and return it to Computershare Investor Services PLC (the **Company's Registrars**) as soon as possible and by no later than 14:00 (UK time) on Tuesday 19 May 2026.

Appointing a proxy will not prevent shareholders from attending and voting at the AGM if they wish. If I am appointed as proxy I will vote in accordance with any instructions given to me. If I am given discretion as to how to vote, I will vote in favour of each of the Resolutions to be proposed at the AGM.

If you have any queries about the AGM or any other aspect of the business of the Meeting or should you wish to submit a question in advance of the Meeting concerning the business to be considered, please write to [cosec@convatec.com](mailto:cosec@convatec.com), clearly headed '2026 AGM'. Please submit your question(s) by 14:00 (UK time) on Tuesday 19 May 2026. If you have any queries regarding your shareholding or have any difficulty in voting, please contact the Company's Registrars, Computershare Investor Services PLC by telephone: +44 (0)370 703 6219, email: [Web.Corres@Computershare.co.uk](mailto:Web.Corres@Computershare.co.uk) or in writing to The Pavilions, Bridgwater Road, Bristol BS13 8AE.

## Explanatory notes

An explanation of the proposed Resolutions is set out below.

Resolutions 1 to 16 are proposed as ordinary resolutions. This means that for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolutions 17 to 20 are proposed as special resolutions. This means that for each of those Resolutions to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.

### Ordinary Resolutions

#### Resolution 1 – Annual Report and Accounts

To receive and adopt the Annual Report and Accounts for the year ended 31 December 2025 (**2025 Annual Report and Accounts**). The board of directors of the Company (the **Board**, and each member of which, a **Director** and collectively, the **Directors**) are required to present to the Meeting the annual financial statements and the reports of the Directors and the Company's auditors on the annual financial statements and the Directors' remuneration report (the **Directors' Remuneration Report**), as contained in the 2025 Annual Report and Accounts. The 2025 Annual Report and Accounts is available at [www.convatecgroup.com/investors/results-centre/](http://www.convatecgroup.com/investors/results-centre/). A printed copy has been sent to those shareholders who have requested this.

#### Resolution 2 – Directors' Remuneration Report

The Directors' Remuneration Report is set out on pages 104 to 121 of the 2025 Annual Report and Accounts and excludes the Directors' Remuneration Policy (which was approved by shareholders at the annual general meeting in 2025). The Directors' Remuneration Policy can be found within the 2024 Annual Report and Accounts on pages 128 to 134.

Section 439 of the Companies Act 2006 requires that the Directors' Remuneration Report for the financial year be put to a vote of shareholders at the annual general meeting. The Company's auditor Deloitte LLP has audited those parts of the Directors' Remuneration Report that are required to be audited and its report may be found on pages 126 to 133 of the 2025 Annual Report and Accounts. This vote is advisory and the Directors' entitlement to receive remuneration is not conditional on it.

#### Resolution 3 – Dividend

To approve a final dividend of 5.367 cents per ordinary share recommended by the Directors for the financial year ended 31 December 2025. An interim dividend of 1.877 cents per ordinary share was paid on 1 October 2025, bringing the total dividend for 2025 to 7.244 cents per ordinary share. The final dividend on ordinary shares is declared in US Dollars and will be paid in Pound Sterling at the chosen exchange rate of \$1.351/£1.00 determined on 23 February 2026.

If approved by the shareholders, the recommended final dividend will be paid on 28 May 2026 to all ordinary shareholders whose names appear on the Company's register of members as at the close of business on 17 April 2026.

#### Resolutions 4 to 12 – Re-election of Directors

Resolutions 4 to 12 deal with the election and re-election of the Directors in accordance with the requirements of the Company's Articles of Association and the 2024 UK Corporate Governance Code (the **2024 Code**).

Biographical details of all Directors standing for election and re-election can be found on pages 80 and 81 of the 2025 Annual Report and Accounts, and are also available on our website at [www.convatecgroup.com/about-us/board-of-directors/](http://www.convatecgroup.com/about-us/board-of-directors/).

All Directors will be submitting themselves for re-election at the forthcoming AGM, except for Fiona Ryder, Chief Financial Officer, who was appointed to the Board on 6 November 2025. Fiona Ryder will submit herself for election as the newest director of the Company. Following the Board performance review carried out during the year in the form of questionnaires, facilitated by external adviser, Lintstock, and separate individual review, the Chair is satisfied that the performance of each Director standing for election and re-election demonstrates commitment to the role and that each Director has sufficient time to meet their commitments to the Company. Each Director has provided a valuable and effective contribution in meetings held, and on decisions are taken by the Board. Details of the Board performance review are set out on page 89 of the 2025 Annual Report and Accounts.

The Board is satisfied that each of the Non-Executive Directors offering themselves for re-election is independent in character, and that there are no relationships or circumstances likely to affect their character or judgement. Their independence was determined by reference to the relevant provisions of the 2024 Code. The Board believes this information is sufficient to enable shareholders to make an informed decision on their election or re-election.

#### Resolution 13 – Appointment of auditor

To appoint Ernst & Young LLP (EY) as auditor to the Company, as recommended by the Audit and Risk Committee, until the conclusion of the next annual general meeting.

During 2024, the Audit and Risk Committee oversaw a formal and comprehensive tender process for the appointment of the Company's external auditor. The tender was carried out to conform with the rules on mandatory audit firm rotation. Following the recommendation of the Audit and Risk Committee, the Board announced that, subject to shareholder approval at the 2026 AGM, it had approved the appointment of EY to succeed Deloitte LLP as auditor of the Company for the financial year beginning 1 January 2026. Further details of the tender process can be found in the Audit and Risk Committee Report on page 103 of the 2025 Annual Report and Accounts.

As outgoing auditor, Deloitte LLP has provided the Company with a Statement of Reasons, as required by law, which is set out in Appendix 2 to this Notice.

#### Resolution 14 – Remuneration of auditor

To authorise the Directors to determine the auditor's remuneration, who delegate this authority to the Audit and Risk Committee.

#### Resolution 15 – Political donations

To give the Directors authority until the next annual general meeting of the Company (when the Directors intend to review this authority to make donations and incur expenditure which might otherwise be caught by the terms of the Companies Act 2006), up to an aggregate of £100,000 for the Company and for subsidiary companies. It is not the Company's policy to make political donations within the normal meaning of that expression and the Company has no intention of using this authority for the purpose of making donations to political parties. However, it is possible that certain routine activities undertaken by the Company might unintentionally fall within the wide definition of matters constituting political donations and expenditure in the Companies Act 2006. Any expenditure that is regulated under the Companies Act 2006 must first be approved by shareholders and will be disclosed in the 2026 Annual Report and Accounts.

## Explanatory notes continued

### Resolution 16 – Allotment of shares

To authorise the Directors to allot ordinary shares in the capital of the Company without the prior consent of shareholders for a period expiring at the conclusion of the next annual general meeting of the Company or, if earlier, 15 months after the date on which this Resolution is passed.

Paragraph (a) of this Resolution 16 will, if passed, allow the Directors to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate maximum nominal amount of £65,161,734 (representing approximately one third of the nominal value of the Company's issued share capital, excluding shares held in treasury, on 9 March 2026, the latest practicable date prior to the publication of this document).

In accordance with the institutional guidelines issued by the Investment Association (**IA**), paragraph (b) of this Resolution 16 will allow Directors to allot further of the Company's ordinary shares in connection with a fully pre-emptive offer to ordinary shareholders up to a maximum aggregate nominal amount of £130,323,468, (including within such limit any shares issued or rights granted under paragraph (a) of Resolution 16, representing approximately two thirds of the Company's issued share capital, excluding shares held in treasury, on 9 March 2026, the latest practicable date prior to the publication of this document).

The Directors have no present intention of exercising this authority except in connection with satisfying options or share awards issued pursuant to the Company's employee share schemes, should it be in the best interests of the Company to do so. The Company currently operates an Employee Benefit Trust (**EBT**) for the purpose of satisfying options and share awards (further details of which can be found on page 5 of this Notice); however, the Directors regard it necessary to ensure that the Company maintains flexibility and transparency in managing the schemes, to ensure the approach remains aligned with shareholder interests. Should the Directors decide to exercise this authority other than in connection with satisfying options or share awards, they intend to follow best practice in accordance with guidance issued by the IA.

As at 9 March 2026, the latest practicable date prior to the publication of this document, the Company held 94,937,530 shares in treasury.

### Special Resolutions

#### Resolutions 17 & 18 – Disapplication of pre-emption rights

Under section 561(1) of the Companies Act 2006, if the Directors wish to allot ordinary shares, or grant rights to subscribe for, or convert securities into, ordinary shares (which for this purpose includes a sale of treasury shares for cash), other than pursuant to an employee share scheme, they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the Directors need the flexibility to finance business opportunities by the issue of shares without a pre-emptive offer to existing shareholders. This cannot be done under the Companies Act 2006 unless the shareholders have first waived their pre-emption rights.

Resolution 17, which is proposed as a special resolution, contains a three-part waiver and will allow the Directors to allot equity securities for cash without first being required to offer such shares to existing shareholders. If approved, the Resolution will authorise the Directors to: (i) allot shares in connection with a pre-emptive offer; (ii) otherwise to allot shares for cash up to an aggregate maximum nominal amount of £19,548,520 (which includes, for this purpose, the sale on a non-pre-emptive basis of any shares held in treasury), representing approximately 10% of the issued ordinary share capital of the Company, excluding shares held in treasury, on 9 March 2026, the latest practicable date prior to the publication of this document, as if section 561(1) of the Companies Act 2006 did not apply to such allotment or sale of treasury shares for cash; and (iii) further allot shares for cash for the purposes of a follow-on offer when an allotment of shares has been made under waiver (ii), such further allotment being limited to the allotment of shares having an aggregate nominal value of up to 20% of the nominal value of any shares allotted under waiver (ii), with the follow-on offer being determined by the Directors to be of a kind contemplated by the Pre-Emption Group's 2022 Statement of Principles on Disapplying Pre-Emption Rights (Pre-Emption Group's 2022 Statement of Principles). The Directors confirm that they will follow the shareholder protections in section 2B and the expected features of a follow-on offer in paragraph 3 of section 2B of the Pre-Emption Group's 2022 Statement of Principles.

Resolution 18, which is proposed as a special resolution, is in addition to the waiver granted in Resolution 17 and contains a two-part waiver. Resolution 18, if passed, will authorise the Directors to: (i) allot equity securities or sell treasury shares for cash, pursuant to the authority to: (ii) allot shares granted by Resolution 17, in connection with an acquisition or other capital investment of a fund contemplated by the Pre-Emption Group's 2022 Statement of Principles, as if section 561(1) of the Companies Act 2006 did not apply to such allotment or sale of treasury shares for cash, up to a further maximum aggregate nominal amount of £19,548,520 (representing approximately 10% of the issued ordinary share capital of the Company, excluding shares held in treasury, on 9 March 2026, the latest practicable date prior to the publication of this document); and (ii) allot equity securities for cash for the purposes of a follow-on offer when an allotment of equity securities has been made under waiver (i), to be limited to the allotment of equity securities having an aggregate nominal value of up to 20% of the nominal value of any equity securities allotted under waiver (i).

The additional authority under waiver (i) is sought for use in connection only with an acquisition or specified capital investment of a kind contemplated by the Pre-Emption Group's 2022 Statement of Principles and not for general corporate purposes. Any such acquisition or specified capital investment would be announced at the time of the relevant share issue.

The additional authority under waiver (ii) for such follow-on offer must be determined by the Directors to be a follow-on offer of a kind contemplated by the Pre-Emption Group's 2022 Statement of Principles. The Directors confirm that they will follow the shareholder protections in Part 2B and the expected features of a follow-on offer in paragraph 3 of Part 2B of the Pre-Emption Group's 2022 Statement of Principles.

The Directors do not have any present intention of exercising either authority. If passed, the authorities granted under Resolutions 17 and 18 will expire at the conclusion of the next annual general meeting of the Company or, if earlier, 15 months after the date on which this Resolution is passed.

The Directors believe that the authority sought in these Resolutions are in the best interests of the Company and note that they comply with the IA guidelines and the Pre-Emption Group's 2022 Statement of Principles.

#### **Resolution 19 – Market purchases of ordinary shares**

Resolution 19, which is a special resolution, proposes to permit the Company to make market purchases of up to 195,485,202 ordinary shares of 10 pence each of the Company (being approximately 10% of the Company's issued ordinary share capital, excluding shares held in treasury, as at 9 March 2026, the latest practicable date prior to the publication of this document), in accordance with the Companies Act 2006 on such terms and in such manner as the Directors determine, subject to minimum and maximum price limits which may be paid for any shares purchased under this authority, which reflect the requirements of the Listing Rules.

This authority will expire at the end of the next annual general meeting of the Company or, if earlier, 15 months after the date on which this Resolution is passed.

Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange or such other manner as is permitted by applicable law and regulations. Any shares purchased under this authority may either be cancelled, sold or held as shares in treasury. Shares held in treasury may subsequently be cancelled, sold or used to satisfy options issued to employees pursuant to the Company's employee share schemes. The Directors would only exercise the authority sought by this Resolution 19 in circumstances where they believed that to do so would normally result in an increase in earnings per share and would be in the interests of shareholders generally.

As part of the Company's capital allocation strategy aimed at enhancing shareholder returns, the Company announced a share buyback programme on 20 August 2025 to purchase its ordinary shares of 10 pence each up to a maximum consideration of \$300m. The share buyback programme concluded on 3 December 2025 and was funded from available cash reserves. The Company repurchased 94,937,530 ordinary shares at a volume weighted average price of £2.38 per ordinary share and a nominal value of approximately £9,493,753 (this represented approximately 4.63% of the Company's issued share capital as at 31 December 2025), for a consideration of £226m (\$301m) inclusive of transaction costs. The Company currently holds the repurchased shares as treasury shares and may cancel them at a later date. The maximum number of ordinary shares which could be repurchased by the Company as part of any share buyback under the authority for on-market share buybacks granted at the 2025 annual general meeting was 204,978,956 ordinary shares.

The Company operates an EBT which holds shares for the purpose of satisfying options or share awards issued pursuant to the Company's employee share schemes. The Directors have no present intention of exercising the authority granted by this Resolution other than where they determine to purchase shares for the purpose of employee share schemes

and in such cases, will only do so following full consideration of the circumstances and taking into account the interests of the shareholders as a whole. At present, awards issued pursuant to the employee share schemes are satisfied through the EBT; however, the Directors reserve their position and may elect to repurchase shares.

As at 9 March 2026 (being the latest practicable date prior to the publication of this document), 5,750,288 shares were held in the EBT.

In the period from 31 December 2025 to 9 March 2026, the Company did not purchase any of its own shares. The total number of options to subscribe for ordinary shares and awards which may be satisfied by newly issued ordinary shares under long-term incentive plans of the Company that were outstanding as at 9 March 2026 was 24,986,872. The proportion of issued share capital, excluding shares held in treasury, that they represented at that time was 1.28% and the proportion of issued share capital that they will represent if the full authority to purchase shares, existing and being sought, is used is 1.61%.

#### **Resolution 20 – Notice period for general meetings**

Resolution 20 will be proposed as a special resolution and would allow general meetings, other than an annual general meeting, to be called on not less than 14 clear days' notice, notwithstanding that the notice period required by the Companies Act 2006 for general meetings of the Company is 21 days which cannot be less than 14 clear days. This would renew the authority granted by shareholders at the Company's last annual general meeting. It is intended that the flexibility offered by this Resolution will only be used for time-sensitive, non-routine business and where merited in the interests of shareholders as a whole and noting also the recommendations of the 2024 Code with which the Company would intend to comply. The Directors do not have any current intention to exercise this authority but consider it appropriate to ensure that the Company has the appropriate flexibility to respond to all eventualities. In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting. The approval will be effective until the Company's next annual general meeting, when it is expected that a similar resolution will be proposed.

#### **Recommendation**

The Directors consider that each of the Resolutions set out in the Notice is in the best interests of the Company and the shareholders as a whole and, accordingly, recommend that all shareholders vote in favour of all Resolutions, as the Directors intend to do in respect of their own holdings.

Yours faithfully

**Dr John McAdam CBE**  
Chair  
12 March 2026

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2026 annual general meeting of Convatec Group Plc (**Convatec** or the **Company**) will be held at the Company's offices at 20 Eastbourne Terrace, London, W2 6LG at 14:00 (UK time) on Thursday 21 May 2026 (the **AGM** or the **Meeting**) to transact the business set out in the resolutions below:

### Ordinary Resolutions

#### Annual Report and Accounts

1. To receive the Company's accounts and the reports of the Directors (a **Director** of the Company and collectively, the **Directors**) and of the auditor for the year ended 31 December 2025 (**2025 Annual Report and Accounts**).

#### Directors' Remuneration Report

2. To receive and approve the Directors' Remuneration Report in the form set out on pages 104 to 121 of the 2025 Annual Report and Accounts.

#### Final Dividend

3. To declare a final dividend of 5.367 cents per ordinary share for the financial year ended 31 December 2025, as recommended by the Directors, to be paid on 28 May 2026 to all ordinary shareholders on the Company's register of members as at the close of business on 17 April 2026.

#### Directors

4. To elect Fiona Ryder as a Director.
5. To re-elect Dr John McAdam CBE as a Director.
6. To re-elect Jonny Mason as a Director.
7. To re-elect Margaret Ewing CBE as a Director.
8. To re-elect Brian May as a Director.
9. To re-elect Professor Constantin Coussios OBE as a Director.
10. To re-elect Kim Lody as a Director.
11. To re-elect Heather Mason as a Director.
12. To re-elect Sharon O'Keefe as a Director.

#### Auditor

13. To appoint Ernst & Young LLP as auditor of the Company to hold office until the conclusion of the next annual general meeting at which the Company's accounts are to be laid.
14. To authorise the Audit and Risk Committee, for and on behalf of the Board, to determine the remuneration of the auditor.

#### Political Donations

15. That the Company and all companies that are or become its subsidiaries (the **Group**), at any time up to the end of the next annual general meeting of the Company after the passing of this Resolution (or if earlier, at the close of business on the day which is 15 months after the date on which this Resolution is passed) be generally authorised to:

- (a) make political donations to political parties and/or independent election candidates not exceeding £100,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £100,000 in total; and
- (c) incur political expenditure not exceeding £100,000 in total,

provided that the total amount of all such donations and expenditure made by all companies to which this authority relates shall not exceed £100,000. For the purposes of this Resolution, the terms 'political donation', 'political parties', 'independent election candidates', 'political organisation' and 'political expenditure' have the meanings given by sections 363 to 365 of Companies Act 2006.

### Allotment of Shares

16. That, the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all powers of the Company to allot ordinary shares in the Company and to grant rights to subscribe for or to convert any security into ordinary shares in the Company:
  - (a) in accordance with Article 12(a) of the Company's Articles of Association, up to a maximum aggregate nominal amount of £65,161,734 and,
  - (b) comprising equity securities (within the meaning of section 560(1) of the Companies Act 2006) up to a maximum aggregate nominal amount of £130,323,468 (including within such limit any shares issued or rights granted under paragraph (a) above), in connection with a fully pre-emptive offer to:
    - (i) ordinary shareholders (other than the Company) in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them; and
    - (ii) holders of other equity securities if this is required by the rights of those securities or, subject to such rights, as the Directors consider necessary,
 and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

This authority (unless previously renewed, varied or revoked by the Company) will expire at the end of the next annual general meeting of the Company or, if earlier, 15 months after the date on which this Resolution is passed, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Board may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

### Special Resolutions

#### Disapplication of Pre-emption Rights

17. That, if Resolution 16 is passed, the Board be authorised, pursuant to section 570 and section 573 of the Companies Act 2006, to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited to:

- (a) allotments made in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 16, such power shall be limited to the allotment of equity securities in connection with a fully pre-emptive offer only):
  - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

- (b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £19,548,520; and
- (c) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of shares held in treasury from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire (unless previously renewed, varied or revoked by the Company) at the end of the next annual general meeting of the Company (or, if earlier, 15 months after the date on which this Resolution is passed) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

18. That if Resolution 16 is passed, the Board be authorised, pursuant to section 570 and section 573 of the Companies Act 2006, in addition to any authority granted under Resolution 17, to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by Resolution 16 and/or to sell ordinary shares held by the Company in treasury for cash as if section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of shares held in treasury up to a nominal amount of £19,548,520, such authority to be used only 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 Board determines to be either an acquisition or a specified capital investment of a kind contemplated by 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) limited to the allotment of equity securities or sale of shares held in treasury (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Board determine to be of a kind contemplated by paragraph 3 of section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire (unless previously renewed, varied or revoked by the Company) at the end of the next annual general meeting of the Company (or, if earlier, 15 months after the date on which this Resolution is passed) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell shares held in treasury) under any such offer or agreement as if the authority had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if in the first paragraph of this Resolution the words 'under the authority given by Resolution 16' were omitted.

#### Market Purchase of Ordinary Shares

19. That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 10 pence each of the Company on such terms and in such manner as the Directors may from time to time determine provided that:

- (a) the maximum number of ordinary shares hereby authorised to be acquired is 195,485,202;
- (b) the minimum price (excluding expenses) which may be paid for any ordinary share is 10 pence;
- (c) the maximum price (excluding expenses) which may be paid for any ordinary share is an amount not more than the higher of:
  - (i) an amount equal to 105% of the average of the middle market quotations for such 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) an amount equal to the higher of the price of the last independent trade of such ordinary share and the highest current independent bid on the trading venue on which the purchase is carried out;
- (d) the authority hereby conferred shall expire at the end of the next annual general meeting of the Company or, if earlier, 15 months after the date on which this Resolution is passed 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.

#### Notice Period for General Meetings

20. That, and until the Company's next annual general meeting, a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice.

By order of the Board

**James Kerton**  
**Company Secretary**  
**12 March 2026**

#### Registered office:

7th Floor, 20 Eastbourne Terrace  
 London  
 W2 6LG

(Incorporated and registered in England and Wales  
 No. 10361298)

## Important information

### Entitlement to attend and vote and proxies

1. To be entitled to attend and vote, whether in person or by proxy, at the AGM, shareholders must be registered in the register of members of the Company at close of business on Tuesday 19 May 2026, or, in the case of an adjourned meeting, at close of business on the day which is two days before the meeting (excluding non-business days). Changes to entries on the register after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the AGM or adjourned meeting.
2. A shareholder entitled to attend and vote at the AGM may appoint another person(s) (who need not be a shareholder of the Company) to exercise all or any of their rights to attend, speak and vote at the AGM. A shareholder can appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attaching to different shares held by them. Unless otherwise indicated on the Form of Proxy, through CREST or via Proxymity, or any other electronic voting instruction, the proxy may vote (or withhold from voting) at the proxy's sole discretion. You may not use any electronic address provided in this Notice to communicate with the Company for any purposes other than those expressly stated.
3. A proxy does not need to be a shareholder of the Company but must attend the AGM to represent you. Your proxy could be the Chair, 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 AGM for your vote to be counted. Appointing a proxy does not preclude you from attending the AGM and voting in person.
4. Shareholders wishing to appoint a proxy online should visit [www.eproxyappointment.com/Login](http://www.eproxyappointment.com/Login) and follow the instructions on screen. To be valid your proxy appointment(s) and instructions should reach Computershare Investor Services PLC no later than 14:00 (UK time) on Tuesday 19 May 2026 (48 hours, excluding non-business days, before the time set for the AGM). If you need help with voting online, or require a paper proxy form, please contact our Registrar, Computershare Investor Services PLC, by telephone on +44 (0)370 703 6219. 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. Computershare Investor Services PLC are open between 8:30 to 17:30 (UK time), Monday to Friday excluding public holidays in England and Wales.
5. 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](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members and those 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 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 (3RA50) by 14:00 (UK time) on Tuesday 19 May 2026 (48 hours, excluding non-business days, before the time set for the AGM). 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. After this time, any change of instructions to a proxy 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 there are no 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 regard, CREST members and, where applicable, their CREST sponsors or voting service providers are referred to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

### Proxymity

6. 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 Company's registrars. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 14:00 (UK time) on Tuesday 19 May 2026 in order to be considered valid or, if the AGM is adjourned, by the time which is 48 hours, excluding non-business days, before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the Proxymity platform instructing the removal of your proxy vote.

### Nominated persons

7. A copy of this Notice has been sent for information only to persons who have been nominated by a shareholder to enjoy information rights under section 146 of the Companies Act 2006 (a **Nominated Person**). The rights to appoint a proxy cannot be exercised by a Nominated Person: they can only be exercised by the shareholder. However, a Nominated Person may have a right under an agreement between them and the shareholder by whom they were nominated to be appointed as a proxy for the AGM 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 shareholder as to the exercise of voting rights.

### Corporate representatives

8. A shareholder of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the AGM. 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 shareholder of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.

### Website publication of audit concern

9. Shareholders 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 AGM; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last annual general meeting, that the shareholders propose to raise at the AGM. The Company cannot require the shareholders 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 AGM includes any statement that the Company has been required to publish on its website.

### Right to ask questions

10. The Company must cause to be answered at the AGM any question relating to the business being dealt with at the AGM which is put by a shareholder attending the AGM, except in certain circumstances, including if it would interfere unduly with the preparation for the AGM or if it is undesirable in the interests of the Company or the good order of the AGM that the question be answered or if to do so would involve the disclosure of confidential information.
11. All shareholders or their proxies will have the opportunity to submit questions during the AGM, in person or through the electronic platform chat box function. The Chair may nominate a representative to answer a specific question after the Meeting or refer the questioner to the Company's website. Shareholders may also submit a question concerning the business to be considered at the AGM in advance of the Meeting by writing to [cossec@convatec.com](mailto:cossec@convatec.com) with the heading '2026 AGM'. Please submit your question(s) by 14:00 (UK time) on Tuesday 19 May 2026.

### Total voting rights

12. As at 9 March 2026 (being the latest practicable date prior to the publication of this Notice), the Company's issued share capital consisted of 2,049,789,559 ordinary shares of 10 pence each, carrying one vote each (94,937,530 of which are held in treasury by the Company, which do not carry voting rights while so held). Therefore, the total voting rights in the Company are 1,954,852,029.
13. The contents of this Notice, details the total number of shares in respect of which shareholders are entitled to exercise voting rights at the AGM, the total voting rights that shareholders are entitled to exercise at the AGM and, if applicable, any shareholders' statements, shareholders' resolutions or shareholders' matters of business received by the Company after the date of this Notice will be available on the Company's website [www.convatecgroup.com](http://www.convatecgroup.com).

### Documents available for inspection

14. The following documents will be available for inspection during normal business hours from the date of this Notice until the close of the AGM on Thursday 21 May 2026 at the registered office of the Company: (a) copies of the executive Directors' service contracts; and (b) copies of the letters of appointment of the Non-executive Directors.

### Shareholder rights and AGM business

15. Under section 338 and section 338A of the Companies Act 2006, shareholders meeting the threshold requirements in those sections have the right to require the Company (i) to give, to shareholders of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the AGM and/or (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved, or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of 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. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 9 April 2026, being the date 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.

### Data protection statement

16. Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Shareholder Reference Number (**SRN**) (attributed to you by the Company's Registrars). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's Registrars) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.

## Appendix 1 - Online user guide

### Electronic meeting

For the 2026 AGM, Convatec will be enabling shareholders to attend and participate in the Meeting electronically, should they wish to do so. This can be done by accessing the AGM platform: [meetnow.global/ConvatecAGM2026](https://meetnow.global/ConvatecAGM2026).

### Accessing the AGM platform

The AGM can be accessed online using a compatible browser using the latest version of Chrome, Firefox, Edge or Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. Please note that Internet Explorer is not supported. If you wish to access the AGM using this method, please go to [meetnow.global/ConvatecAGM2026](https://meetnow.global/ConvatecAGM2026). **It is highly recommended that you check your system capabilities in advance of the meeting day.**

### Logging in

On accessing the AGM website, you will be prompted to enter your unique SRN and PIN. These can be found printed on your Form of Proxy. Access to the Meeting via the website will be available from 13:30 (UK time) on 21 May 2026; however, please note that your ability to vote will not be enabled until the Chair formally declares the poll open.

### Broadcast

The Meeting will be broadcast with presentation slides. Once logged in, and at the commencement of the Meeting, you will be able to listen to the proceedings of the Meeting on your device, as well as being able to see the slides of the Meeting which will include the Resolutions to be put forward to the Meeting.

### Voting

Once the Chair has formally opened the Meeting, they will explain the voting procedure. Voting will be enabled on all Resolutions at the start of the formal Meeting on the Chair's instruction. This means shareholders may, at any time while the poll is open, vote electronically on any or all the Resolutions in the Notice. Resolutions will not be put forward separately. Once the Resolutions have been proposed, the list of Resolutions will appear along with the voting options available. Select the option that corresponds with how you wish to vote, FOR, AGAINST or WITHHELD. Once you have selected your choice, the option will change colour, and a confirmation message will appear to indicate your vote has been cast and received – there is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice; if you wish to cancel your vote, select the cancel button. You will be able to do this at any time whilst the poll remains open and before the Chair announces its closure at the end of the Meeting.

### Questions

Any shareholder or appointed proxy attending the Meeting is eligible to ask questions. Questions may be submitted through the chat box, either in written form or by requesting to speak.

To submit a written question online, select the messaging icon. Type your message in the chat box at the bottom of the messaging screen and click Send when you are ready. Questions will be moderated before being passed to the Chair to avoid repetition. Messages can be submitted at any time during the Q&A session until the Chair closes the session.

Shareholders attending online who prefer to ask a question verbally may do so by selecting the Q&A icon and submitting a Request to speak.

### Downloads

Links are present on the information screen. When you click on a link, the selected document will open in your browser. Data usage for streaming the Meeting or downloading documents via the AGM platform varies depending on individual use, the specific device being used for streaming or download (Android, iPhone, etc.) and the network connection (3G, 4G, 5G).

### Requirements

An active internet connection is always required in order to allow you to cast your vote when the poll opens, submit questions and listen to the audiocast. It is the user's responsibility to ensure you remain connected for the duration of the Meeting.

### Duly appointed proxies and corporate representatives

Please contact the Company's Registrars before 10:00 (UK time) on Tuesday 19 May 2026 on +44 (0)370 703 6219 for your SRN and PIN. Lines are open 8:30 to 17:30 (UK time) Monday to Friday (excluding public holidays in England and Wales).

## **Appendix 2 - Statement of reasons relating to Deloitte LLP ceasing to act as external auditor**

As required by law, the Company undertook a formal competitive audit tender, and proposed to appoint a different audit firm, with the resulting appointment of the new auditor effective for the 2026 financial year audit. Accordingly, we will resign as auditors of the Company effective 1 April 2026.

### **Deloitte LLP**

(Audit registration: C009201919)

1 New Street Square

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