



'The key ingredient to the food industry' ®

13 October 2023

Dear Shareholder,

It is with great pleasure that I send you notice of the Annual General Meeting (AGM) of BAKO Group Limited, to be held at The Bakory, 74 Roman Way Industrial Estate, Longridge Road, Preston, United Kingdom, PR2 5BE on Tuesday 31 October 2023 at 2.00pm.

The information enclosed with this letter details the resolutions to be put forward at the AGM.

Shareholders are encouraged to send questions to the Board in advance of the AGM to the Company Secretary by email at [CompanySecretary@bako.co.uk](mailto:CompanySecretary@bako.co.uk). The Board encourages shareholders to exercise their vote in advance of the AGM by completing the enclosed Proxy Form and instruct the Chairman of the meeting to vote on their behalf. The results of the vote will be published on our website at [www.bako.co.uk](http://www.bako.co.uk).

The Notice of AGM and Proxy Form are enclosed with this letter. I strongly recommend that all shareholders read the enclosed documents as they contain important information.

A copy of the consolidated audited accounts for BAKO Group Limited for the year ended 31 March 2023 along with the AGM notice can be downloaded from [www.bako.co.uk](http://www.bako.co.uk) ('Website') under the 'About' and 'Investor Relations' section of the home page.

The Company's Articles of Association ('Articles') permit the Company to provide documents and information to you via the Website. However, under the Companies Act 2006 we are also required to ask you individually to confirm your agreement to the Company sending or supplying the documents and information to you via the Website. If we do not receive a response from you by the date of the AGM, then you will be taken to have agreed (under paragraph 10 of Schedule 5 to the Companies Act 2006) that the Company may send or supply documents and information to you via the Website. Therefore, if you agree to the Company sending or supplying the documents and information to you via the Website, you need take no further action in relation to this part of the letter. If you would prefer to receive the documents and information in paper form rather than via the Website, you will need to let us know by completing the question at the end of this letter and returning it to the Company at the above address.

## **AGM Resolutions**

### **Special Resolution: Changes to Articles of Association**

Your Board is recommending changes are made to the company's Articles to create a new class of redeemable shares called 'Redeemable C Shares'. These shares will be used to incentivise executive management to grow the value of the company.

### **Ordinary Resolution: Share buyback**

Your Board, in accordance with the Articles, is recommending that the Company buy back Ordinary shares from those shareholders who have ceased to trade, have changed ownership or have not achieved a minimum spend of £10,400. Last year the Board had set the minimum spend for financial year 2022/23 at £15,000, but after reviewing the number of shareholders who failed to meet this criteria, the Board decided to revert to the previous minimum spend of £10,400 which was applied for financial year 2021/22.

### **Ordinary Resolutions: Your Board of Directors**

Thomas Moore (Qualifying Director) and David Ian Dobbie (Non-executive Director) were appointed as directors during the financial year ended 31 March 2023 and in accordance with the Articles, stand for re-election at this AGM. Duncan Hindley (Qualifying Director) is required to stand for re-election by way of rotation as he is the longest serving Qualifying Director since the last election.

If these resolutions are passed, your Board of Directors will consist of four Qualifying Directors, who are bakers or confectioners and who hold Ordinary Shares in the Company, two Non-Executive Directors and two Executive Directors. The Qualifying Directors are in the majority and in the unlikely event of a tie in the number of votes, the Chairman of the meeting, who must be a Qualifying Director, shall have the casting vote in accordance with article 12.3 of the Articles of Association of the Company. This retains the voting power in the hands of the Qualifying Directors and is consistent with our ethos of 'owned by bakers for bakers'.



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### Recommendation

The Board considers that all of the resolutions in the notice of AGM are in the best interest of the Company and its shareholders as a whole and recommends unanimously that you vote in favour of them. Your Directors intend to vote in favour of all of the resolutions in respect of their own shareholdings.

Yours sincerely,

David Yates  
Chairman  
For and on behalf of  
BAKO Group Limited

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### Please send your response in the prepaid envelope enclosed

To: Company Secretary

Email: [CompanySecretary@bako.co.uk](mailto:CompanySecretary@bako.co.uk)

BAKO Group Ltd, 74 Roman Way Industrial Estate, Longridge Road, Preston PR2 5BE.

I will / will not\* be attending the Annual General Meeting on **Tuesday 31 October 2023**

I agree to the Company's request to send or supply documents and information to me via the Website\*

I elect to continue to receive documents and information in hard copy from the Company by post\*

*\*Please select only one option*

Signed:

Please print Name:

Company Name:

Shareholder Number:

Email Address: