

ROBINSON

Robinson plc

(Registered in England No. 39811)

Chairman's Letter to Shareholders and Notice of Annual General Meeting

Robinson plc's Annual General Meeting will be held at
Peak Edge Hotel, Darley Road, Stone Edge, Chesterfield S45 0LW
on Thursday 21 May 2026 at 11:30am

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This document gives notice of the Robinson plc Annual General Meeting and sets out resolutions to be voted on at the meeting. If you are in any doubt as to the action you should take, it is recommended that you seek your own advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent professional adviser.

If you have sold or otherwise transferred all of your shares in Robinson plc, you should send this document and any 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 onward transmission to the purchaser or transferee. A copy of this Notice can be found in the Investors section at www.robinsonpackaging.com. The Notice of Annual General Meeting is set out on pages 4 to 8 of this document. A Form of Proxy for use at the Annual General Meeting is also enclosed.

Chairman's Letter to Shareholders

Dear Shareholder,

The Annual General Meeting (the "AGM") of Robinson plc (the "Company") will be held at Peak Edge Hotel, Darley Road, Stone Edge, Chesterfield S45 0LW at 11.30 am on Thursday 21 May 2026.

We consider the AGM to be an important event in our calendar and an opportunity for the Board of Directors to engage with our shareholders. Each Chair of the Board's Audit & Risk, Remuneration and Nominations Committees will be available at the AGM to answer any questions arising from the work of those Committees.

If you would like to ask a question relating to the business of the AGM in advance, please email us at agm@robinsonpackaging.com no later than 48 hours before the AGM is due to take place.

All questions submitted in advance will be answered at the meeting where possible. We encourage you to monitor our website at www.robinsonpackaging.com where we will communicate any additional information relating to the AGM arrangements, should the need arise.

The formal Notice of AGM of the Company is set out on pages 4 to 8 and an explanation of the business to be considered and voted on at the AGM is set out in this letter.

In addition to the ordinary business of the AGM, the Board is proposing three related resolutions concerning share options and the Company's authority to allot shares.

Robinson has used share option arrangements for a number of years to align executive remuneration with shareholder value creation. The Company's Share Option Plan adopted in 2016 expired in March 2026 and the Board is therefore proposing a new plan, consistent with the QCA Corporate Governance Code's recommendation that such arrangements are approved by shareholders.

Granting authority to allot shares is standard market practice and provides the flexibility required to operate the business effectively, including the allocation of share options, although the Board has no current intention to use this authority for any purpose other than share-based incentives.

While company law normally requires new shares issued for cash to be offered first to existing shareholders, shareholders are commonly asked to provide some limited flexibility for directors to issue shares without first following this process. Although this flexibility is not essential to the operation of the share option arrangements, the Board considers it appropriate to seek this authority to align the Company with normal market practice and the guidance of the Pre Emption Group. Resolutions 6, 7 and 8 are therefore proposed together to provide a clear, consistent and shareholder approved framework.

Annual Report and Accounts (Resolution 1)

The Chairman will present the audited Annual Report and Accounts of the Company for the year ended 31 December 2025 to the meeting. Shareholders are asked to receive the reports of the Directors and the Auditor, the Strategic Report and the Financial Statements for the year ended 31 December 2025.

Final dividend (Resolution 2)

Resolution 2 seeks to declare a final dividend for the year ended 31 December 2025 of 3.5p per ordinary share in the capital of the Company, to be paid on 19 June 2026 to shareholders whose names appear on the register at the close of business on 5 June 2026.

Reelection of Directors (Resolutions 3 and 4)

In accordance with the Company's Articles of Association, Directors are required to retire by rotation and may offer themselves for reappointment. Sara Halton and Mike Cusick, having both retired by rotation, offer themselves for reappointment. The Board considers that both Sara and Mike continue to make an effective and valuable contribution and recommends their reappointment.

Reappointment of auditor and auditor's remuneration (Resolution 5)

The auditor of the Company is subject to re-appointment at each AGM. On recommendation of the Audit & Risk Committee, Resolution 5 proposes that Forvis Mazars LLP be reappointed as the Company's auditor to hold office until the next general meeting and authorises the directors to determine their remuneration.

Authority to allot equity securities (Resolution 6)

The Board considers it appropriate and in line with standard market practice that the Directors be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of £29,183.90 representing approximately one-third of the Company's issued ordinary share capital as at 17 April 2026 (the latest practicable date prior to the publication of this document).

Resolution 6 will, if passed, provide authority for the Directors to allot up to one-third of the existing issued share capital.

The authority will last until the conclusion of the next AGM of the Company or, if earlier, 21 August 2027. As at the date of this letter, the Company holds 933,778 ordinary shares in the capital of the Company in treasury, these are intended to be used to satisfy share options.

Adoption of new share incentive plan (Resolution 7)

The Company proposes to establish a new share incentive plan (**2026 Plan**). The 2026 Plan provides for the grant of market value options either as tax-advantaged options under the Enterprise Management Incentive arrangement or as non-tax advantaged options.

As a company listed on AIM, the Company is not required to obtain Shareholder approval for the adoption of a share incentive plan. However, in the interests of good corporate governance, and in accordance with the Company's practice to date, Resolution 7 seeks approval for the 2026 Plan. Options which the Company has committed to grant will be granted, and future options are proposed to be granted, under the 2026 Plan. A summary of the principal terms of the 2026 Plan is set out in the Appendix to this Notice.

Disapplication of statutory pre-emption rights (Resolution 8)

Resolution 8 is proposed as a Special Resolution to give the Directors authority to allot ordinary shares or other equity securities (within the meaning of section 560 of the Act) in the capital of the Company pursuant to the authority granted under Resolution 6 above for cash without complying with the statutory pre-emption rights contained in the Act in limited circumstances.

This resolution will permit the Directors to allot equity securities for cash and sell treasury shares up to an aggregate nominal value of £8,843.60 which represents approximately 10% of the issued ordinary share capital of the Company as at 17 April 2026 (being the last practicable date prior to publication of this document) otherwise than in connection with the statutory pre-emptive offering to existing shareholders. The Directors have no present intention of exercising these authorities to issue ordinary shares or other equity securities, however, it is normal practice for listed Companies and the Directors consider it appropriate to add the flexibility that these authorities provide. The authority will expire upon the earlier of the end of the next Annual General Meeting of the Company or 21 August 2027. The Directors confirm that they intend to follow the shareholder protections in paragraph one of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the Notice of AGM.

Voting at the AGM

Your vote is important, and I would encourage you, regardless of the number of shares you own, to complete, sign and return the Form of Proxy so as to reach the Company not less than 48 hours before the time fixed for the holding of the AGM. The deadline for the receipt of all proxy appointments is 11.30am on 19 May 2026.

Recommendation

The Directors consider that all of the resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that shareholders vote in favour of all the resolutions, as they intend to do in respect of their own shareholdings.

Alan Raleigh

Chairman

20 April 2026

Robinson plc

Registered Office: Field House, Wheatbridge, Chesterfield, Derbyshire, S40 2AB

Registered in England and Wales No. 00039811

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Robinson plc (**Company**) will be held at Peak Edge Hotel, Darley Road, Stone Edge, Chesterfield S45 0LW on Thursday 21 May 2026 at 11:30 am for the following purposes:

RESOLUTIONS

To consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive the Company's annual accounts and the Strategic, Directors' and Auditor's reports for the year ended 31 December 2025.
2. To declare a final dividend for the year ended 31 December 2025 of 3.5p per ordinary share in the capital of the Company, to be paid on 19 June 2026 to shareholders whose names appear on the register at the close of business on 5 June 2026.
3. To reappoint Sara Halton as a Director of the Company who retires by rotation.
4. To reappoint Mike Cusick as a Director of the Company who retires by rotation.
5. To reappoint Forvis Mazars LLP as auditors of the Company and to authorise the Directors to determine their remuneration.
6. That, pursuant to section 551 of the Companies Act 2006 (**Act**), the Directors be generally and unconditionally authorised to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £29,183.90, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 21 August 2027 (whichever is earlier), save that the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after this authority expires and the Directors may allot shares or grant such rights pursuant to any such offer or agreement as if this authority had not expired. This authority is in addition to all existing authorities under section 551 of the Act.
7. To approve the Robinson plc 2026 Share Option Plan, a summary of which is included in the Appendix to this Notice.

To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

8. That, subject to the passing of resolution 6 and pursuant to sections 570 and 573 of the Act, the Directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 6 and to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities or sale of treasury shares:
 - 8.1. in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise):
 - a) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and

b) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Ddirectors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

8.2. otherwise than pursuant to paragraph 8.1 of this resolution, up to an aggregate nominal amount of £8,843.60,

and this power shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on 21 August 2027 (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted or treasury shares to be sold for cash after this power expires and the Directors may allot equity securities or sell treasury shares for cash pursuant to any such offer or agreement as if this power had not expired. This power is in addition to all existing powers under sections 570 and 573 of the Act.

To transact any other ordinary business of an Annual General Meeting.

On behalf of the Board,

Mike Cusick

Director and Company Secretary

20 April 2026

Robinson plc

Registered Office: Field House, Wheatbridge, Chesterfield, Derbyshire, S40 2AB

Registered in England and Wales No. 00039811

Notes

A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his or her stead. A proxy need not be a member of the Company. The appointment of a proxy will not preclude a shareholder from attending and voting in person at the meeting.

A Form of Proxy is enclosed. When appointing more than one proxy, complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by contacting the Company or the proxy form may be photocopied. State clearly on each proxy form the number of shares in relation to which the proxy is appointed. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the member may result in the proxy appointment being invalid.

To be valid, Forms of Proxy must be deposited at the Registered Office of the Company not less than 11.30 am on 19 May 2026 (or if the meeting is adjourned, not less than 48 hours (excluding any part of a day that is not a working day) before the time appointed for the adjourned meeting).

A member which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.

Only those members in the register of members of the Company as at close of business on 19 May 2026 or, if the meeting is adjourned, in the register of members as at close of business on the date which is two working days before the date of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting.

Voting on all resolutions will be on a show of hands unless a poll is duly requested.

The following documents will be available for inspection during normal business hours at the Registered Office of the Company from the date of this notice until the time of the meeting. They will also be available for inspection at the place of the meeting from at least 15 minutes before the meeting until it ends:

1. Copies of the service contracts of the Executive Directors.
2. Copies of the letters of appointment of the Non-executive Directors.

Biographical details of all those directors who are offering themselves for reappointment at the meeting are set out on page 30 of the Annual Report and Accounts.

Appendix

Summary of the principal terms of the Robinson plc 2026 Share Option Plan (2026 Plan)

- Any employee (including an Executive Director) of the Company or any employee of its subsidiaries will be eligible to participate in the 2026 Plan at the discretion of the Remuneration Committee (**Committee**).
- Awards under the 2026 Plan will take the form of options over shares and the Committee intends to grant options with an exercise price of not less than the market value of shares at the date of grant.
- Save in exceptional circumstances, Awards will usually be granted within the period of 42 days after adoption of the 2026 Plan by the directors and, thereafter, normally within 42 days following the announcement of the Company's yearly or half yearly results.
- Save in exceptional circumstances, Awards will not be granted to a participant over shares with a market value in excess of 200 per cent of salary in respect of any financial year.
- In any ten year period, the number of shares issued or issuable under the 2026 Plan and any other employees' share plan adopted by the Company may not exceed 15 per cent. of the issued ordinary share capital of the Company from time to time (reflecting the dilution limit in the previous plan). The Board may choose to satisfy the requirement to provide shares on exercise of an award by transferring shares held in treasury. Any shares which are transferred from treasury will be counted as part of the 15 per cent. limit.
- The vesting of Awards will usually be subject to the achievement of a performance underpin so that the Committee has discretion to reduce (including to nil) the extent to which that award vests if it considers that the vesting level does not reflect the underlying performance (financial or otherwise) of the participant or the Company. Awards may also be made subject to the satisfaction of one or more performance conditions where the Committee considers appropriate. The Committee may vary or substitute a performance condition or underpin if one or more events occur which cause the Committee to consider that a varied or substituted performance condition or underpin would be more appropriate.
- Awards will normally vest on the third anniversary of the grant date to the extent that any performance underpin has been satisfied and will then normally be exercisable until the tenth anniversary of the grant date.
- Leavers will generally lose their unvested Awards unless and to the extent that the Committee determines otherwise. Exceptionally, Awards held by participants who cease employment by reason of their death, injury or disability, retirement, redundancy, the sale of their employing company or business out of the group, or any other reason at the discretion of the Committee, may be exercised within a limited period of time following cessation of employment and may be subject to pro-rata with respect to time and/or performance at the discretion of the Committee.
- The 2026 Plan includes malus and clawback mechanism provisions which may be applied in certain circumstances (including a material misstatement of results, a material failure of risk management, reputational damage to the group or participant misconduct or error) during a period of up to five years following the date of grant of an Award.

- In the event of a change of control of the Company, Awards may be exercised for a limited time and unvested Awards will vest (subject to pro-ration at the discretion of the Committee with respect to time and/or performance or any other factors considered appropriate). The Committee may permit participants to exchange Awards for equivalent awards which relate to shares in a different company.
- If other corporate events occur such as a winding-up of the Company, demerger, delisting or special dividend, the Committee may determine whether and to what extent Awards will vest early at that time.
- The 2026 Plan may be amended by the Committee from time to time, including to provide for sub-plans to allow the grant of Awards to take account of legal and regulatory requirements of the Company or potential participants, but the Company would expect to request shareholder approval for any changes to the individual and plan limits.