

Employee Share Dealing and Disclosure of Information Memorandum

To all Employees,

Employee Share Dealing and Disclosure of Information – Your Responsibilities

From time to time during your employment with us, you might become aware of confidential information about the Company, some of which could affect the price of the Company's shares or debt instruments or derivatives or other financial instruments linked to them (the "Company's Securities"). Information that may affect the price of the Company's Securities is called "Inside Information".

Why do I have to be careful with this information?

The Company expects that you will keep non-public information about the Company confidential. A failure to do so may be a breach of your terms of employment.

If the information is Inside Information, it could also be an offence if you have this type of information and then buy and/or sell or otherwise deal in the Company's Securities or encourage another person to do so. It would also be an offence if you disclose this information, otherwise than in the proper performance of your employment with us, to another person or encourage that other person to buy and/or sell such securities.

Inside Information

If the Company is aware that you hold Inside Information, you will be placed on a Project Insider List and provided with further details of your obligations.

If you become aware of information that you believe may be Inside Information but you have not been notified that you are on a Project Insider List, you should contact the Company Secretary as soon as possible.

Disclosure of information rules

Other than in the proper performance of your duties, you must not disclose any Inside Information that comes into your possession relating to the Company to your friends and family or any customer or supplier of the Company.

It is acknowledged that in the proper performance of your duties, you may be required to disclose certain information about the performance of the Company to lenders and suppliers of the Company. You should not do so without the prior consent of the Executive Chair, the Group Chief Financial Officer or the Company Secretary, being members of the Company's Disclosure Committee.

Inside Information should only be shared with colleagues on a 'need to know' basis. If you have any doubts as to whether information may be shared with a colleague, you should discuss the matter with your immediate line manager.

Under no circumstances should any confidential information (including any Inside Information) about the Company be shared on social media. If you would like to share any Company news on social media please contact the Group Marketing and Communications Director prior to doing so.

The following steps should be taken to ensure that Inside Information remains confidential:

- documents containing Inside Information should not be read or worked on where they can be read by others and should not be left unattended (for example, by photocopiers);
- access to inboxes/emails should be restricted as far as possible;
- attendance at calls and meetings for a project should be limited to core teams;
- relevant information should not be discussed in public areas (even within the office);
- hard copy documents should be kept securely in locked cabinets and destroyed if no longer needed;
- all confidential documents should be password protected (and the password must not be communicated to anyone who is not on the relevant insider list/restricted list) and should be marked as confidential;
- only generic information should be included in emails, with all sensitive information being sent as a password protected attachment; and
- confidential information must not be emailed to an external email address without prior agreement from the Disclosure Committee or the Company Secretary.

Share Dealing Code

Certain employees are required to comply with the Company's Share Dealing Code ("Restricted Persons"). You will have been notified by the Company if you are a Restricted Person and provided with further details on the Share Dealing Code.

Obtaining clearance to deal

Before dealing in the Company's Securities at any time, Restricted Persons must obtain clearance by completing a share dealing consent application form and giving or emailing it to the Group Chief Financial Officer. A copy of the form is attached as Appendix I to the Share Dealing Code. The Company will not normally give reasons for refusal of permission to deal. Where permission to deal is given a Restricted Person will be required to deal as soon as possible and, in any event, within two business days of the permission being given. The decision of the Company is final.

What constitutes dealing in the Company's Securities?

"Dealing" is widely defined in the Share Dealing Code and includes buying or selling, or entering into an agreement to buy or sell, the Company's Securities and transfers of and the exercise of options over the Company's Securities. It also includes amending and/or cancelling an order for the Company's Securities and pledging the Company's Securities.

If you are in any doubt about your position you should contact the Company Secretary.

11 March 2025

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VOLEX PLC (THE “COMPANY”) SHARE DEALING CODE

This Share Dealing Code (this “**Code**”) is designed to ensure that you comply with your obligations under the Market Abuse Regulation as to dealings in shares or debt securities of the Company or derivatives or other financial instruments linked to them (the “**Company Securities**”) and that you do not misuse, or place yourself under suspicion of misusing, information about the Company and its subsidiaries (together, the “**Group**”) which you have and which is not available to other investors.

Part A of the Code applies to all Restricted Persons of the Group. Persons Discharging Managerial Responsibilities (“**PDMRs**”) are also required to comply with Part B of this Code.

In this Code:

“**Dealing**” (together with corresponding terms such as “Deal”, “Deal” and “Deals”) covers any type of transaction in Company Securities, including but not limited to purchases, sales, the exercise of options or the receipt of shares under share schemes, using Company Securities as security for a loan or other obligation and entering into, amending or terminating any agreement in relation to Company Securities, for example a Trading Plan. Annex 2 to this Code contains a non-exhaustive list of some of the actions that will be considered Dealing.

“**Closed Period**” means the 30 day period before the announcement of the Company’s interim financial report or its preliminary announcement of annual results.

“**Inside Information**” means information in respect of the Group which is precise, which has not been made public, relates directly or indirectly to Company Securities and which, if made public, would be likely to have a significant effect on the price of Company Securities and which a reasonable investor would be likely to use as part of the basis of his or her investment decision.

“**Investment Programme**” means a share acquisition scheme relating only to the Company’s shares under which: (A) shares are purchased by a Restricted Person pursuant to a regular standing order or direct debit or by regular deduction from the person’s salary or director’s fees; or (B) shares are acquired by a Restricted Person by way of a standing election to re-invest dividends or other distributions received; or (C) shares are acquired as part payment of a Restricted Person’s remuneration or director’s fees.

“**Notifiable Transaction**” means a Dealing which is notifiable under Paragraph 8 of Part B of this Code.

“**Trading Plan**” means a written plan entered into between the PDMR and an independent third party, which sets out a strategy for the acquisition and/or disposal of shares by the PDMR and either:

- (a) specifies the amount of shares to be Dealt in and the price at which and the date on which the shares are to be Dealt in; or
- (b) gives discretion to that independent third party to make trading decisions about the amount of shares to be Dealt in and the price at which and the date on which the shares are to be Dealt in; or
- (c) includes a method for determining the amount of shares to be Dealt in and the price at which and the date on which the shares are to be Dealt in.

Failure to comply with this Code may result in internal disciplinary procedures. Depending on the circumstances you may also be found guilty of committing a criminal offence (insider Dealing) which is punishable by imprisonment or fines, or a civil offence (market abuse) which may result in fines or public censure.

If you have any questions about this Code, please speak to the Group Chief Financial Officer.

PART A - RESTRICTED PERSONS

1. Certain individuals may from time to time be designated “Restricted Persons”, including the following:

- (a) all persons discharging managerial responsibilities in the Company (“**PDMRs**”);
- (b) all persons on the Company’s Permanent Insider List;
- (c) all those on any Project Insider List;
- (d) all those on any Restricted List; and
- (e) any other person who has been told by the Company that the clearance procedures in Part A apply to them.

2. This is because their role, or their involvement in a particular transaction or business process (e.g. an acquisition or the preparation of annual results), means that they have, or may have, access to Inside Information. You will be notified if you have been designated a Restricted Person and will also be notified when you are no longer a Restricted Person.

Clearance to Deal

3. If and for so long as you are a Restricted Person, you must not Deal, for yourself or anyone else, directly or indirectly, in Company Securities without obtaining advance clearance from the Designated Officer using the form at Annex 1. The Designated Officer will be:

- (a) for all Restricted Persons (other than the Group Chief Financial Officer) – the Group Chief Financial Officer; and
- (b) for the Group Chief Financial Officer – the Executive Chairman.

4. As well as requiring details about your proposed Dealing, submission of the form requires you to confirm that you do not have any Inside Information. If you become aware that you are or may be in possession of Inside Information after you submit an application, you must inform the Chief Financial Officer as soon as possible and you must refrain from Dealing (even if you have been given clearance).

5. If you are a PDMR applying for clearance during a Closed Period or any Restricted Person submitting your request for clearance for a Dealing under a Trading Plan or Investment Programme, please contact the Group Chief Financial Officer before making your application as you may be required to provide additional documentation in order to obtain clearance.

6. In certain circumstances you may be notified in writing that clearance is not required in relation to a particular Dealing (for example, in relation to certain share schemes or offers of shares by the Company).

7. In granting clearance to Deal, the designated officer will assess (in consultation with any Directors, if required) whether or not you are, or may be considered to be, in possession of Inside Information and whether or not the proposed Dealing is pursuant to a pre-existing contractual obligation. Clearance will not usually be given for dealing on considerations of a short-term nature. You will usually receive the Company’s decision within 5 business days of your request. The Company will not normally give you reasons if you are refused permission to Deal. Where permission to Deal is given you will be required to Deal as soon as possible and in any event within two business days of the permission being given. The decision of the Company is final. You must keep any refusal confidential and not discuss it with any other person.

8. If you act as the trustee of a trust, you should speak to the Group Chief Financial Officer about your obligations in respect of any Dealing in Company Securities carried out by the trustee(s) of that trust.

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9. You should seek further guidance from the Group Chief Financial Officer before transacting in: (A) units or shares in a collective investment undertaking (e.g. a UCITS or an Alternative Investment Fund) which holds, or might hold, Company Securities; or (B) financial instruments which provide exposure to a portfolio of assets which has, or may have, an exposure to Company Securities. This is the case even if you do not intend to transact in Company Securities by making the relevant investment.

If you are uncertain as to whether or not a particular transaction requires clearance, you must obtain guidance from the Group Chief Financial Officer before carrying out that transaction.

PART B - ADDITIONAL PROVISIONS FOR PDMRS ONLY

Closed Periods

1. You will not ordinarily be given clearance to Deal in Company Securities during any period when there exists any matter which constitutes Inside Information or during a Closed Period.

Exceptions

2. The Company only has a very limited ability to permit you to trade during a Closed Period but may, as an exception, allow you to do so where the proposed trading activity:

- (a) is a sale of shares and is necessary because of exceptional circumstances such as severe financial difficulty which require an immediate sale;
- (b) is in relation to specific types of employee benefit scheme; or
- (c) is a transfer between your own security accounts and does not result in a change in price of the securities,

provided that in each case you are able to demonstrate that the particular trade cannot be executed at any time other than in the relevant Closed Period.

3. Outside of Closed Periods, clearance to Deal will be granted or refused on the basis set out in paragraph 7 of Part A above.

PCAs

4. You should notify any persons who are closely associated with you (your "PCAs") of the Company's Closed Periods and take steps to prevent them Dealing in Company Securities in such periods, or on considerations of a short-term nature.

5. Your PCAs are: (i) your spouse or equivalent under national law; (ii) dependent children under 18; (iii) a relative who has shared the same household as you for at least one year on the date of Dealing; and (iv) a legal person, trust or partnership, the managerial responsibilities of which are discharged by you or by one of the persons in paragraphs (i) to (iii), which is directly or indirectly controlled by such a person, which is set up for the benefit of such a person, or the economic interests of which are substantially equivalent to those of such a person.

6. You must:

- (a) inform your PCAs in writing of their obligations under paragraph 8, including that they will need to procure that their investment managers inform them of any Dealings they undertake on their account so that they can comply with their obligations under paragraph 8 (for each PCA, a "PCA Notification"). The Group Chief Financial Officer will provide you with a template letter that you can use for your PCA Notifications;
- (b) provide a copy of each PCA Notification to the Group Chief Financial Officer and keep a copy of each PCA Notification; and
- (c) inform the Group Chief Financial Officer of the identity of your PCAs (including any changes to that list).

Investment Managers

7. You must:

- (a) notify your investment managers when the Company's Closed Periods are; and
- (b) take steps to:
 - (i) prevent your investment managers Dealing on your account in Company Securities during Closed Periods; and
 - (ii) ensure that your investment managers notify you of every transaction or other Dealing in Company Securities they conduct on your account no later than the business day following the day of the relevant transaction.

Notification of Transactions

8. Every transaction in Company Securities conducted on your own account, or on the account of any of your PCAs (including by investment managers), must be promptly notified by you or the PCA (as appropriate) to:

- (a) the Group Chief Financial Officer no later than the business day following the day of relevant transaction; and
- (b) the Financial Conduct Authority no later than three business days after the relevant transaction (the Chief Financial Officer will assist you and your PCAs with this if you ask him/her either before, or as soon as, the transaction has taken place).

9. Your notification must be sent to both:

- the Company, by returning the attached Notification of Transaction form (Annex 3) to the Group Chief Financial Officer on the Business Day following the day on which the Dealing occurred; and
- to the FCA, by submitting the same information via their online portal https://marketoversight.fca.org.uk/electronicssubmissionsystem/MaPo_PDMMR_Introduction within 3 Business Days of the Dealing.

If you would like assistance completing these forms please contact the Group Chief Financial Officer.

Alternatively, the Company can submit notifications to the FCA on your behalf. If you would like us to do this for you, please complete the additional section of the form at Annex 1 before submitting it to the Company.

If you are uncertain as to whether or not a particular transaction requires clearance, you must obtain guidance from the Group Chief Financial Officer before carrying out that transaction.

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ANNEX 1 REQUEST FOR CLEARANCE TO DEAL

If you wish to apply for clearance to Deal under the Company’s Dealing code, please complete sections 1 and 2 of the table below and submit this form to the Group Chief Financial Officer. By submitting this form, you will be deemed to have confirmed and agreed that:

- 1. (i)the information included in this form is accurate and complete;
- 2. you are not in possession of Inside Information relating to the Company or any Company Securities;
- 3. if you are given clearance to Deal and you still wish to Deal, you will do so as soon as possible and in any event within two business days; and
- 4. if you become aware that you are in possession of inside information before you Deal, you will inform the Chief Financial Officer and refrain from Dealing.

1.	Applicant	
(a)	Name	
(b)	Contact details	[For executive directors and other employees, please include email address and extension number.] [For non-executive directors, please include email address and telephone number.]
2	Proposed Dealing	
(a)	Description of the securities	[e.g. a share, a debt instrument, a derivative or a financial instrument linked to a share or debt instrument.]
(b)	Number of securities	[If actual number is not known, provide a maximum amount (e.g. ‘up to 100 shares’ or ‘up to £1,000 of shares’).]
(c)	Nature of the Dealing	[Description of the transaction type (e.g. acquisition; disposal; subscription; option exercise; settling a contract for difference; entry into, or amendment or cancellation of, an investment programme or trading plan).]
(d)	Other details	[Please include all other relevant details which might reasonably assist the person considering your application for clearance (e.g. transfer will be for no consideration).] [If you are applying for clearance to enter into, amend or cancel an investment programme or trading plan, please provide full details of the relevant programme or plan or attach a copy of its terms.]

For Executive Chairman / Group Chief Financial Officer / Company Secretary use only

CLEARANCE GRANTED/REFUSED BY EXECUTIVE CHAIRMAN / GROUP CHIEF FINANCIAL OFFICER*

Signed

Date

IMPORTANT – WHERE CLEARANCE GRANTED, AUTHORITY TO DEAL WILL EXPIRE TWO BUSINESS DAYS FOLLOWING THE DATE SET OUT ABOVE

(*Delete as appropriate)

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ANNEX 2 DEALING

The following is a non-exhaustive list of transactions which could constitute “Dealing” for the purposes of this manual and the Securities Dealing Code:

1. the pledging or lending of Company Securities (although a pledge, or a similar security interest, of Company Securities in connection with the depositing of Company Securities in a custody account is not “Dealing”, unless and until such pledge or other security interest is designated to secure a specific credit facility);
2. transactions in Company Securities undertaken by persons professionally arranging or executing transactions or by another person on behalf of a person to whom this Code applies, including where discretion is exercised;
3. transactions in Company Securities made under a life insurance policy, where (i) the policyholder is a person to whom this Code applies; (ii) the investment risk is borne by the policyholder; and (iii) the policyholder has the power or discretion to make investment decisions regarding specific instruments in that life insurance policy or to execute transactions regarding specific instruments for that life insurance policy;
4. an acquisition, disposal, short sale, subscription or exchange of Company Securities;
5. the acceptance or exercise of an option over Company Securities, including of a share option granted as part of a remuneration package, and the disposal of shares stemming from the exercise of a share option;
6. entering into or exercise of equity swaps related to Company Securities;
7. transactions in or related to derivatives over Company Securities, including cash-settled transactions;
8. entering into a contract for difference on Company Securities;
9. the acquisition, disposal or exercise of rights in relation to Company Securities, including put and call options and warrants;
10. subscription to a share capital increase or debt instrument issuance of the Company;
11. transactions in derivatives and financial instruments linked to a debt instrument of the Company including credit default swaps;
12. conditional transactions relating to Company Securities (although the completion of such transactions upon fulfilment of the conditions does not constitute Dealing and therefore does not require clearance);
13. the automatic or non-automatic conversion of a Company Security into another Company Security, including the exchange of convertible bonds to shares;
14. gifts and donations of Company Securities made or received, or an inheritance of Company Securities received;
15. transactions executed in index-related products, baskets and derivatives transacting in Company Securities;
16. transactions executed in shares or units of investment funds which transact in Company Securities;
17. transactions in Company Securities executed by manager of an investment fund in which a person to whom this Code applies has invested;
18. transactions in Company Securities executed by a third party under an individual portfolio or asset management mandate on behalf or for the benefit of a person to whom this Code applies; and
19. borrowing or lending of Company Securities.

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ANNEX 3 NOTIFICATION OF TRANSACTION

TO:

FROM:

Natural Person: (Name)

Company: (Name)

POSITION OF PDMR

(if you are not a PDMR, please include the name of the PDMR you are closely associated with)

COMPANY

DATE OF TRANSACTION

FINANCIAL INSTRUMENT

(e.g. “Ordinary Shares of []”)

IDENTIFICATION CODE

PLACE OF TRANSACTION

(e.g. “London Stock Exchange, AIM”)

CURRENCY

(e.g. “US Dollars”, “British Pound”)

NATURE OF THE TRANSACTION

(e.g. “Acquisition on market”, “Sale to on-market buyer”, “Award”)

DETAILS OF EACH TRANSACTION BEING NOTIFIED

Price per Financial Instrument

Volume of Financial Instruments

Total

SHOULD THE COMPANY MAKE AN FCA NOTIFICATION ON YOUR BEHALF

YES/NO (if YES, please sign below)

Declaration:

1. I confirm that I have authorised [] of [] to notify the FCA of the information contained in this form on my behalf;
2. The information contained in this form is true and correct; and
3. I understand that the obligation and responsibility to make the notification under MAR remains with me and I have a continuing obligation to make FCA notifications for all transactions in securities of the Company conducted on my own account

Name

Signature and Date