

# Trainline plc

## Notice of Annual General Meeting

to be held on  
Thursday, 18 June 2026

### **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 consult with your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000 (as amended).**

If you have sold or transferred all of your shares in Trainline plc, please forward this document, together with the accompanying documents (including the Form of Proxy), as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares. Trainline plc is incorporated in England and Wales under the Companies Act 2006 with registered number 11961132.



## Chair's Letter



We look forward to welcoming you to Trainline's 2026 Annual General Meeting"

**Brian McBride**  
Chair



### Dear Shareholder,

Trainline plc ('Trainline' or the 'Company') will be holding its Annual General Meeting (the 'AGM') in person on Thursday, 18 June 2026 at 1 Stonecutter Street, London, EC4A 4AH with the meeting set to start at 8:30am.

### AGM arrangements and voting

Your vote is important, so I strongly encourage you to submit a proxy vote in advance of the AGM and appoint the Chair of the AGM as your proxy with directions as to how to cast your vote on the resolutions proposed, even if you intend to join the AGM in person. The Notes on page 6 explain how you can submit your proxy vote electronically. Alternatively, if you are not equipped to submit electronically, the accompanying proxy card provides details on how you can submit your proxy vote by post.

If you have any questions that relate to the business of the AGM, I invite you to submit them via email to [investor@trainline.com](mailto:investor@trainline.com) before the AGM takes place. We will maintain a list of responses to frequently asked questions in relation to our AGM on our website at [www.trainlinegroup.com/AGM](http://www.trainlinegroup.com/AGM).

### Business of the meeting

There are two resolutions in particular I wish to direct your attention to as they differ from what we have proposed to shareholders at our prior AGMs:

- Revised share plan rules (Resolution 3) to bring them in line with the Investment Association's 2025 Principles of Remuneration on dilution limits; and
- An enhanced authority to make market purchases of shares of up to 14.99% (Resolution 17) in order to provide the Board with sufficient headroom to continue the £150 million enhanced buyback programme announced 11 September 2025 and provide optionality for any potential future buyback programmes.

You can read more on these resolutions on pages 9 and 10 of this Notice of AGM (the 'Notice').

Following the close of the AGM, Duncan Tatton-Brown will step down from the Board having served as our Audit and Risk Committee Chair for seven years. All other current Directors will stand for re-election at the AGM, in line with the provisions of the UK Corporate Governance Code 2024. The Board of Directors' biographies are detailed on pages 61 to 62 of the FY2026 Annual Report.

The full business of the AGM and resolutions proposed are set out on pages 3 to 5 of this Notice.

### Recommendation

The Directors consider all the resolutions set out in this Notice to be in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of all the resolutions set out in this Notice as they intend to do in respect of their own shareholdings.

**Brian McBride**  
Chair  
5 May 2026

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (the 'Meeting' or 'AGM') of Trainline plc (the 'Company') will be held at 1 Stonecutter Street, London, EC4A 4AH on Thursday, 18 June 2026 at 8:30am to consider and vote on the resolutions below. Resolutions 15 to 18 will be proposed as special resolutions, with the remainder being proposed as ordinary resolutions.

## Resolutions

### Reports and accounts

1. To receive the audited accounts for the financial year ended 28 February 2026, together with the strategic report, directors' report and auditors' report on those accounts.

### Directors' Remuneration Report

2. To receive and to approve the 2026 Directors' remuneration report (excluding the directors' remuneration policy) set out on pages 72 to 84 of the FY2026 Annual Report on an advisory basis.

### Amendments to discretionary share plan rules

3. That:
  - a) the share plan rules for each of the Performance Share Plan, Deferred Share Bonus Plan, Restricted Share Plan, and the International Share Incentive Plan (the "Plan Rules") be amended (as shown in the copy of the draft Plan Rules produced to the Meeting and initialled by the Chair of the AGM (for the purpose of identification only)); and
  - b) the Directors and the Company be authorised to do all acts and things necessary to carry such amendments into effect.

### Directors

4. To re-elect Andy Phillipps as a director of the Company.
5. To re-elect Brian McBride as a director of the Company.
6. To re-elect Jennifer Duvalier as a director of the Company.
7. To re-elect Jody Ford as a director of the Company.
8. To re-elect Marie Lalleman as a director of the Company.
9. To re-elect Pete Wood as a director of the Company.
10. To re-elect Rakhi Goss-Custard as a director of the Company.

**See pages 61 and 62 of the FY2026 Annual Report for the Directors' biographies.**

### Appointment of auditors

11. To reappoint PricewaterhouseCoopers LLP as the Company's auditors to hold office from the conclusion of the Meeting until the conclusion of the next AGM at which the Company's accounts are laid before the Company.

### Auditors' remuneration

12. To authorise the Directors to determine the remuneration of the auditors.

### Political donations

13. That, in accordance with section 366 and 367 of the Companies Act 2006 (the 'Companies Act'), the Company and any company which is, or becomes, a subsidiary of the Company at any time during the period for which this resolution has effect, be authorised to:
  - (a) make donations to political parties and/or independent election candidates not exceeding £100,000;
  - (b) make political donations to political organisations, other than political parties, not exceeding £100,000; and
  - (c) incur political expenditure not exceeding £100,000,
 as such terms are defined in Part 14 of the Companies Act during the period beginning on the date of the passing of this resolution and ending on the date of the Company's next AGM, provided that the aggregate of all expenditure under sub-paragraphs (a), (b) and (c) of this resolution shall not exceed £100,000 in total.



## Notice of Annual General Meeting continued

### Renewal of authority to allot shares

14. That the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act to allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £1,240,685 to:

- (i) holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;

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, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 17 September 2027), but in each case, during this period the Company may make offers or enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority expires and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of any such offer or agreement as if the authority had not expired.

### Disapplication of pre-emption rights

15. That, subject to the passing of Resolution 14 and in place of all existing powers, the Directors be generally empowered pursuant to section 570 and section 573 of the Companies Act to allot equity securities (as defined in the Companies Act) for cash, pursuant to the authority conferred by Resolution 14 as if section 561(1) of the Companies Act did not apply to the allotment. This power:

- (a) expires (unless previously renewed, varied or revoked by the Company in a general meeting) at the end of the next AGM of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 17 September 2027), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
- (b) shall be limited to the allotment of equity securities in connection with an offer of equity securities:
  - (i) to the ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to people who hold other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

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, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (c) shall, in addition to the power granted in Resolution 15(b), apply to the allotment of equity securities for cash or otherwise up to an aggregate nominal amount of £186,102.

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 as if in the first paragraph of this resolution the words "pursuant to the authority conferred by Resolution 14" were omitted.

### Disapplication of pre-emption rights for acquisitions and other capital investments

16. That, subject to the passing of Resolution 14 and in addition to any power given to it pursuant to Resolution 15, the Directors be generally empowered pursuant to section 570 and section 573 of the Companies Act to allot equity securities (as defined in the Companies Act) for cash, pursuant to the authority conferred by Resolution 14 as if section 561(1) of the Companies Act did not apply to the allotment. This power:
- (a) expires (unless previously renewed, varied or revoked by the Company in a general meeting) at the end of the next AGM of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 17 September 2027), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
  - (b) shall be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £186,102 and provided that the allotment is for the purposes of financing (or refinancing, if the power is used within twelve months of the original transaction) a transaction which the Directors determine to be an acquisition or other 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 the notice of the meeting.

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 as if in the first paragraph of this resolution the words “pursuant to the authority conferred by Resolution 14” were omitted.

### Purchase of own shares

17. That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act) of ordinary shares of 1 penny each in the capital of the Company (“Shares”) on such terms as the Directors think fit, provided that:
- (a) the maximum aggregate number of Shares which may be purchased is 55,793,609;
  - (b) the minimum price, exclusive of any expenses, which may be paid for each Share is 1 penny;
  - (c) the maximum price, exclusive of any expenses, which may be paid for each Share is an amount equal to the higher of:
    - (i) 105% of the average of the middle market quotations of a Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Share is contracted to be purchased; and
    - (ii) an amount equal to the higher of the price of the last independent trade of a Share and the highest current independent bid for a Share on the trading venue where the purchase is carried out; and
  - (d) this authority will expire at the end of the next AGM of the Company, except in relation to the purchase of Shares under this authority, the contracts for which are made before the expiry of this authority and which are executed wholly or partly thereafter.

### General meetings

18. That a general meeting other than an AGM, may be called on not less than 14 clear days’ notice.

By order of the Board

**Martin McIntyre**  
**Company Secretary**  
 5 May 2026

Registered office: 1 Stonecutter Street, London, EC4A 4AH



# Notes to the Notice of Annual General Meeting

## Entitlement to attend and vote

1. Only those shareholders whose names appear in the Company's register of members as at 6:30pm on 16 June 2026; or if the Meeting is adjourned, in the Company's register of members at 6:30pm on the day two days prior to the adjourned meeting, shall be entitled to vote. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the Meeting.

## Appointing a proxy

2. You are entitled, and we encourage you, to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM. As explained in more detail in the Chair's Letter to this Notice, all shareholders are strongly encouraged to appoint the Chair of the AGM as proxy to vote on their behalf.

Where no specific instruction is given, your proxy may vote at his/her own discretion or refrain from voting, as he or she sees fit. You can appoint more than one proxy in relation to the meeting provided that each is appointed to exercise the rights attaching to different shares held by you. Details of how to appoint a proxy are set out in the notes to the Proxy Form.

## Voting by proxy

3. Only those shareholders whose names appear in the Company's register of members as at 6:30pm on 16 June 2026; or if the Meeting is adjourned, in the Company's register of members at 6:30pm on the day two days prior to the adjourned meeting, shall be entitled to vote. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the Meeting.

You may vote on the resolutions by proxy online at [www.shareview.co.uk](http://www.shareview.co.uk).

If you are unable to vote electronically, you may still vote via post by completing and returning your Proxy Form to Equiniti Limited, Highdown House, Yeoman Way, Worthing, West Sussex, BN99 6DA.

To be valid your proxy instruction must be received by Equiniti at least 48 hours before the appointed time of the Meeting, that is to say, no later than 8:30am on 16 June 2026. Voting online is quicker, more environmentally sustainable and more secure than paper voting.

## Online proxy voting

4. Only those shareholders whose names appear in the Company's register of members as at 6:30pm on 16 June 2026; or if the Meeting is adjourned, in the Company's register of members at 6:30pm on the day two days prior to the adjourned meeting, shall be entitled to vote. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the Meeting.

You can register the appointment of a proxy or proxies or voting instructions for the Meeting electronically by visiting [www.shareview.co.uk](http://www.shareview.co.uk). You will need to create an online portfolio using your Shareholder Reference Number which is printed on your Proxy Form. Once logged in simply click "View" on the "My Investments" page, click on the link to vote and follow the on-screen instructions. Full details of the procedures are given on the website. The proxy appointment and/or voting instructions must be received by Equiniti at least 48 hours before the appointed time of the Meeting, no later than 8:30am on 16 June 2026. Please note that any electronic communication sent to the Company or the Registrar that is found to contain a computer virus will not be accepted. The use of the internet service in connection with the AGM is governed by Equiniti Limited's conditions of use set out on the website, [www.shareview.co.uk](http://www.shareview.co.uk).

## Nominated persons

5. Only those shareholders whose names appear in the Company's register of members as at 6:30pm on 16 June 2026; or if the Meeting is adjourned, in the Company's register of members at 6:30pm on the day two days prior to the adjourned meeting, shall be entitled to vote. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the Meeting.

Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act to enjoy information rights (a "Nominated Person") may, pursuant to an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, pursuant to any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The rights relating to proxies set out above do not apply directly to Nominated Persons. The rights to appoint proxies can only be exercised by registered holders of shares.

### CREST and Proximity proxy appointment

6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy instruction service may do so for the AGM and any adjournment thereof by using the procedure described in the CREST Manual. These procedures are available via [www.euroclear.com](http://www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service providers, should refer to their CREST sponsors or voting service providers, who will be able to take the appropriate action on their behalf.

For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) 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 is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) no later than 8:30am on 16 June 2026, or, in the event of an adjournment of the Meeting, 48 hours before the adjourned meeting. 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 proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member, or has appointed a voting service provider(s), to procure that his/her 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 connection thereto, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by 8:30am on 16 June 2026 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity'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.

### Corporate representatives

7. Only those shareholders whose names appear in the Company's register of members: as at 6:30pm on 16 June 2026; or if the Meeting is adjourned, in the Company's register of members at 6:30pm on the day two days prior to the adjourned meeting, shall be entitled to vote. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the Meeting.

Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.

If two or more corporate representatives purport to vote in respect of the same shares: (a) if they purport to exercise the power in the same way as each other, the power shall be treated as exercised in that way; and (b) in other cases, the power shall be treated as not exercised.



# Notes to the Notice of Annual General Meeting continued

## Shareholder requisition rights

8. Only those shareholders whose names appear in the Company's register of members as at 6:30pm on 16 June 2026, or if the Meeting is adjourned, in the Company's register of members at 6:30pm on the day two days prior to the adjourned meeting, shall be entitled to vote. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the Meeting.

Shareholders meeting the threshold requirements set out in section 527 of the Companies Act have the right to request that the Company publish a statement on its website setting out any matter that such shareholders propose to raise at the meeting relating to the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the meeting. The request must be received by the Company by 11 June 2026 (being at least one week before the Meeting) and the Company may not charge the requesting shareholders for website publication of such a statement.

The Company must also forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website. The business which may be dealt with at the AGM includes any website statement relating to audit concerns.

## Questions for the Board or Trainline

9. If you have any questions for the Board or Trainline, please contact [investor@trainline.com](mailto:investor@trainline.com) to give us the opportunity to answer your questions prior to the AGM. We will maintain a list of responses to frequently asked questions in relation to our AGM at [www.trainlinegroup.com/AGM](http://www.trainlinegroup.com/AGM).

## Availability of this Notice and other information

10. This AGM Notice and other information required by section 331A of the Companies Act, can be found at [www.trainlinegroup.com/AGM](http://www.trainlinegroup.com/AGM).

## Documents for inspection

11. The following documents will be available for inspection from 8:00am on the day of the AGM until the conclusion of the AGM: (a) copies of the service agreements of the Executive Directors with the Company; (b) copies of the terms of engagement of the Non-executive Directors with the Company; (c) the Company's Articles of Association; and (d) copies of the amended rules of the Company's share plans (as referred to in Resolution 3). The amended rules of the Company's share plans will also be available for inspection on the national storage mechanism from the date of this AGM Notice.

## Issued share capital and total voting rights

12. As at 5 May 2026 (being the latest practicable date prior to the publication of this document), the Company's issued ordinary share capital consisted of 372,205,537 shares, carrying one vote each. The Company does not hold any shares in treasury. Therefore the total voting rights in the Company, as at 5 May 2026 were 372,205,537.

## Dates and times

13. All dates and times stated in this AGM notice and any further announcements regarding the AGM are British Standard Time unless stated otherwise.

## Communication

14. Except as provided above, shareholders who have general queries about the Meeting should use the following means of communication (no other methods of communication will be accepted):

- calling our shareholder helpline on +44 (0)371 384 2030; or
- emailing [investor@trainline.com](mailto:investor@trainline.com).

You may not use any electronic address provided either in this Notice of Annual General Meeting; or any related documents to communicate with the Company for any purposes other than those expressly stated.

# Explanation of resolutions

An explanation of Resolutions 3 and 13 to 18 is set out below.

## Resolution 3 – Amendments to discretionary share plan rules

The Investment Association has revised their Principles of Remuneration to remove the recommendation that shares issued or issuable under a company's discretionary share incentive schemes be limited to 5% of its issued share capital in a rolling ten-year period whilst retaining the 10% limit of issued share capital in a rolling ten-year period for all company share incentive schemes.

This resolution will approve amendments to the rules of the Company's discretionary share plans being the Performance Share Plan, Deferred Share Bonus Plan, Restricted Share Plan, and the International Share Incentive Plan (together, the "Discretionary Plan Rules") to align the Plan Rules with the Investment Association's removal of the 5% limit for the Discretionary Plan Rules whilst retaining the 10% limit for all of the Company's share incentive schemes. This will provide the Board with a greater level of flexibility to manage potential dilution as the Company continues to purchase its own shares and cancel them. The Board remains conscious of the importance that shareholders attach to dilution and is committed to managing the allocation of employee share awards carefully.

Copies of the amended Plan Rules will be available for inspection from 8:00am on the day of the AGM until the conclusion of the AGM and on the national storage mechanism from the date of this AGM Notice.

## Resolution 13 – Political Donations

The Company does not propose or intend to make political donations, within the normal meaning of that expression. However, as the definition of political donations in the Companies Act is broad, it is possible that normal business activities, which might not be thought to be political donations or expenditure in the usual sense, could be caught. This resolution is proposed as a precaution to ensure that the Company and its subsidiaries do not unintentionally technically breach the Companies Act.

## Resolution 14 – Authority to Allot Shares

This resolution will give the Directors the general authority to allot new shares, and grant rights to subscribe for, or convert any security into, shares, up to a maximum nominal value of £1,240,685 which is equal to approximately one-third of the issued share capital of the Company as at 5 May 2026, being the latest practicable date prior to the publication of this document.

The Directors have no present intention of exercising this authority but consider it prudent to maintain the flexibility that this authority provides. As at 5 May 2026, being the latest practicable date prior to the publication of this document, the Company does not hold any treasury shares. This authority will remain in force until the conclusion of the Annual General Meeting of the Company in 2027, at which, the Company is likely to seek renewal of the authority (or, if earlier, at the close of business on 17 September 2027).

## Resolution 15 – Disapplication of pre-emption rights in certain circumstances

Part (b) of this resolution applies to an allotment of equity securities on a pre-emptive basis, but allows the directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders.

Part (c) of this resolution would allow the Directors, in addition to the authority granted in part (b) to allot shares, or grant rights to subscribe for, or convert securities into, shares, and/or sell treasury shares for cash without having to offer such shares to existing shareholders up to a maximum nominal value of £186,102, which is approximately 5% of the Company's issued share capital as at 5 May 2026, being the latest practicable date prior to the publication of this document.

While the Directors do not currently intend to allot shares pursuant to the authority under this resolution, the Directors wish to ensure that the Company has maximum flexibility in managing the Group's capital resources. Further, the Directors do not intend to issue, pursuant to the authority under this resolution, more than 7.5% of the issued share capital of the Company on a non-pre-emptive basis in any rolling three-year period, without prior consultation with shareholders. This authority will expire at the conclusion of the Annual General Meeting of the Company in 2027, at which, the Company is likely to seek renewal of the authority (or, if earlier, at the close of business on 17 September 2027).



## Explanation of resolutions continued

### Resolution 16 – Disapplication of pre-emption rights for acquisitions and other capital investment

This resolution would give the Directors the authority, in addition to the authority granted in Resolution 15, on a non-pre-emptive basis, to allot shares for cash and/or sell treasury shares up to a maximum nominal value of £186,102, which is approximately 5% of the Company's issued share capital as at 5 May 2026, being the latest practicable date prior to the publication of this document, without having to offer such shares to existing shareholders for the purposes of financing (or refinancing, if the waiver is used within twelve months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles.

There are no current plans to allot shares pursuant to the authority under this resolution, however, the Directors wish to ensure that the Company has maximum flexibility in managing the Group's capital resources. This authority will expire at the conclusion of the Annual General Meeting of the Company in 2027, at which, the Company is likely to seek renewal of the authority (or, if earlier, at the close of business on 17 September 2027).

### Resolution 17 – Purchase of own shares

On 11 September 2025, the Company announced its £150 million enhanced share buyback programme (the 'Buyback Programme'). At a general meeting held on 29 January 2026, shareholders authorised the Company to make market purchases of up to 59,838,098 Shares, being 14.99% of the Company's issued share capital as at 6 January 2026. This authority will expire at the AGM and the Company is therefore seeking a renewed authority in order to continue the £150 million Buyback Programme and provide optionality for any potential future buyback programmes, in accordance with the Company's Capital Allocation Policy, which is available on page 86 of the FY2026 Annual Report.

This resolution will authorise the Company to make market purchases of up to 55,793,609 shares, being 14.99% of the Company's issued share capital as at 5 May 2026, being the latest practicable date prior to the publication of this document, and specifies the minimum and maximum prices at which the Shares may be bought. This authority will expire at the conclusion of the next Annual General Meeting of the Company. Renewal of this authority is likely to be sought at the Annual General Meeting each year.

The Directors confirm that they will exercise this buyback authority only when, in light of the prevailing market conditions and in accordance with the Capital Allocation Policy, they consider such purchases would result in an increase in earnings per share and would be in the best interests of shareholders generally. Any shares purchased would be effected by a purchase in the market and may either be cancelled or held as treasury shares, which may then be cancelled, sold for cash or used to meet the Company's obligations under its employee share schemes. As at 5 May 2026, being the latest practicable date prior to the publication of this document, the total number of options to subscribe for shares in the Company was 17.4 million (approximately 4.7% of the Company's issued share capital and approximately 5.5% of the Company's issued share capital if the full authority proposed by Resolution 17 was used and the shares purchased were cancelled).

### Resolution 18 – General meetings

Under the Companies Act, all general meetings must be held on 21 days' notice unless shareholders approve a shorter notice period subject to a minimum of 14 clear days. Annual general meetings must continue to be held on at least 21 clear days' notice. This resolution seeks to approve an equivalent authority granted to the Directors at last year's general meeting to call general meetings (other than an annual general meeting) on 14 clear days' notice. The approval will be effective until the Company's next Annual General Meeting, when it is expected that a similar resolution will be proposed. In order to allow for the shorter notice period, the Company will make electronic voting available to all shareholders. The shorter notice period would not be used as a matter of routine for general meetings, but only where the flexibility is merited by time-sensitive matters and is thought to be to the advantage of shareholders, as a whole.

# Shareholder information

## Managing your shareholding

Many of our shareholders find that the easiest way to manage their shareholding is online by setting up a Shareview portfolio at [www.shareview.co.uk](http://www.shareview.co.uk). This is a free, easy and secure service provided by the Company's Registrars, Equiniti Limited ('Equiniti').

For more information and to register for this service, please visit [www.shareview.co.uk](http://www.shareview.co.uk). Registration can be completed within minutes in just four easy steps. Please note, you will need your Shareholder Reference Number.

## E-comms

We encourage everyone connected with Trainline to make more environmentally sustainable choices and we therefore urge you to move to electronic communications where possible in place of receiving traditional paper copies by post.

If you would like to sign up to receive all future shareholder communications electronically, please register with Shareview by visiting [www.shareview.co.uk](http://www.shareview.co.uk). Once you have signed up, you will receive an email to let you know when shareholder documents become available on our website, including our preliminary and interim financial results, notices of shareholder meetings and other shareholder documents.

## Duplicate documents

Many of our shareholders hold more than one account on our share register and receive duplicate documentation from us as a result. If you have been receiving duplicate documents, please contact Equiniti who can combine your accounts.

## Shareholder queries

If you have a query relating to your shareholding, the most efficient way to have it resolved is to contact Equiniti directly using one of the methods listed in the 'Useful contacts' section below.

## Shareholder scams

Trainline does not endorse any investment services or share dealing services. If you are contacted by someone offering either of these services, particularly if they contact you unexpectedly, apply pressure and ask you to transfer your shares, we recommend that before you take any action you read the Financial Conduct Authority ("FCA") guidance on how to protect yourself from scams available here: [www.fca.org.uk/scamsmart](http://www.fca.org.uk/scamsmart) or by calling the FCA Consumer Helpline on 0800 111 6768.

## Useful contacts

For enquiries relating to investor relations, please contact us via email at [investor@trainline.com](mailto:investor@trainline.com). For press enquiries, please contact us via email at: [press@trainline.com](mailto:press@trainline.com).

## Registrars

Equiniti Limited  
Highdown House, Yeoman Way, Worthing, West Sussex, BN99 6DA

## Telephone

+44 (0)371 384 2030 calls are charged at national rates. Calls from a mobile device may incur network extras.

## Website

[www.shareview.co.uk](http://www.shareview.co.uk)