

Notice of Annual General Meeting of Stockholders

SOMERO ENTERPRISES, INC. (the “Company”)

(Incorporated in the State of Delaware, USA under the Delaware General Corporation Law with registered number 3589295)

Notice is given that the Annual General Meeting of Stockholders (the “AGM”) of the Company will be held at the Company’s Headquarters located at 14530 Global Parkway, Fort Myers, Florida 33913 U.S.A. on 18 June 2025 at 9:00 am local time for the following purposes:

To consider and, if thought fit, to pass the following resolutions:

- To ratify the Directors’ Report and the Annual Report and the Company audited financial statements for the year ended December 31, 2024.
- To ratify the Directors’ Remuneration Report for the year ended December 31, 2024.
- To re-elect Robert Scheuer as a Class I Director.
- To ratify the appointment of Whitley Penn LLP as the auditors of the Company for the fiscal year ending December 31, 2025.

Please refer to the Annual Report and form of proxy, which forms a part of this Notice and is incorporated in this Notice by reference, for further information with respect to the business to be transacted at the AGM.

Stockholders of record at the close of business on April 22, 2025, are entitled to receive notice of, and vote at, the AGM or any adjournment or postponement of the AGM.

Whether or not you expect to attend the AGM, please complete, date and return the enclosed proxy or form of instruction relating to depositary interests (as applicable) as promptly as possible in order to ensure your representation at the AGM.

To be effective, proxies must be sent to or deposited at the office of the Company’s registrars (Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgewater Road, Bristol BS99 6ZY) so as to be received not later than 2:00 pm UK time on 16 June 2025 (provided that the Company may waive such requirement in its sole discretion). Even if you have given your proxy, you may still vote in person if you attend the AGM in person.

To be effective, forms of instruction relating to depositary interests must be lodged at the offices of Computershare Investor Services PLC the “Depositary” at: Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol BS99 6ZY no later than 2:00 pm UK time on 13 June 2025.

To give an instruction via the CREST system, CREST messages must be received by the issuer’s agent (ID number 3RA50) not later than 2:00 pm UK time on 13 June 2025. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer’s agent is able to retrieve the message. The Company may treat as invalid an appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

You may inspect a complete list of the stockholders eligible to vote at the AGM during normal business hours at our offices located at 14530 Global Parkway, Fort Myers, Florida 33913, USA, during the ten days prior to the date of the AGM and also during the AGM.

The Board of Directors unanimously recommends a vote “FOR” each of the proposed resolutions.

All stockholders are cordially invited to attend the AGM, either in person or via webcast, details of which will be posted on the company website at <https://investors.somero.com> a minimum of 10 days prior to the event. Please note that attending the AGM via webcast does not enable stockholders to ask questions or to vote during the meeting. If you attend the AGM in person, you may be included in the webcast.

By order of the Board of Directors.

Vincenzo LiCausi,

Secretary

April 24, 2025

Notes:

1. The Company’s Board of Directors has approved the Annual Report (including the Director’s Report and the Directors’ Remuneration Report contained therein) and the Company’s audited financial statements for the year ended December 31, 2023. Stockholder ratification of the Annual Report (including the Director’s Report and the Directors’ Remuneration Report contained therein) and the Company’s audited financial statements for the year ended December 31, 2023 is not mandatory under Delaware law. However, the Board is submitting the Annual Report (including the Director’s Report and the Directors’ Remuneration Report contained therein) and the Company’s audited financial statements for the year ended December 31, 2023 to the stockholders for ratification as a matter of good corporate practice. If ratification is not approved by a majority of the shares of common stock voting at the AGM in person or by proxy, the Board will reconsider its approval thereof.
2. The Company’s Board of Directors has selected Whitley Penn LLP to serve as the Company’s auditors until the next Annual General Meeting of Stockholders. Stockholder ratification of the selection of Whitley Penn LLP as the Company’s auditors is not mandatory under Delaware law. However, the Board is submitting the selection of Whitley Penn LLP to the stockholders for ratification as a matter of good corporate practice. If ratification is not approved by a majority of the shares of common stock voting at the AGM in person or by proxy, the Board will reconsider its approval thereof.
3. In accordance with the Company’s Bylaws, the holders of one-third in voting power of all issued and outstanding stock entitled to vote at the AGM, present in person or presented by proxy, shall constitute a quorum for the transaction of business.