

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action to be taken, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised pursuant to the Financial Services and Markets Act 2000 (as amended) if you are in the UK or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your ordinary shares in Asimilar Group Plc (“Asimilar” or the “Company”), please forward this document and the accompanying form of proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of ordinary shares, you should retain the documents and consult the stockbroker, bank manager or other agent through whom the sale or transfer was effected.

ASIMILAR GROUP PLC

(Incorporated in England and Wales as a public limited company, number 4488281)

PROPOSED CANCELLATION OF ADMISSION TO TRADING ON AIM

NOTICE OF 2023 ANNUAL GENERAL MEETING

This Document should be read as a whole. However, your attention is drawn to the letter from the Chairman of the Company which is set out in Part I of this document and which contains, amongst other things, the Directors’ unanimous recommendation that you vote in favour of the Resolutions to be proposed at the Annual General Meeting referred to below.

Notice of the 2023 Annual General Meeting of the Company to be held at Peterhouse Capital Limited, 80 Cheapside, London, EC2V 6EE at 11.00 a.m. on 18 May (“AGM”) is set out in Part II of this document.

A form of proxy is also enclosed with this document for use in connection with the AGM. **You are strongly advised to complete, sign and return the form of proxy to the Company’s Registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX in accordance with the instructions printed on it as soon as possible and in any event so as to be received by no later than 11.00 am on 16 May 2023, and whether or not you intend to attend the AGM in person. Alternatively, you can register your vote(s) for the Annual General Meeting by logging on to www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions (you can locate your user name and access code on the top of the proxy form).** Shareholders are advised to appoint the Chair of the meeting as their proxy. Completion and return of a Form of Proxy will not preclude a Shareholder from attending in person and voting at the Annual General Meeting.

FORWARD-LOOKING STATEMENTS

This document contains “forward-looking statements” which includes all statements other than statements of historical fact including, without limitation, those regarding the Company’s financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words “targets”, “believes”, “expects”, “aims”, “intends”, “will”, “may”, “might”, “anticipates”, “would”, “could” or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company’s control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company’s present and future business strategies and the environment in which the Group will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to forward-looking statements contained herein to reflect any change in the Company’s expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	2023
Notice given to London Stock Exchange notifying it of the proposed Cancellation	24 Apr
Publication of this document	24 Apr
Notice convening Annual General Meeting	24 Apr
Latest time and date for receipt of Form of Proxy	16 May
Annual General Meeting	18 May
Announcement of results of Annual General Meeting	18 May
Expected last day of dealings in Ordinary Shares on AIM	25 May
Expected time and date that the Admission to trading of the Ordinary Shares on AIM will be cancelled	7:00am 26 May

If any of the details contained in the timetable above should change, the revised time and dates will be notified to Shareholders by means of a Regulatory Information Service (as defined in the AIM Rules) announcement.

SHARE INFORMATION

Number of Ordinary Shares in issue at the date of this document	126,498,125
ISIN code for Ordinary Shares	GB00BFX2VL54
TIDM code for AIM	ASLR.L

DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

“Admission”	the admission of the Ordinary Shares to trading on AIM
“AIM”	the market of that name operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies governing the admission to and operation of AIM published by the London Stock Exchange and as amended from time to time
“AQSE”	Aquis Stock Exchange PLC, a UK-based stock market providing primary and secondary markets for equity and debt products, and which is permitted as a Recognised Investment Exchange
“Articles”	the articles of association of the Company in force at the date of this document
“Board” or “Directors”	the directors of the Company as at the date of this document, whose names are set out on page 8 of this document
“Business Day”	any day other than a Saturday or Sunday, where banks in the UK are open for the transaction of normal banking business
“Cancellation”	the cancellation of the Admission in accordance with Rule 41 of the AIM Rules
“Cancellation Resolution”	the Resolution to be proposed at the Annual General Meeting seeking Shareholder approval of the Cancellation
“Cairn” or “Nomad”	Cairn Financial Advisers LLP, the Company’s nominated adviser
“Code”	the UK City Code on Takeovers and Mergers, in force for the time being
“DTRs”	the Disclosure Guidance and Transparency Rules prescribed by the Financial Conduct Authority
“Letter from the Chairman”	the letter from the Chairman on page 8 of this document

“Company”	Asimilar Group plc, a company incorporated in England and Wales with registration number 44882815
“CREST”	the relevant system (as defined in the CREST Regulations) for the paperless settlement of trades and the holding of uncertificated securities, operated by Euroclear, in accordance with the same regulations
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended
“Euroclear”	Euroclear UK & International Limited, the operator of CREST
“Annual General Meeting”	the annual general meeting of the Company convened for 11.00 a.m. on 18 May 2023 by the Notice to be held at Peterhouse Capital Limited, 80 Cheapside, London, EC2V 6EE for the purpose of considering and, if thought fit, passing the Resolutions
“FCA”	the Financial Conduct Authority of the UK
“Form of Proxy”	the form of proxy for use in relation to the Annual General Meeting which accompanies this document
“Group”	together, the Company and its subsidiary undertakings
“ISIN”	International Securities Identification Number
“London Stock Exchange”	London Stock Exchange plc
“MAR”	the UK version of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation), as it forms part of UK law by virtue of the European Union (Withdrawal) Act 2018
“Notice”	the notice convening the Annual General Meeting on page 13 of this document
“Oberon Capital”	a trading division of Oberon Investments Group plc, the Company’s AQSE corporate adviser and joint broker
“Ordinary Shares”	the 126,498,125 ordinary shares of 0.01p each in the capital of the Company which are in issue at the date of this document

“Peterhouse”	Peterhouse Capital Limited, the Company’s joint broker
“Registrar”	Share Registrars Limited
“Regulatory Information Service”	one of the regulatory information services authorised by the FCA to receive, process and disseminate regulatory information in respect of listed companies
“Resolutions”	the Resolutions to be proposed at the Annual General Meeting as set out in the Notice
“Shareholders”	registered holders of Ordinary Shares
“UK”	the United Kingdom of Great Britain and Northern Ireland

Part I

LETTER FROM THE CHAIRMAN OF THE COMPANY

ASIMILAR GROUP PLC

(Registered in England and Wales with registered number: 4488281)

Directors

John Taylor (*Chairman*)
Sohail Bhatti (*Finance Director*)
Mark Horrocks (*Non-executive Director*)
Michael Preen (*Non-executive Director*)

Registered Office:

4 More London Riverside
London SE1 2AU

24 April 2023

Dear Shareholder

Proposed Cancellation of Admission of Ordinary Shares to trading on AIM

Notice of 2023 Annual General Meeting

1. Introduction

On 24 April 2023, the Company announced its audited annuals results for year ended 30 September 2023, where it stated that it is proposing to seek Shareholder consent to cancel the admission of the Company's Ordinary Shares to trading on AIM.

This letter sets out the background to and reasons for the Cancellation, additional information on the implications of the Cancellation for the Company and its Shareholders and why the Board believes the Cancellation to be in the best interests of the Company and of the Shareholders as a whole. Having disclosed their interests in the Company and their intentions with regard to their individual holdings, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions.

Pursuant to Rule 41 of the AIM Rules for Companies, the Company is required to obtain the consent of not less than 75 per cent. of the votes cast by Shareholders at a general meeting in order to request that the Company's Ordinary Shares are cancelled from trading on AIM.

Also included in this letter is a notice of the 2023 Annual General Meeting which has been convened for 11.00 a.m. on 18 May 2023 at Peterhouse Capital Limited, 80 Cheapside, London, EC2V 6EE in order that the Resolutions may be put to Shareholders.

2. Current Financial Position

As at 30 September 2022, the Company had total assets of £6,727,334 total liabilities of £275,150 and net assets of £6,452,184. The net assets per Ordinary Share were 5.53p.

3. Cancellation of Admission

Reasons for the proposed Cancellation

The Company's Ordinary Shares are currently admitted to trading on both AIM and AQSE, where admission took place in April 2022.

As addressed in the Company's recently announced audited results for the year ended 30 September 2022, whilst the Company has sufficient liquid assets to support its cash balances to meet operating costs, in the absence of any pending liquidity events in respect of its unquoted holdings, or any further fundraising, the Company does not currently have the capacity to pursue new investment opportunities.

It is neither sustainable, nor beneficial, for the Company to be in a position whereby it has the need to liquidate certain holdings in order to meet its operating costs. The Board is actively reviewing its current cost base, as well as its options for the future. Certain permanent cost savings have already been implemented, and the Directors have deferred their salaries since December last year. Further cost savings are planned and the Cancellation will support these in terms of reduced regulatory and advisory fees.

The Board believes that the Cancellation will provide greater optionality to the Board going forward, in terms both of reducing operating costs and also taking advantage of a market regime (AQSE) which may be more fitting to an investment company - reducing the risk that investment opportunities might be missed and Shareholders' interests thereby affected. The Board also considers that, in the recent past, the Company's market capitalisation and lack of liquidity in its shares have impacted certain of the potential advantages to having the shares admitted to trading on AIM.

Therefore, given the Company's Ordinary Shares are currently admitted to trading on both AIM and AQSE, the Board is putting Resolution 7 as a special resolution to the forthcoming Annual General Meeting which seeks Shareholder approval to cancel the Admission of the Ordinary Shares to trading on AIM. The Board does not consider that any potential benefits to the Company or Shareholders from retaining the AIM Admission are sufficient to justify the associated costs.

Effects of Cancellation

In the event that the Cancellation Resolution is passed and the Admission of the Company's Ordinary Shares to trading on AIM is cancelled, Shareholders will no longer be able to buy and sell Ordinary Shares in the Company through AIM and thereafter liquidity in the Company's shares may be more limited, although the Company's Ordinary Shares will continue to be traded on the Access Segment of the AQSE Growth Market. Accordingly:

- the Company would no longer be subject to the rules and corporate governance requirements to which companies admitted to trading on AIM are subject (and accordingly Shareholders will no longer be afforded the protections given by the AIM Rules). However it will remain subject to AQSE Rules and, therefore, it will still be bound to make any public announcements of material events, and to announce interim or final results, substantial transactions and related party transactions through Regulatory Information Services, and to comply with the requirement to obtain Shareholder approval for reverse takeovers and fundamental changes in the Company's business;
- Cairn will cease to be the Company's nominated adviser and Peterhouse will cease to be the Company's joint broker. However, the Company will still retain an AQSE corporate advisor and broker (currently Oberon Capital) for as long as its Ordinary Shares are admitted to trading on the AQSE market;
- the Company will still be subject to the DTRs and Shareholders would therefore still be required to specifically disclose major shareholdings in the Company;

- the Company will still be subject to MAR regulating inside information;
- the Code will continue to apply to the Company following Cancellation; and
- the Company will continue to maintain a website, although Shareholders should be aware that there will be no obligation on the Company to include all of the information currently required by Rule 26 of the AIM Rules.

The above considerations are not exhaustive. Shareholders should seek their own independent advice when assessing the likely impact of the Cancellation on them.

4. Cancellation Process

In accordance with Rule 41 of the AIM Rules, the Company has notified the London Stock Exchange plc of the proposed Cancellation.

Pursuant to AIM Rule 41, the Cancellation can only be effected by the Company after securing a resolution of Shareholders in a general meeting passed by a requisite majority, being not less than 75 per cent. of the votes cast by Shareholders (in person or by proxy). The Cancellation Resolution is Resolution 7 in the notice of Annual General Meeting set out in Part II of this document.

Under the AIM Rules, the Cancellation can only take place after the expiry of a period of twenty Business Days from the date on which notice of the Cancellation is given. In addition, a period of at least five Business Days following the Shareholder approval of the Cancellation is required before the Cancellation may be put into effect. Accordingly, if the Resolution to cancel the Admission is approved, the last day of dealings in the Ordinary Shares on AIM will be 25 May 2023, and the Cancellation will become effective at 7.00 a.m. on 26 May 2023.

5. Annual General Meeting

Part II of this document includes a copy of the notice convening the Annual General Meeting to be held at Peterhouse Capital Limited, 80 Cheapside, London, EC2V 6EE at 11.00 a.m. on 18 May 2023 at which the following Resolutions will be proposed (the actual text of the Resolutions are set out in the Notice):

Shareholders should note that Resolution 7 relates to the proposed Cancellation of the Admission of the Company's Ordinary Shares to trading on AIM.

Resolution 1: Report and Accounts

The report and accounts for the year ended 30 September 2022 were sent to Shareholders on 24 April 2023. The Directors will present the report and accounts to the meeting for adoption.

Resolution 2: Re-election of Director

The Company's articles of association require that each Director shall retire from office at the third annual general meeting after that at which he was last elected. In accordance with the articles, it is proposed that John Taylor be re-elected as a director.

Resolution 3: Re-election of Director

The Company's articles of association require that each Director shall retire from office at the third annual general meeting after that at which he was last elected. In accordance with the articles, it is proposed that Mark Horrocks be re-elected as a director.

Resolution 4: Appointment and Remuneration of Auditors

An ordinary resolution will be proposed to appoint Haysmacintyre LLP as the Company's auditors to hold office from the conclusion of the Annual General Meeting until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the Directors to determine their remuneration.

Resolution 5: Directors' Authority to Allot Shares

This Resolution, which will be proposed as an ordinary resolution, seeks Shareholder authority for the Directors to allot shares. Under the provisions of section 551 of the Companies Act 2006, the Directors are not permitted to allot shares unless authorised to do so by Shareholders.

The Directors seek renewed authority to allot shares in the capital of the Company up to a maximum nominal amount of £12,000. This will facilitate the raising of further funds for the ongoing operation of the Company and the making of investments in pursuit of the Company's investing policy should the Directors consider this to be in the best interests of Shareholders. This power will last until the conclusion of the next annual general meeting of the Company or, if earlier, 15 months after the date on which this Resolution is passed.

Special Resolution 6: Directors' Power to Disapply Pre-emption Rights

This Resolution, which will be proposed as a special resolution, supplements the Directors' authority to allot shares in the Company proposed by Resolution 5.

Section 561 of the Companies Act 2006 requires a company proposing to allot equity securities (which includes selling shares held in treasury) to offer them first to existing shareholders in proportion to their existing shareholdings. If Resolution 6 is passed, the requirement imposed by section 561 will not apply to allotments by the Directors:

- 1) in connection with a rights (or similar) issue, where strict application of the pre-emption principles in section 561 could (for example) result in fractional entitlements to shares or require the issue of shares where this would be impractical or unlawful due to local legal or regulatory requirements applying to shareholders resident in overseas jurisdictions; and
- 2) allotments of shares for cash up to a total nominal value of £12,000.

This authority will expire at the conclusion of the next annual general meeting or, if earlier, 15 months after the date on which this Resolution is passed except in so far as commitments to allot shares have been entered into before that date.

The Directors believe that this Resolution, together with Resolution 5, will provide the Company with flexibility to take potential advantage of fundraising opportunities that may arise and that would support the furtherance of the Company's investment policy.

Special Resolution 7: Cancellation of Company's Ordinary Shares from Admission to trading on AIM

This Resolution will be proposed as a special resolution to cancel the Admission of the Ordinary Shares to trading on AIM and that the Directors of the Company be and are hereby authorised to take all steps which are necessary or desirable in order to effect such Cancellation. The requisite majority for Resolution 7 to be passed is not less than 75 per cent. of the votes cast by Shareholders (in person or by proxy).

Action to be Taken

A Form of Proxy for use in connection with the Annual General Meeting is enclosed with this

document. Accordingly Shareholders are strongly advised to complete, sign and return their Form of Proxy in accordance with the instructions printed thereon so as to be received by the Company's Registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX not later than 11.00 a.m. on 16 May 2023. Alternatively, you can register your vote(s) for the Annual General Meeting by logging on to www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your user name and access code on the top of the proxy form).

Recommendation

The Directors consider that the passing of the Resolutions set out in the Notice to be considered 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 you vote in favour of all the proposed Resolutions, as they intend to do in respect of their own beneficial holdings currently amounting to 8.68% of the issued ordinary capital of the Company.

Yours faithfully

John Taylor
Chairman

Part II

NOTICE OF ANNUAL GENERAL MEETING

of

ASIMILAR GROUP PLC

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Asimilar Group Plc (the “**Company**”) will be held at Peterhouse Capital Limited, 80 Cheapside, London, EC2V 6EE on 18 May 2023 at 11:00 a.m.

You are strongly advised to complete, sign and return the enclosed form of proxy to the Company’s Registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX as soon as possible and, in any event, so as to be received by 11.00 a.m. on 16 May 2023. Alternatively, you can register your vote(s) for the Annual General Meeting by logging on to www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions (you can locate your user name and access code on the top of the proxy form). Shareholders should appoint the chair of the Annual General Meeting as their proxy. In the event that any changes are made to the AGM arrangements, the Board will inform shareholders of any change in these arrangements by way of a regulatory news service announcement.

At the Annual General Meeting, the following business will be transacted:

Ordinary Business

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

1. To receive and adopt the report of the Directors of the Company and the audited accounts for the Company for the year ended 30 September 2022.
2. To re-appoint John Taylor as a Director of the Company who, having retired by rotation pursuant to Article 80 of the Company’s Articles of Association and being eligible, offers himself for re-election.
3. To re-appoint Mark Horrocks as a Director of the Company who, having retired by rotation pursuant to Article 80 of the Company’s Articles of Association and being eligible, offers himself for re-election.
4. To re-appoint haysmacintyre LLP as auditors of the Company and to authorise the Directors to fix their remuneration.

Special Business

To consider, and, if thought fit, pass the following Resolutions of which, Resolution 5 will be proposed as an Ordinary Resolution and Resolutions 6 and 7 will be proposed as Special Resolutions:

5. **THAT** the directors be and are generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the “Act”) to exercise all the powers of the Company to allot or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £12,000, provided that:

- 5.1 (except as provided in paragraph 5.2 below) this authority shall expire on the date of the next annual general meeting of the Company or, if earlier, 15 months after the date of the passing of this resolution; and
- 5.2 the Company may before such expiry make an offer or agreement which would or might require shares or equity securities, as the case may be, to be allotted or such rights granted after such expiry and the directors may allot shares or equity securities or grant such rights, as the case may be, in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
6. **THAT**, subject to the passing of resolution 5 above, the directors, pursuant to the general authority conferred on them, be empowered pursuant to section 570 of the Act to allot for cash, either pursuant to the authority so conferred or where the equity securities are held by the Company as treasury shares (within the meaning of section 724(5) of the Act), equity securities (within the meaning of section 560 of the Act) as if section 561 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities:-
- 6.1 made in connection with an offer of securities, open for acceptance for a fixed period, by the directors to ordinary shareholders of the Company on the register on a fixed record date in proportion (as nearly as may be) to their then holdings of such shares (but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares or any legal or practical problems under the laws or requirements of any recognised regulatory body or any stock exchange in any overseas territory or in connection with fractional entitlements) or by virtue of shares being represented by depositary receipts or any other matter whatsoever; and/or
- 6.2 wholly for cash (otherwise than pursuant to paragraph 6.1 above) up to an aggregate nominal value of £12,000
- and shall expire on the conclusion of the next annual general meeting of the Company or, if earlier, 15 months after the date of the passing of this resolution, but the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to such an offer or agreement notwithstanding that the power conferred by this resolution has expired.
7. **THAT** the Company's ordinary shares be cancelled from admission to trading on AIM, and that the directors of the Company be and are hereby authorised to take all steps which are necessary or desirable in order to effect such cancellation.

24 April 2023

By order of the Board

Sohail Bhatti
Secretary

Registered office:
4 More London Riverside
London
SE1 2AU

Registered in England and Wales, number 4488281

Notes:

The following notes explain your general rights as a shareholder of the Company and your right to attend and vote at this meeting or to appoint someone else to vote on your behalf.

1. Only those members entered in the register of members of the Company 48 hours (not including non-working days) before the time fixed for the meeting or any adjournment of the meeting shall be entitled to attend and vote at the meeting convened above in respect of the number of shares registered in their names at that time. This time will still apply for the purpose of determining who is entitled to attend and vote if the Annual General Meeting is adjourned from its scheduled time by 48 hours (not including non-working days) or less. If the Annual General Meeting is adjourned for longer, members who wish to attend and vote must be on the Company's register of members by 48 hours (not including non-working days) before the time fixed for the adjourned meeting. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
2. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the Company. On a poll all of a member's voting rights may be exercised by one or more duly appointed proxies. Any such member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such member. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX.
3. A proxy need not be a member of the Company. Appointing a proxy will not prevent a member from attending in person and voting at the meeting. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman of the meeting) and give your instructions directly to them. A proxy must vote in accordance with any instructions given by the appointing member.
4. You can register your vote(s) for the Annual General Meeting either:
 - by logging on to www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your user name and access code on the top of the proxy form);
 - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 12 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 11.00 a.m. on 16 May 2023.

5. A form of appointment of proxy is enclosed. To appoint a proxy using this form in hard copy form, this form must be completed and signed, sent or delivered to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX not later than 11.00 a.m. on 16 May 2023. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney of the company. If you return more than one proxy appointment, either by hard copy form or by electronic form, that received last by the registrar before the latest time for the receipt of proxies will take precedence.
6. **Shareholders are strongly advised to appoint the chair of the meeting as their proxy.**
7. The form of proxy includes a vote withheld option. Please note that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against any particular resolution.
8. The appointment of a proxy and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated should be deposited with the Company's registrar at the address shown on the proxy form not later than 48 hours (not including non-working days) before the time fixed for the meeting or 48 hours (not including non-working days) before the time for holding any adjourned meeting or (in the case of a poll not taken on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used.
9. In the case of joint holders of shares, where more than one of the joint holder purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).
10. To change your proxy instructions simply submit a new Form of Proxy using the method set out above. Note that the cut-off time for receipt of Forms of Proxy (see above) also applies in relation to amended instructions; any amended Form of Proxy received after the relevant cut-off time will be disregarded. If you submit more than one valid Form of Proxy, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. In order to revoke a Form of Proxy you will need to inform the Company by sending a signed hard copy notice clearly

stating your intention to revoke your proxy appointment to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Share Registrars Limited no later than 11.00 a.m. on 16 May 2023, or 48 hours (excluding non-business days) before any adjourned AGM.

12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction 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 & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or 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 7RA36) by the latest time(s) for receipt of proxy appointments specified in this Notice of AGM. 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 a proxy appointed through CREST should be communicated to the appointee by other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. 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, to procure that their CREST sponsor or voting service provider take) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, 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 CREST Regulations.

As at 21 April 2023 (being the latest practicable date prior to the publication of this Notice), the Company's issued share capital consisted of 126,498,125 Ordinary Shares of 0.01p each. Each Ordinary Share carries the right to one vote at an annual general meeting of the Company and, therefore, the total number of voting rights in the Company as at 21 April 2023 was 126,498,125.