

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 AQSE

AND

NOTICE OF 2024 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 2024 Annual General Meeting of the Company to be held at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG at 11.00 a.m. on 27 March 2024 (“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 a.m. on 25 March 2024, 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 visiting 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 Form of Proxy).** 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 Company 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 AQSE Rules.

CONTENTS

	<i>Page</i>
EXPECTED TIMETABLE OF PRINCIPAL EVENTS	4
SHARE INFORMATION	4
DEFINITIONS	5
PART I: LETTER FROM THE CHAIRMAN OF ASIMILAR GROUP PLC	7
PART II: NOTICE OF ANNUAL GENERAL MEETING	14

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	2024
Notice given to AQSE notifying it of the proposed Cancellation	29 Feb
Publication of this document	4 Mar
Notice convening Annual General Meeting	4 Mar
Latest time and date for receipt of Form of Proxy	11:00am 25 Mar
Annual General Meeting	11:00am 27 Mar
Announcement of results of Annual General Meeting	27 Mar
Expected last day of dealings in Ordinary Shares on AQSE	27 Mar
Expected time and date that the Admission to trading of the Ordinary Shares on AQSE will be cancelled	7:00am 28 Mar

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 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 AQSE	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 AQSE
“AIM”	the market of that name operated by the London Stock Exchange plc
“Annual General Meeting” or “AGM”	the annual general meeting of the Company convened for 11.00 a.m. on 27 March 2024 by the Notice to be held at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG for the purpose of considering and, if thought fit, passing the Resolutions
“AQSE”	Aquis Stock Exchange Limited, a UK-based stock market providing primary and secondary markets for equity and debt products, and which is permissioned as a Recognised Investment Exchange
“AQSE Rules”	the AQSE Growth Market Access Rulebook
“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 7 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 5.3 of the AQSE Rules
“Cancellation Resolution”	the Resolution to be proposed at the Annual General Meeting seeking Shareholder approval of the Cancellation
“DTRs”	the Disclosure Guidance and Transparency Rules prescribed by the Financial Conduct Authority
“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
“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
“Letter from the Chairman”	the letter from the Chairman in Part I of this document
“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 in Part II of this document
“Oberon Capital”	a trading division of Oberon Investments Group plc, the Company’s AQSE corporate adviser and 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
“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
“Takeover Code”	the UK City Code on Takeovers and Mergers, in force for the time being
“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

4 March 2024

Dear Shareholder

Proposed Cancellation of Admission of Ordinary Shares to trading on AQSE

Notice of 2024 Annual General Meeting

1. Introduction

On 29 February 2024, the Company announced its intention to seek Shareholder consent to cancel the admission of the Company's Ordinary Shares to trading on AQSE.

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.

Pursuant to Rule 5.3 of the AQSE Rules, 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 AQSE.

Also included in this letter is a notice of the 2024 Annual General Meeting which has been convened for 11.00 a.m. on 27 March 2024 at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG in order that the Resolutions may be put to Shareholders.

2. Financial Position

As at 31 March 2023, the date as at which the Company's last unaudited financial statements were prepared, the Company had total assets of £5,688,064, total liabilities of £248,448 and net assets of £5,439,616. The net assets per Ordinary Share were 4.67p.

Since that date, and as announced by the Company on 14 August 2023, one of the investee companies, Launchmycareer Holdings plc (formerly Dev Clever Holdings plc), has been wound-up with no value ultimately returned to shareholders. The carrying value of that holding in the Company's books as at 31 March 2023 was £1,446,000.

Details of the other companies in the Company's investment portfolio can be found in those interim financial statements, which are available on the Company's website at www.asimilargroup.com.

If the Cancellation Resolution is approved by Shareholders, it is the intention of the Board to change the Company's accounting reference date from 30 September to 31 March and audited accounts in respect of the 18 month period ending 31 March 2024 will be published in due course.

3. Cancellation of Admission

Reasons for the proposed Cancellation

The Company's Ordinary Shares are currently admitted to trading on AQSE, where Admission took place in April 2022. Previously they were also admitted to trading on AIM until that admission was cancelled, following a shareholder vote, in May 2023.

As addressed in the Company's most recent interim financial results, released on 30 June 2023, 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 have the capacity to pursue new investment opportunities. As such, and as previously announced, the Board has continued to assess the orderly realisation of its existing portfolio, with a view to ultimately distributing proceeds to Shareholders.

It remains the case that it is neither sustainable, nor beneficial, for the Company to be in a position whereby it has the need to liquidate certain holdings (particularly any illiquid investments) in order to meet its operating costs during this orderly realisation process. As such, the Board has continued to review its current cost base, as well as its options for the future. Certain permanent cost savings have been implemented in the past 12 months (including cost savings relating to cancellation of admission to AIM), and the Directors have deferred their fees since December 2022. The Directors have now agreed to waive 50 per cent. of those deferred fees, and the payment of the balance of such fees shall only be made at such time as the Company has realised sufficient of its investment portfolio as to meet these and all other commitments. The proposed Cancellation will further support these cost saving measures in terms of reduced regulatory and advisory fees. Furthermore, it is intended that, following Cancellation, the number of Directors on the Board shall be reduced from 4 to 2, with Michael Preen and Mark Horrocks stepping down.

The Board believes that the Cancellation will provide greater flexibility and time to the Board going forward by reducing operating costs and allowing the orderly realisation of the investment portfolio. The Board also considers that, in the recent past, the Company's market capitalisation, lack of liquidity in its shares, and the share price not being reflective of the Company's underlying net asset value, have impacted certain of the potential advantages to having the shares admitted to trading on AQSE. This has coincided with significant headwinds in our sectors of interest.

The Board has considered a number of options, including further fundraising (in order to retain the AQSE admission and/or consider new investments), but has concluded that any such fundraise at or around the prevailing share price would not be in the interests of all shareholders given the dilutive impact involved.

Therefore, the Board is putting Resolution 5 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 AQSE. The Board does not consider that any potential benefits to the Company or Shareholders from retaining the AQSE Admission are sufficient to justify the associated costs.

Effects of Cancellation

If the Cancellation Resolution is passed and the Admission of the Company's Ordinary Shares to trading on AQSE is cancelled, Shareholders will no longer be able to buy and sell Ordinary Shares in the Company through AQSE. Accordingly:

- the Company would no longer be subject to the rules and corporate governance requirements to which companies admitted to trading on AQSE are subject (and accordingly Shareholders will no longer be afforded the protections given by the AQSE Rules). In particular, the Company will not be bound to:
 - make any public announcements of material events, or to announce interim or final results;
 - comply with any of the corporate governance practices applicable to companies listed on AQSE;
 - announce substantial transactions and related party transactions;
 - comply with the AQSE Rules regarding approvals and disclosure with respect to reverse takeovers and fundamental changes in the Company's business; and
 - comply with Rule 4.14 of the AQSE Rules, obliging the Company to publish prescribed information on its website;
- whilst Ordinary Shares will remain freely transferable, Cancellation may make it more difficult for Shareholders to buy and sell Ordinary Shares should they wish to do so. As such, the Directors are reviewing options to enable Shareholders to buy and sell shares through a trading platform and further details will be provided in due course;
- Oberon Capital will cease to be the Company's AQSE corporate advisor and broker; and
- the Company will cease to be subject to the DTRs and so Shareholders will not be required to specifically disclose major shareholdings in the Company.

Notwithstanding Cancellation:

- the Code will continue to apply to the Company following Cancellation;
- the Company will continue to maintain a website, where it will update Shareholders on any material developments in respect of the investment portfolio and the realisation thereof - although Shareholders should be aware that there will be no obligation on the Company to include all of the information currently required by the AQSE Rules;
- the Company will still hold an annual general meeting to which all registered Shareholders will be invited to attend, together with any *ad hoc* general meetings on matters that require Shareholder approval;
- the Company will still prepare, publish and, where applicable, distribute the annual report and audited accounts to all registered Shareholders.

The above considerations are not exhaustive. Shareholders should seek their own independent advice when assessing the likely impact of the Cancellation on them. Shareholders should be aware that if Cancellation takes effect, they will at that time cease to hold shares in a company whose shares are admitted to trading on AQSE and the matters set out above will automatically apply to the Company from the date of Cancellation.

4. Ordinary Shares held through an ISA account

The Ordinary Shares will cease to be eligible to be held within an ISA upon the Cancellation taking

effect. An ISA manager will have to either sell Ordinary Shares held in a Shareholder's ISA or transfer them to the Shareholder to be held outside an ISA, within 30 calendar days of the Cancellation.

When the title of an investment in an ISA is transferred from an ISA manager to an investor, the investor is deemed to have sold the investment for a market value sum and immediately reacquired it for the same amount. Any notional gain on the deemed sale is exempt from charge. Any future capital gains or losses are calculated by reference to the value of the shares when they left the ISA. This is the combined effect of regulations 22 and 34 of the Individual Savings Account Regulations 1998. It is not, however, clear how this general tax treatment applies when shares are transferred out of an ISA after a delisting.

This summary is for general information purposes only. It is not intended to constitute tax or other advice and should not be relied on or treated as a substitute for specific advice relevant to a Shareholder's specific circumstances. Shareholders should consult their own professional advisers as soon as possible.

5. Cancellation Process

In accordance with Rule 5.3 of the AQSE Rules, the Company has notified AQSE of the proposed Cancellation.

Pursuant to AQSE Rule 5.3, 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 5 in the notice of Annual General Meeting set out in Part II of this document.

Under the AQSE 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. Accordingly, if the Resolution to cancel the Admission is approved, the last day of dealings in the Ordinary Shares on AQSE will be 27 March 2024, and the Cancellation will become effective at 7.00 a.m. on 28 March 2024.

6. Transactions in Ordinary Shares prior to and post the proposed Cancellation

Prior to Cancellation

If shareholders wish to buy or sell Ordinary Shares on AQSE they must do so prior to Cancellation becoming effective. If the requisite majority of shareholders approve the Cancellation Resolution at the AGM, it is anticipated that the last day of dealings in the Ordinary Shares on AQSE will be 27 March 2024. The Board is not making any recommendation as to whether or not shareholders should buy or sell their Ordinary Shares.

Post Cancellation becoming effective

The Directors are aware that the proposed Cancellation, should the Cancellation Resolution be approved by the requisite majority of Shareholders at the AGM, would make it more difficult for Shareholders to buy and sell Ordinary Shares should they wish to do so.

The Directors are reviewing options to enable shareholders to buy and sell shares through a trading platform and further details will be provided in due course.

7. Takeover Code

Notwithstanding the Cancellation, under the Takeover Code the Company will continue to be subject to its terms until the later of:

- the date falling 10 years following Cancellation;
- the date falling 10 years after dealings and/or prices at which persons are willing to deal in any of the Ordinary Shares have been published on a regular basis for a continuous period of at least six months, whether via a newspaper, electronic price quotation system or otherwise;
- the date falling 10 years after any of the Ordinary Shares have been subject to a marketing arrangement as described in section 693(3)(b) of the Companies Act 2006; or
- the date falling 10 years after the Company has filed a prospectus for the offer, admission to trading or issue of securities with the registrar of companies or any other relevant authority in the United Kingdom, the Channel Islands or the Isle of Man,

provided that, the Takeover Code may cease to apply earlier, if a majority of the Directors cease to be resident in the UK, Channel Islands or Isle of Man.

As a public company incorporated in the United Kingdom, the Company may decide to re-register as a private company, as a result of which the Code may no longer apply to it. In such circumstances the Company would communicate with Shareholders to confirm such a change.

Under Rule 9 of the Takeover Code, when any person or group of persons acting in concert, individually or collectively, are interested in shares which in aggregate carry not less than 30 per cent. of the voting rights of a company but do not hold shares carrying more than 50 per cent. of the voting rights of a company and such person or any person acting in concert with him acquires an interest in any other shares, which increases the percentage of the shares carrying voting rights in which he is interested, then that person or group of persons is normally required by the Panel to make a general offer in cash to all shareholders of that company at the highest price paid by them for any interest in shares in that company during the previous 12 months. Rule 9 of the Takeover Code further provides that where any person, together with persons acting in concert with him, holds over 50 per cent. of the voting rights of a company to which the Takeover Code applies and acquires additional shares which carry voting rights, then that person will not generally be required to make a general offer to the other shareholders to acquire the balance of the shares not held by that person or his concert parties.

8. Annual General Meeting

Part II of this document includes a copy of the notice convening the Annual General Meeting to be held at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG at 11.00 a.m. on 27 March 2024 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 5 relates to the proposed Cancellation of the Admission of the Company's Ordinary Shares to trading on AQSE.

Resolution 1: 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 Sohail Bhatti be re-elected as a director.

Resolution 2: 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 3: 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 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. There is no current intention to utilise this authority.

Special Resolution 4: 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 3.

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 4 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 3, will provide the Company with flexibility to take the opportunity to raise further funds for the ongoing operation of the Company should the Directors consider this to be in the best interests of Shareholders.

Special Resolution 5: Cancellation of Company's Ordinary Shares from Admission to trading on AQSE

This Resolution will be proposed as a special resolution to cancel the Admission of the Ordinary Shares to trading on AQSE 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 5 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 25 March 2024. Alternatively, you can register your vote(s) for the Annual General Meeting by visiting 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).

9. 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.

Shareholders should note that, if Resolution 5 is not passed and the Ordinary Shares remain admitted to trading on AQSE, the additional costs involved with Admission are such that the Board may need to consider a less orderly realisation of some or all of the investment portfolio to raise funds to continue to meet these costs which the Board believes would not be in the best interests of Shareholders.

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 the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG on 27 March 2024 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 25 March 2024. Alternatively, you can register your vote(s) for the Annual General Meeting by visiting 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 re-appoint Sohail Bhatti 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.
2. 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 3 will be proposed as an Ordinary Resolution and Resolutions 4 and 5 will be proposed as Special Resolutions:

3. **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:
 - 3.1 (except as provided in paragraph 3.2 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
 - 3.2 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.

4. **THAT**, subject to the passing of resolution 3 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:-

4.1 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

4.2 wholly for cash (otherwise than pursuant to paragraph 4.1 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.

5. **THAT** the cancellation of the admission of the Company's ordinary shares, in accordance with Rule 5.3 of the AQSE Growth Market Access Rulebook, to trading on the Access Segment of the AQSE Growth Market, a market operated by Aquis Stock Exchange Limited, be and is hereby approved 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.

4 March 2024

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 visiting 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 25 March 2024.

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 25 March 2024. 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 25 March 2024, 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.

13. As at 1 March 2024 (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 1 March 2024 was 126,498,125.

