

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are advised to immediately consult your stockbroker, solicitor, accountant or other appropriate independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended).**

If you have sold or otherwise transferred all of your ordinary shares of £0.002 each in the capital of Angus Energy PLC (**Company**) (**Ordinary Shares**), please pass this document, together with the accompanying documents (not including the proxy form), as soon as possible to the purchaser or transferee, or to the person through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

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## **ANGUS ENERGY PLC**

*(Incorporated and registered in England and Wales with company number 09616076)*

### **Notice of General Meeting**

**and**

### **Letter from the Chair**

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**Notice of a general meeting of the Company, to be held the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG at 11:00 a.m. on 30 October 2023, is set out at the end of this document.**

**If you are retail shareholder and hold your shares through a platform or nominee (such as Hargreaves Lansdown, or similar), please see the Chair's letter for instructions on how to vote.**

**If you are a shareholder in your own name, please follow the instructions set out in the notes to the notice of General Meeting to either vote online or to complete and return the enclosed proxy form. To be valid, the accompanying proxy form should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrar, Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX by no later than 11:00 a.m. on 26 October 2023. Completion and return of a form of proxy will not preclude members of the Company from attending and voting in person at the general meeting should they so wish.**

**PART I**  
**LETTER FROM THE CHAIR**  
**ANGUS ENERGY PLC**

*(Incorporated and registered in England and Wales with company number 09616076)*

*Directors:*

Patrick Clanwilliam *(Non-executive Chair)*  
Richard Herbert *(Chief Executive Officer)*  
Carlos Fernandes *(Finance Director)*  
Krzysztof Zielicki *(Independent Non-executive Director)*  
Paul Forrest *(Non-executive Director)*

*Registered office:*

Building 3 Chiswick Park  
566 Chiswick High Street  
London  
England  
W4 5YA

12 October 2023

*To Shareholders and, for information only, to holders of warrants or options over Ordinary Shares in the Company*

Dear Shareholder

**General Meeting**

**1. Introduction**

On 28 September 2023, the Company announced that Kemexon Ltd has agreed to convert its £3 million Junior Bridge Facility (**Kemexon Facility**), together with £311,378.19 of interest and £94,441.64 of fees, into equity in the Company at a price of 0.66 pence per share, which would result in the issue of 516,033,308 new Ordinary Shares in the Company (**Kemexon Conversion Shares**). As explained in that announcement, the Company is required to increase its Directors' authorities to enable it to issue and allot the Kemexon Conversion Shares. Application will be made to the London Stock Exchange for admission of the Kemexon Conversion Shares following the holding of the general meeting to increase the Directors' authorities, and it is expected that admission will become effective and dealings in the Kemexon Conversion Shares on AIM will commence within seven days of the holding and passing of the necessary resolutions.

In addition, the Company is required to increase its Directors' authorities to enable it to allot new Ordinary Shares in connection with the following:

1. the grant to Aleph Finance Limited of warrants to subscribe for up to 300,000,000 new Ordinary Shares (**Aleph Warrant Shares**) as part of the £6m Junior Bridge Facility arrangements, as announced on 21 July 2023 (**Aleph Facility**); and
2. in accordance with the terms of the Aleph Facility, the allotment of shares in connection with any future agreement between the Company and Aleph regarding the repayment of the Aleph Facility in equity on maturity in lieu of cash, in either case up to a maximum of 1,500,000,000 new Ordinary Shares (**Aleph Facility Shares**).

In respect of point 2 above, it is a requirement of the Aleph Facility that the Company seek Shareholder approval for the necessary authority to issue such number of Ordinary Shares to be issued regarding mutual agreement to repay the Aleph Facility and therefore whilst the Company does **not** currently expect these Ordinary Shares to be issued given the ongoing discussions to complete a global refinance of this and other Company indebtedness, it is complying with these requirements now in putting such resolutions to Shareholders.

Accordingly, the Company is now convening a general meeting (**GM**) to table the necessary shareholder resolutions to enable the Directors to allot new Ordinary Shares in accordance with the above, being:

1. resolutions to authorise the issue of new Ordinary Shares comprising the Kemexon Conversion Shares, the Aleph Warrant Shares and the Aleph Facility Shares, and to disapply statutory pre-emption rights in respect of such allotments; and
2. to authorise the Directors to allot further Ordinary Shares and to disapply statutory pre-emption rights in respect of allotment up to a certain amount. This will give the Directors flexibility to allot further Ordinary Shares in the future should they consider it to be in the best interests of the Company to do so.

I am writing to inform you that the GM will be held at 11:00 a.m. on 30 October 2023 and to confirm the arrangements for the holding of the GM.

## **2. Notice of GM**

The formal notice of the GM is set out in Part III (Notice of General Meeting) on page 6 of this letter (**Notice of GM**) and contains the resolutions to be considered and voted on at the meeting (**Resolutions**).

The board of Directors (**Board**) has set out further detail on, and context to, the Resolutions in Part II (Explanatory Notes) of this document.

## **3. Action to be taken**

### *Shareholders holding through nominees/platforms*

If you hold shares through a nominee or platform (such as Hargreaves Lansdown, or similar), please send your voting instructions to your nominee or platform. They will aggregate your votes and submit them. Your nominee will be the holder of record on the Company's share register and will therefore need to submit the votes on your behalf. If you submit a form of proxy it is unlikely to be valid and, if it is invalid, your votes will not be counted.

### *Registered shareholders*

If you hold your shares in your own name (rather than through a nominee or platform), you can vote:

- by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions;
- 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; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the notes to the notice of GM.

Even if you intend to attend the GM in person, you are requested to complete and sign the proxy form in accordance with the notes to the Notice of GM and instructions printed on it and return it to the Company's registrar, Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX by no later than 11:00 a.m. on 26 October 2023.

If you are a CREST member, you may submit your proxy electronically through CREST. Details of how to do so are set out in the notes to the Notice of GM.

## **4. Recommendation**

The Directors believe that all of the Resolutions to be put to the GM are in the best interests of the Company and will promote its success for the benefit of the Shareholders as a whole and unanimously recommend that you vote in favour of the Resolutions, as they intend to do in respect of their own shareholdings.

Yours faithfully

Patrick Clanwilliam  
*Non-Executive Chair*

## PART II

### EXPLANATORY NOTES

#### 1. Directors' authority to allot shares Resolutions 1, 2 and 3

The Directors currently have limited authority to allot Ordinary Shares in the Company and to grant rights to subscribe for or convert any securities into shares in the Company.

The Board is seeking, by Resolutions 1, 2 and 3 respectively, to grant new authorities over Ordinary Shares:

- 1) up to a maximum nominal amount of £1,032,066.62 in respect of the issue of the Kemexon Conversion Shares;
- 2) up to a maximum nominal amount of £3,600,000.00 in respect of the issue of the Aleph Warrant Shares and the Aleph Facility Shares, in aggregate; and
- 3) a renewed authority over Ordinary Shares up to a maximum nominal amount of £5,523,857.00, representing, in aggregate, approximately two thirds of the Company's issued share capital being 3,626,860,032 Ordinary Shares in issue as at 11 October 2023 (being the latest practicable date prior to publication of this document) plus the Kemexon Conversion Shares (on the assumption that they will be issued shortly after the passing of the relevant Resolutions) (the existing issued share capital and the Kemexon Conversion Shares together comprising 4,142,893,340 Ordinary Shares). The Investment Association Share Capital Management Guidelines (**IA Guidelines**) state that an authority to allot up to two thirds of existing issued share capital should be regarded by shareholders as routine business. In accordance with the IA Guidelines, any amount in excess of one third of the Company's issued share capital (being 1,380,964,000 Ordinary Shares) is only to be used in connection with a rights issue to holders of Ordinary Shares proportionate to their holdings of Ordinary Shares, subject to such adjustments the Directors deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems.

If approved by Shareholders, the authorities granted under Resolutions 1 and 3 will expire on 29 January 2025 or, if earlier, at the conclusion of the Company's next annual general meeting, and the authorities granted under Resolution 2 will expire on the date falling five years from the date of the GM (ie. on 30 October 2028). Resolutions 1, 2 and 3 are proposed as ordinary resolutions.

#### 2. Disapplication of statutory pre-emption rights – Resolutions 4, 5, 6 and 7

The Directors currently have limited power, in certain circumstances, to allot equity securities for cash other than in accordance with statutory pre-emption rights (which require a company to offer all allotments for cash first to existing shareholders in proportion to their holdings).

The Board is seeking, by Resolutions 4, 5, 6 and 7 respectively, to renew this power to apply in the following circumstances:

- 1) in connection with the issue of the Kemexon Conversion Shares;
- 2) in connection with the issue of the Aleph Warrant Shares and the Aleph Facility Shares;
- 3) where the allotment:
  - a. takes place in connection with a rights issue or other pre-emptive offer;
  - b. the allotment is limited to a maximum nominal amount of £828,578.00, representing approximately 10% of the nominal value of the current issued ordinary share capital of the Company plus the Kemexon Conversion Shares; or

- c. the allotment is for the purpose of a follow-on offer of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice, up to a maximum of 20% of the relevant original allotment; and
- 4) where the allotment is limited to a maximum nominal amount of £828,578.00, representing approximately 10% of the nominal value of the current issued ordinary share capital of the Company plus the Kemexon Conversion Shares, and is in connection with the financing (or refinancing, if the authority is to be used within six months after 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 this Notice of GM.

If approved by Shareholders, the powers granted under Resolutions 4, 6 and 7 will expire on 29 January 2025 or, if earlier, at the conclusion of the Company's next annual general meeting, and the powers granted under Resolution 5 will expire on the date falling five years from the date of the GM (ie. on 30 October 2028).

The authorities requested comply with institutional shareholder guidance, in particular the Pre-emption Group's Statement of Principles on disapplying pre-emption rights.

Resolutions 4, 5, 6 and 7 are proposed as special resolutions.

**PART III**

**NOTICE OF GENERAL MEETING**

**ANGUS ENERGY PLC**

*(Incorporated and registered in England and Wales with registered number 09616076)*

**NOTICE IS GIVEN** that a general meeting of Angus Energy plc (**Company**) will be held at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG on 30 October 2023 at 11:00 a.m. to consider and, if thought fit, pass the following resolutions. Resolutions 1 to 3 (inclusive) will be proposed as ordinary resolutions and Resolutions 4 to 7 (inclusive) will be proposed as special resolutions.

Unless otherwise defined in this notice, capitalised terms used in this notice will have the same meaning given to them in the letter from the Chairman dated 12 October 2023, as circulated to the shareholders of the Company, to which this notice is attached.

**ORDINARY RESOLUTIONS**

**Directors' authority to allot shares in connection with the Kemexon Facility**

1. That the Directors are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (**Act**) to issue and allot ordinary shares of £0.002 each in the share capital of the Company (**Ordinary Shares**) or grant rights to subscribe for or to convert any security into Ordinary Shares comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £1,032,066.62 in connection with the issue of the Kemexon Conversion Shares, provided that this authority will, unless previously renewed, varied or revoked, expire on 29 January 2025 or, if earlier, at the conclusion of next annual general meeting of the Company, except that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

**Directors' authority to allot shares in connection with the Aleph Facility**

2. That the Directors are generally and unconditionally authorised in accordance with section 551 of the Act to issue and allot Ordinary Shares or grant rights to subscribe for or to convert any security into Ordinary Shares comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £3,600,000.00 in connection with the issue of:
  - 2.1 the Aleph Warrant Shares (up to a maximum nominal amount of £600,000.00); and
  - 2.2 the Aleph Facility Shares (up to a maximum nominal amount of £3,000,000.00)

provided that this authority will, unless previously renewed, varied or revoked, expire on 30 October 2028 except that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

**Directors' authority to allot shares**

3. That in addition to any authority granted pursuant to Resolution 1 (*Directors' authority to allot shares in connection with the Kemexon Facility*) or Resolution 2 (*Directors' authority to allot shares in connection with the Aleph Facility*), the Directors are generally and unconditionally authorised in accordance with section 551 of the Act to issue and allot Ordinary Shares or grant rights to subscribe for or to convert any security into Ordinary Shares comprising equity securities (as defined in section 560 of the Act):

- 3.1 up to an aggregate nominal amount of £5,523,857.00 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph 3.2 below) in connection with an offer by way of a rights issue (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in, or under, the laws of any territory or the requirements of any regulatory body or stock exchange); and
- 3.2 in any other case, up to an aggregate nominal amount of £2,761,928.00 (such amount to be reduced by the nominal amount of any equity securities allotted under the authority in paragraph 3.1 above in excess of £2,761,928.00),

provided that this authority will, unless previously renewed, varied or revoked, expire on 29 January 2025 or, if earlier, at the conclusion of next annual general meeting of the Company, except that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This Resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares or grant rights to subscribe for or convert securities into shares (other than any authority granted by Resolution 1 (*Directors' authority to allot shares in connection with the Kemexon Facility*) or Resolution 2 (*Directors' authority to allot shares in connection with the Aleph Facility*)) but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

## **SPECIAL RESOLUTIONS**

### **Disapplication of pre-emption rights in connection with the Kemexon Facility**

4. That, subject to the passing of Resolution 1 (*Directors' authority to allot shares in connection with the Kemexon Facility*), the Directors are empowered pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that Resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that such power be limited to the allotment of equity securities up to an aggregate nominal amount of £1,032,066.62 in connection with the issue of the Kemexon Conversion Shares.

The power granted by this Resolution will, unless previously renewed, varied or revoked, expire on 29 January 2025 or, if earlier, at the conclusion of next annual general meeting of the Company, except that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted (and treasury shares to be sold) after the power expires and the Directors may allot equity securities (and sell treasury shares) in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

### **Disapplication of pre-emption rights in connection with the Aleph Facility**

5. That, subject to the passing of Resolution 2 (*Directors' authority to allot shares in connection with the Aleph Facility*), the Directors are empowered pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that Resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that such power be limited to the allotment of equity securities up to an aggregate nominal amount of £3,600,000.00 in connection with the with the issue of:

- 5.1 the Aleph Warrant Shares (up to a maximum nominal amount of £600,000.00); and

5.2 the Aleph Facility Shares (up to a maximum nominal amount of £3,000,000.00).

The power granted by this Resolution will, unless previously renewed, varied or revoked, expire on 30 October 2028, except that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted (and treasury shares to be sold) after the power expires and the Directors may allot equity securities (and sell treasury shares) in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

#### **General disapplication of pre-emption rights**

6. That in addition to any powers granted under Resolution 4 (*Disapplication of pre-emption rights in connection with the Kemexon Facility*), Resolution 5 (*Disapplication of pre-emption rights in connection with the Aleph Facility*) and Resolution 7 (*Disapplication of pre-emption rights in connection with certain financings*), and subject to the passing of Resolution 3 (*Directors' authority to allot shares*), the Directors are empowered pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that Resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that such power be limited to:

6.1 the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under paragraph 3.1 of Resolution 3, by way of a rights issue only) (i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings, and (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange);

6.2 the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph 6.1 above) up to an aggregate nominal amount of £828,578.00; and

6.3 the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraphs 6.1 or 6.2 above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 6.2 above, such authority to be used only for the purposes of making a follow on-offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

The power granted by this Resolution will, unless previously renewed, varied or revoked, expire on 29 January 2025 or, if earlier, at the conclusion of next annual general meeting of the Company, except that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted (and treasury shares to be sold) after the power expires and the Directors may allot equity securities (and sell treasury shares) in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities (or sell treasury shares) as if section 561 of the Act did not apply (other than any authority granted by Resolution 4 (*Disapplication of pre-emption rights in connection with the Kemexon Facility*), Resolution 5 (*Disapplication of pre-emption rights in connection with the Aleph Facility*) and Resolution 7 (*Disapplication of pre-emption rights in connection with certain financings*) but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

#### **Disapplication of pre-emption rights in connection with certain financings**

7. That in addition to any powers granted under Resolution 4 (*Disapplication of pre-emption rights in connection with the Kemexon Facility*), Resolution 5 (*Disapplication of pre-emption rights in connection with the Aleph Facility*) and Resolution 6 (*General disapplication of pre-emption rights*), and subject to the passing of Resolution 3 (*Directors' authority to allot shares*), the Directors are empowered pursuant



to sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that Resolution and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that such power be limited to:

- 7.1 The allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £828,578.00, such authority to be used only for the purposes of financing (or refinancing, if the authority it to be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified 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 this notice; and
- 7.2 the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph 7.1 above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 7.1 above, such authority to be used only for the purposes of making a follow on-offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

The power granted by this Resolution will, unless previously renewed, varied or revoked, expire on 29 January 2025 or, if earlier, at the conclusion of next annual general meeting of the Company, except that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted (and treasury shares to be sold) after the power expires and the Directors may allot equity securities (and sell treasury shares) in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

**By order of the Board**

Westend Corporate LLP  
*Company Secretary*

*Registered office:*

Building 3 Chiswick Park  
566 Chiswick High Street  
London  
England  
W4 5YA

Dated: 12 October 2023

## **Noes to the notice of general meeting**

### *Entitlement to attend and vote*

1. The only members entitled to vote by submitting a form of proxy are those who are registered on the Company's register of members at:
  - a) 11:00 a.m. on 26 October 2023; or
  - b) if the meeting is adjourned, at 11:00 a.m. on the day two days prior to the adjourned meeting.

### *Website giving information regarding the meeting*

2. Information regarding the meeting is available from [www.angusenergy.co.uk](http://www.angusenergy.co.uk).

### *Appointment of proxies*

3. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise your right to vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
4. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chair of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you must appoint your own choice of proxy (not the chair) and give your instructions directly to the relevant person.
5. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy (however, from a practical perspective, the proxy must be the chair of the meeting), you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company's registrar, Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. If you fail to specify the number of shares to which each proxy relates or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
6. If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting. Discretionary votes are permissible but will be cast on resolutions at the chair of the meeting's absolute discretion. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against a resolution.

### *Appointment of a proxy (non-CREST)*

7. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
8. Appointments of proxies must be received by the Company's registrars, Share Registrars Limited by 11:00 a.m. on 26 October 2023 by either:
  - a) Visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions; or
  - b) completing, signing and returning the proxy form enclosed, by post or hand delivery to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX.
9. In the case of a member which is a company, the hard copy proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

10. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
11. The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001 (SI 2001/3755), specifies that only those shareholders registered in the register of members of the Company at 11:00 a.m. on 26 October 2023, or, if the meeting is adjourned, in the register of members at close of business on the day two days before the date of any adjourned meeting will be entitled to vote by proxy in respect of the number of Ordinary Shares registered in their name at that time. 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.

#### *Appointment of proxies through CREST*

12. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) 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(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
13. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID:7RA36) by 11:00 a.m. on 26 October 2023. 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.
14. 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 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(s), to procure that the relevant CREST sponsor or voting service provider(s) take(s)) such action as is 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.
15. 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 (SI 2001/3755).

#### *Appointment of proxy by joint members*

16. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

#### *Changing proxy instructions*

17. To change your proxy instructions simply submit a new proxy appointment using the methods set out in paragraphs 8 or 13 above. Note that the cut off time for receipt of proxy appointments specified in those paragraphs also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
18. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company's registrar as indicated in paragraph 5 above.

19. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

#### *Termination of proxy appointments*

20. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrar as indicated in paragraph 8 above. 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.
21. The revocation notice must be received by the Company no later than 11:00 a.m. on 26 October 2023.
22. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 23 below, your proxy appointment will remain valid.
23. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

#### *Corporate representatives*

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

#### *Questions at the meeting*

25. Under section 319A of the Companies Act 2006, the Company must answer any question you ask relating to the business being dealt with at the meeting unless:
- a) answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - b) the answer has already been given on a website in the form of an answer to a question; or
  - c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

#### *Issued shares and total voting rights*

26. As at close of business on 11 October 2023 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital comprised 3,626,860,032 Ordinary Shares. Each Ordinary Share carries the right to one vote at the general meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business on 11 October 2023 is 3,626,860,032.

#### *Communication*

27. You may not use any electronic address provided either in this notice of meeting or any related documents (including the document within which this notice of meeting is incorporated and the proxy form) to communicate with the Company for any purposes other than those expressly stated.