



**THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT
AND REQUIRE YOUR IMMEDIATE ATTENTION**

If you are in any doubt about the contents of this document or as to what action you should take, you are recommended to seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under 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 your ordinary shares in Skillcast Group Plc (the **Company**), please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into the United States, Canada, Australia, the Republic of South Africa or Japan or any other jurisdiction if to do so would constitute a violation of the laws of such jurisdiction. If you have sold or transferred only part of your holding of shares in the Company, please retain this document and the accompanying Form of Proxy and contact the stockbroker, bank or other agent who arranged the sale or transfer as soon as possible.

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SKILLCAST GROUP PLC

(incorporated in England and Wales with company number 12305914)

Notice of Annual General Meeting

This document should be read in its entirety. Your attention is drawn to the letter from the Chairman of the Company, which sets out the directors' recommendations.

Notice of the Annual General Meeting of Skillcast Group Plc to be held at 1.00 p.m. on Wednesday 22nd June 2022 at 80 Leadenhall Street, London, EC3A 3DH is set out at the end of this document. Shareholders are requested to complete, sign and return the Form of Proxy accompanying this document to the Company's registrar, Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, as soon as possible but in any event so as to be received by no later than 1.00 p.m. on 20th June 2022 or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting (excluding non-working days). The return of a proxy appointment will not preclude a Shareholder from attending and voting at the Annual General Meeting in person should he or she subsequently decide to do so.



PART 1: LETTER FROM THE CHAIRMAN

SKILLCAST GROUP PLC

(Incorporated and Registered in England and Wales, with company number 12305914)

Directors:

Richard Amos (Non-Executive Chairman)
Vivek Dodd (Chief Executive Officer)
Richard Steele (Chief Financial Officer)
Anthony Miller (Chief Technical Officer)
Catriona Razic (Chief Commercial Officer)
Isabel Napper (Non-Executive Director)
Sally-ann Tilleray (Non-Executive Director)

Registered office:

80 Leadenhall Street
London,
EC3A 3DH
United Kingdom

25 May 2022

Dear Shareholder,

Annual Report 2021 and 2022 Annual General Meeting

I am pleased to enclose the 2021 Annual Report and Accounts and the formal Notice of the 2022 Annual General Meeting ('AGM') of Skillcast Group Plc (the 'Company'). This year's AGM will be held at the 80 Leadenhall Street, London, EC3A 3DH on Wednesday 22nd June 2022 at 1.00 p.m. The Notice sets out the resolutions to be proposed, together with general notes for shareholders who wish to give proxy voting instructions.

Annual General Meeting

In Part 3 of this document, you will find a notice convening the Company's AGM. A summary of the action you should take is set out in the Form of Proxy that accompanies this document.

The purpose of the Annual General Meeting is to consider and, if thought fit, pass the Resolutions, in each case as set out in full in the notice of AGM. Resolutions 1 to 14 constitute the business typically undertaken by a company at its AGM. Resolutions 15 to 17 are not typical and will not be repeated at the Company's subsequent AGMs. An explanation of the reasons for and the background to Resolutions 15 to 17 is set out below.

Resolutions 1 to 14

Resolutions 1 to 11 inclusive will be proposed as ordinary resolutions and Resolutions 12 to 14 inclusive will be proposed as special resolutions of the Company.

- Resolution 1.** To receive and adopt the audited financial statements for the year ended 31 December 2021 and the reports of the Directors' and Auditors' thereon.
- Resolution 2.** To declare a final dividend of 0.279 pence per ordinary share for the year ended 31 December 2021.
- Resolution 3.** To re-appoint Crowe UK LLP as auditors of the Company and to authorise the directors to determine their remuneration.
- Resolution 4.** To re-appoint Richard Amos as a director of the Company.
- Resolution 5.** To re-appoint Vivek Dodd as a director of the Company.
- Resolution 6.** To re-appoint Richard Steele as a director of the Company.
- Resolution 7.** To re-appoint Anthony Miller as a director of the Company.

- Resolution 8.** To re-appoint Catriona Razic as a director of the Company.
- Resolution 9.** To re-appoint Isabel Napper as a director of the Company.
- Resolution 10.** To re-appoint Sally-ann Tilleray as a director of the Company.
- Resolution 11.** To authorise the directors to allot ordinary shares.
- Resolution 12.** To dis-apply statutory pre-emption provisions to enable the directors in certain circumstances to allot ordinary shares for cash other than on a pre-emptive basis.
- Resolution 13.** To dis-apply statutory pre-emption provisions to enable the directors in certain circumstances to allot ordinary shares for cash other than on a pre-emptive basis if the proceeds are used for the financing (or refinancing) of an acquisition or other capital investment.
- Resolution 14.** To authorise the Company to make market purchases of the Company's own shares.

Resolutions 15 to 17

The Relevant Distribution

The Board has become aware of a technical issue in respect of the payment of the interim dividend of 0.1875 pence per ordinary share paid on 28 October 2021 (the 'Relevant Distribution').

The Companies Act 2006 (the 'Act') provides that a public company may pay a dividend out of its distributable profits. To validate the existence of sufficient distributable profits, a public company will typically reference its last accounts circulated to members. However, if such accounts do not justify the payment of the dividend, a public company can make reference to interim accounts provided such interim accounts have been filed at Companies House. The requirement for the relevant accounts to have been filed applies even if the company in question has sufficient distributable profits at the relevant time.

The Company at all times had sufficient profits and other distributable reserves to pay the Relevant Distribution, but such distributable reserves were not justified by the 2020 Accounts. On 30 September 2021, before the Relevant Distribution was declared and paid, the profits of the Company available for distribution as included in the 2020 Accounts were increased by the payment of a dividend of £1,000,000 from a wholly-owned subsidiary of the Company, Inmarkets Group Limited. The Company's distributable profits reserves were, as a consequence, increased to £836,693.47 being an amount sufficient to justify the Relevant Distribution of £150,000. Interim accounts demonstrating the distributable reserves of £836,693.47 as required by the Act should have been filed prior to the Relevant Distribution being made, but were not. The Board has therefore concluded that the Relevant Distribution was made otherwise than in accordance with the Act and that it would be prudent to proceed on the basis outlined below.

The Company has been advised that, as a consequence of the Relevant Distribution having been made otherwise than in accordance with the Act, it may have claims against past and present shareholders who were recipients of the Relevant Distribution (the 'Recipient Shareholders') and against persons who were directors of the Company at the time of payment of the Relevant Distribution (the 'Relevant Directors'). The Board notes, however, that the Company has no intention of bringing any such claims.

In order to remedy the potential consequences of the Relevant Distribution having been made otherwise than in accordance with the Act and to put all potentially affected parties so far as

possible in the position in which they were always intended to be had the Relevant Distribution been made in accordance with the requirements of the Act, the Company is proposing the following Resolutions, which will be proposed as special resolutions of the Company:

- Resolution 15.** To authorise the appropriation of distributable profits of the Company to the payment of the Relevant Distribution, having a value of £150,000.
- Resolution 16.** To waive and release those shareholders who appeared on the register of members on the record date for the Relevant Distribution from any and all claims which the Company has or may have in respect of the payment (or repayment) of the Relevant Distribution, such waiver and release to be effected by entry into a deed of release (the 'Shareholders' Deed of Release');
- Resolution 17.** To waive and release any right to make claims against persons who were directors of the Company at the time of payment of the Relevant Distribution in respect of the Relevant Distribution, such waiver and release to be effected by entry into a deed of release (the 'Directors' Deed of Release').

The approach that the Company is proposing by way of the Resolutions in respect of the Relevant Distribution is consistent with the approach taken by listed and AIM quoted companies that have, similarly, made distributions otherwise than in accordance with the Act.

Further information on the reasons for Resolutions 15 to 17 and certain legal and accounting analysis of the steps being taken is set out in Part 2 of this document.

Action to be taken

A Form of Proxy is enclosed for use by Shareholders at the Annual General Meeting. Shareholders are asked to complete, sign and return the Form of Proxy by post or by hand in accordance with the instructions printed therein so as to be received as soon as possible by the Company's registrars, Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, but in any event so as to arrive no later than 48 hours before the Annual General Meeting. Alternatively, you may submit your proxy appointment electronically (see notes 3 - 8).

COVID-19 Arrangements

While it is currently anticipated that there will be no restrictions on social contact or meeting format at the time of the AGM, shareholders should carefully consider whether or not it is appropriate to attend the AGM. The Board remains keen to ensure the wellbeing of all employees and shareholders is protected and to minimise any public health risks from public gatherings. Shareholders are strongly encouraged to exercise their voting rights by completing and submitting a Form of Proxy in advance of the meeting, appointing the Chairman of the Annual General Meeting as proxy rather than a named person. Shareholders are asked not to attend the AGM if they are displaying any symptoms of COVID-19 or have recently been in contact with anyone who has tested positive. To minimise transmission, we encourage shareholders to take a rapid lateral flow test before attending the meeting, and subject to conditions on the day of the meeting, shareholders may be required to wear face masks.

The Company will continue to closely monitor the developing impact of COVID-19, including the latest UK Government guidance. If a change to Government guidelines is announced after the date of this Notice is published and such guidelines limit gatherings and shareholder attendance at the AGM, any changes to the AGM arrangements will be notified to shareholders through the Company's website www.skillcast.com and, where appropriate, by announcement made by the Company to a Regulatory Information Service.



Recommendation

The Board considers that Resolutions 1 to 16 set out in the notice of AGM are in the best interests of the Company and of its shareholders as a whole and unanimously recommend shareholders to vote in favour of them, as each of the directors intends to do in respect of their own beneficial holdings. The Act prevents the directors from voting on Resolution 17 in respect of their own shareholdings and also prevents them from recommending that you vote in favour of Resolution 17 in respect of your shareholding. This is because Resolution 17, if passed, releases the directors from any claim which the Company may have against them in respect of the Relevant Distribution and they are therefore personally interested in the passing of such Resolution.

Yours faithfully,

Richard Amos
Chairman

PART 2: FURTHER INFORMATION IN RELATION TO THE RELEVANT DISTRIBUTION

Authorisation of the appropriation of the Company's distributable profits and the Shareholders' Deed of Release

The approach that the Company is proposing involves the authorisation of the appropriation of distributable profits of the Company to the payment of the Relevant Distribution. As a matter of common law, it is necessary for the appropriation of distributable profits to be approved by shareholders.

The Company has been advised that it is also preferable for shareholders to approve the Company's entry into the Shareholders' Deed of Release, since the release of those past and present shareholders who appeared on the register of members on the record date for the Relevant Distribution (or their personal representatives (and their successors in title) if they are deceased) from any and all claims which the Company has or may have in respect of the payment of the Relevant Distribution will, insofar as those persons remain shareholders of the Company, comprise a benefit to shareholders tantamount to a distribution.

The proposed authorisation of the appropriation of the Company's distributable profits to the payment of the Relevant Distribution and the entry by the Company into the Shareholders' Deed of Release will not have any effect on the Company's financial position. This is because the aggregate amount of the Relevant Distribution is equal to and offset by the release of each Recipient Shareholder from the liability to repay the amount already paid, and the Company will not be required to make any further payments to shareholders in respect of the Relevant Distribution.

In addition, the Company has not recorded or disclosed the potential right to make claims against Recipient Shareholders as an asset or a contingent asset in its financial statements. Under the Company's IFRS accounting policies, it could only record such a right as an asset when an inflow of economic benefits in favour of the Company as a result of such claim or claims being brought was virtually certain. The value of any economic benefit which the Company may derive from bringing claims against the Recipient Shareholders is uncertain (and, in any case, incapable of reliable estimation) on the basis that it may be possible for the Recipient Shareholders to establish defences to any such claims and there can be no certainty as to the amounts which could be recovered by the Company.

In addition, under IFRS, a contingent asset is required to be disclosed only when an inflow of economic benefits in favour of the Company is probable. The Board has concluded that any inflow of economic benefits as a result of such claims is less than probable.

Accordingly, the Company's entry into the Shareholders' Deed of Release will not result in any decrease in the Company's net assets or the level of its distributable reserves.

A copy of the Shareholders' Deed of Release will be available for inspection during normal business hours on any weekday (except for Saturdays, Sundays and public holidays) at the registered office of the Company and at the offices of Mills & Reeve LLP, 24 King William Street, London, EC4R 9AT, up to the time of the Annual General Meeting and at the place of the Annual General Meeting until the conclusion of the Annual General Meeting.

Directors' Deed of Release

Under the Company's articles of association, it is necessary for shareholders to approve the Company's waiver of any rights of the Company to make claims against the Relevant Directors in respect of the Relevant Distribution, since the Board would itself have a potential conflict of interest in approving such a waiver. This is because the members of the Board are named as beneficiaries of the waiver.

The entry by the Company into the Directors' Deed of Release will not have any effect on the Company's financial position because, as with the position in relation to the Relevant Distribution and potential claims against Recipient Shareholders, the Company has not recorded or disclosed its right potentially to make claims against Relevant Directors in respect of the Relevant Distribution as an asset or contingent asset of the Company.

Again, under the Company's IFRS accounting policies, it could only record such a right as an asset when an inflow of economic benefits in favour of the Company as a result of such claim or claims being brought was virtually certain. The value of any economic benefit which the Company may derive from bringing claims against the Relevant Directors in respect of the Relevant Distribution is uncertain (and, in any case, incapable of reliable estimation) on the basis that the Relevant Directors would be entitled to seek the court's relief against such claims and there can be no certainty as to the amounts (if any) which could be recovered by the Company.

In addition, under IFRS, a contingent asset is required to be disclosed only when an inflow of economic benefits in favour of the Company is probable. The Board has concluded that any inflow of economic benefits as a result of such claims is less than probable.

Therefore, the Company's entry into the Directors' Deed of Release does not involve the disposition of any recognised asset or contingent asset by the Company in favour of the Relevant Directors.

A copy of the Directors' Deed of Release will be available for inspection during normal business hours on any weekday (except for Saturdays, Sundays and public holidays) at the registered office of the Company and at the offices of Mills & Reeve LLP, 24 King William Street, London, EC4R 9AT, up to the time of the Annual General Meeting and at the place of the Annual General Meeting until the conclusion of the Annual General Meeting.

PART 3
SKILLCAST GROUP PLC

(Registered in England and Wales, with company number 12305914)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Skillcast Group Plc will be held at 80 Leadenhall Street, London, EC3A 3DH, United Kingdom at 1:00pm on Wednesday 22nd June 2022 (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolutions 1-11 inclusive will be proposed as ordinary resolutions and of which Resolutions 12-17 inclusive which will be proposed as special resolutions.

Ordinary Resolutions

- Resolution 1.** To receive and adopt the audited financial statements of the Company for the year ended 31 December 2021 and the reports of the Directors' and Auditors' thereon.
- Resolution 2.** To declare a final dividend of 0.279 pence per ordinary share for the year ended 31 December 2021 to be paid on 21 July 2022 to the holders of ordinary shares of £0.001 each in the capital of the Company registered in the register of members at the close of business on 1 July 2022.
- Resolution 3.** To re-appoint Crowe UK LLP as auditors of the Company and to authorise the directors to determine their remuneration.
- Resolution 4.** To re-appoint as a director Richard Amos who being eligible, offers himself for re-appointment.
- Resolution 5.** To re-appoint as a director Vivek Dodd who being eligible, offers himself for re-appointment.
- Resolution 6.** To re-appoint as a director Richard Steele who retires in accordance with the articles of association and, being eligible, offers himself for re-appointment.
- Resolution 7.** To re-appoint as a director Anthony Miller who being eligible, offers himself for re-appointment.
- Resolution 8.** To re-appoint as a director Catriona Razic who being eligible, offers herself for re-appointment.
- Resolution 9.** To re-appoint as a director Isabel Napper who being eligible, offers herself for re-appointment.
- Resolution 10.** To re-appoint as a director Sally-ann Tilleray who being eligible, offers herself for re-appointment.
- Resolution 11.** THAT the directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "**Act**"), in substitution for all previous powers granted to them, to exercise all the powers of the Company to allot shares in the Company or grant rights to

subscribe for or convert any security into shares in the Company (“Rights”) up to an aggregate nominal amount of £29,790, being approximately one third of the issued ordinary share capital of the Company and such authority shall, unless previously revoked, varied or renewed by the Company in general meeting, expire at the conclusion of the Annual General Meeting of the Company to be held in 2023, but, in each case, provided that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

Special Resolutions

Resolution 12. THAT, conditional on the passing of Resolution 11, the directors be, and they are hereby authorised pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 11 above as if section 561 of the Act did not apply to any such allotment, provided that this authority shall be limited to:

- (a) the allotment of equity securities in connection with an issue in favour of shareholders where the equity securities respectively attributable to the interests of all such shareholders are proportionate (or as nearly as may be practicable) to the respective number of ordinary shares in the capital of the Company held by them on the record date for such allotment, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange, in any territory; and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £4,473, being approximately 5% of the current issued share capital of the Company

such authority to expire (unless previously renewed, varied or revoked by special resolution of the Company in general meeting) at the conclusion of the Annual General Meeting of the Company to be held in 2023. The Company may, before such expiry, make offers or enter into agreements, which would or might require equity securities to be allotted after such expiry and the directors are hereby authorised to allot equity securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

Resolution 13. THAT, conditional on the passing of Resolution 11 above, the directors be and are hereby authorised pursuant to section 570 of the Act and in addition to any authority granted under Resolution 12, to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 11 above as if section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities as follows:

- (a) up to an aggregate nominal amount of £4,473 being approximately 5% of the current issued share capital of the Company; and
- (b) used only for the purposes of 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 and which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue,

such authority to expire (unless previously renewed, varied or revoked by special resolution of the Company in general meeting) at the conclusion of the Annual General Meeting of the Company to be held in 2023. The Company may, before such expiry, make offers or enter into agreements, which would or might require equity securities to be allotted after such expiry and the directors are hereby authorised to allot equity securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

Resolution 14. THAT the Company be generally and unconditionally authorised for the purpose of section 701 of the Companies Act 2006 (CA 2006) to make market purchases (within the meaning of section 693(4) of the CA 2006) of ordinary shares of £0.001 each in the capital of the Company on such terms and in such manner as the directors may from time to time determine, provided that:

- (a) the maximum aggregate number of ordinary shares which may be purchased is 8,945,946 ordinary shares (being approximately 10% of the issued ordinary share capital as at 17 May 2022 being the latest practicable date prior to the publication of the notice).
- (b) the minimum price (excluding expenses) which may be paid for each ordinary share is £0.001.
- (c) the maximum price (excluding expenses) which may be paid for each ordinary share is the higher of
 - i. an amount equal to 105% of the average of the middle market quotations of an ordinary share in the Company, as derived from the AIM Appendix to the London Stock Exchange Daily Official List, for the five business days immediately before the day on which the purchase is made; and
 - ii. the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out,

such authority to expire (unless previously renewed, varied or revoked by special resolution of the Company in general meeting) at the conclusion of the Annual General Meeting of the Company to be held in 2023, save that the Company may, before the expiry of the authority granted by this reso-

lution, enter into a contract to purchase ordinary shares which may be executed wholly or partly after the expiry of such authority.

Resolution 15. THAT the appropriation of distributable profits of the Company (as shown in the Annual Report and Accounts of the Company made up to 31 December 2021) to the payment of the interim dividend of 0.1875 pence per ordinary share paid on 28 October 2021 (the “**Relevant Distribution**”) be and is authorised by reference to the same record date as the original accounting entry for the Relevant Distribution.

Resolution 16. THAT any and all claims which the Company has or may have arising out of or in connection with the payment of the Relevant Distribution against its shareholders who appeared on the register of shareholders on the relevant record date for the Relevant Distribution (or the personal representatives and their successors in title (as appropriate) of a shareholder’s estate if they are deceased) be waived and released, and a deed of release in favour of such shareholders (or the personal representatives and their successors in title (as appropriate) of a shareholder’s estate if they are deceased) be entered into by the Company in the form produced to the Annual General Meeting and initialled by the chairman for the purposes of identification and any director in the presence of a witness, any two directors or any director and the company secretary be authorised to execute the same as a deed poll for and on behalf of the Company.

Resolution 17. THAT any and all claims which the Company has or may have against each of its directors (whether past or present) arising out of or in connection with the approval, declaration or payment of the Relevant Distribution be waived and released and that a deed of release in favour of such persons be entered into by the Company in the form produced to the Annual General Meeting and initialled by the chairman for purposes of identification and any director in the presence of a witness, any two directors or any director and the company secretary be authorised to execute the same as a deed poll for and on behalf of the Company.

By order of the Board

MSP Corporate Services Limited
Company Secretary
25 May 2022

Registered Office:
80 Leadenhall Street
London
EC3A 3DH
United Kingdom

Notes to the Notice of Annual General Meeting

1. Shareholders will only be entitled to attend and vote at the Annual General Meeting if they are registered as the holders of ordinary shares at 6:00 p.m. on Monday 20 June 2022. If the Annual General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to vote at the adjourned meeting is 6.00pm on the day that is 48 hours prior to the date and time fixed for the adjourned meeting. Changes to entries on the register of members of the Company later than the time and date falling 48 hours prior to the meeting (or any adjournment thereof) will be disregarded in determining the rights of any person to vote at the meeting.
2. A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, vote and speak at the meeting provided each proxy is appointed to exercise rights attached to different shares. A proxy need not be a shareholder of the Company.
3. Shareholders can:
 - appoint a proxy or proxies and give proxy instructions by returning the enclosed form of proxy by post or by hand (see note 4); or
 - if a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 6); or
 - proxy vote can be submitted at www.signalshares.com so as to have been received by the Company's registrars, not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it. By registering on the Signal shares portal at www.signalshares.com, you can manage your shareholding, including:
 - cast your vote
 - change your dividend payment instruction
 - update your address
 - select your communication preference.
4. A form of proxy is enclosed for use by the shareholders of the Company. To be effective, it must be deposited with the Company's registrars, Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, so as to be received no later than 48 hours before the time appointed for holding the meeting. Completion of the proxy does not preclude a shareholder from subsequently attending and voting at the meeting if he or she so wishes. In the case of a shareholder which is a company, the form of proxy 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 form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.
5. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via www.euroclear.com). 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.

6. For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer’s agent (RA10) no later than 1.00 p.m. on 20th June 2022, or, in the event of an adjournment of the Annual General Meeting, 48 hours before the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
7. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In 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.
8. 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.
9. 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 the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.
10. The notes to the form of proxy explain how to direct your proxy how to vote on each resolution or withhold their vote.
11. Any person to whom this Notice of Meeting is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a **Nominated Person**) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such Proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of Proxies in paragraphs 2 and 3 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by shareholders of the Company.

12. Any shareholder attending a meeting of the Company has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting, but no such answer need be given if:
 - a. to do so 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 questions be answered
13. As at 17 May 2022, being the latest practicable date before publication of this notice, the Company had 89,459,460 ordinary shares in issue. Each ordinary share carries one vote, and the Company holds no ordinary shares in treasury. Therefore, the total number of voting rights in the Company is 89,459,460.
14. Any electronic address provided either in this Notice or in any related documents (including the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.
15. If you need help with voting online, or require an additional paper proxy form, please contact our Registrar, Link Group by email at enquiries@linkgroup.co.uk, or you may call Link on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. Submission of a Proxy vote shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof.