

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all of your shares in Mode Global Holdings plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

MODE GLOBAL HOLDINGS PLC

(to be renamed R8 Capital plc)

(Registered in England & Wales with Company No. 12794676)

Directors

Jonathan David Rowland (Executive Chairman)
David Alex Anderson (Non-Executive Director)
Edward Richard Ambrose Walker-Morecroft (Executive Director)

Registered Office

Finsgate
5-7 Cranwood Street
London EC1V 9EE
United Kingdom

21 August 2023

Tel: + (0)203 773 0588
Website: www.modeplc.com

Dear Shareholder,

Notice of Annual General Meeting

Enclosed with this letter are the notice ("**Notice**") convening the 2023 Annual General Meeting ("**AGM**") of Mode Global Holdings plc (the "**Company**") and the Company's audited financial statements and reports thereon for the financial period ended 31 December 2022.

The purpose of this letter is to provide you with a brief summary and explanation of the resolutions proposed by the Company at the AGM ("**Resolutions**"), which will be held at 10 am (BST) on Thursday 14 September 2023 at Locke Lord (UK) LLP, 201 Bishopsgate, London, EC2M 3AB.

Resolutions 1 to 4 (inclusive) are proposed as Ordinary Resolutions. This means that, in accordance with the requirements of the Companies Act 2006 (the "**Act**"), for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution.

Resolutions 5 and 6 are proposed as Special Resolutions. This means that for each of these Resolutions to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.

The Company proposes the following Ordinary Resolutions at the AGM:

Resolution 1 – Receive the annual report and accounts

The Act requires the Directors of a public company to lay before the Company in a general meeting the annual report and accounts of the Company for each financial year. Resolution 1 is therefore to receive the Company's financial statements and the report of the Board of Directors ("**Directors**") and auditors for the financial period ended 31 December 2022.

Resolution 2 – Approval of the annual report on remuneration

Resolution 2 is to approve the Director's Remuneration Report. The Report on Remuneration sets out payments made during the year ended 31 December 2022. The vote on the Report on Remuneration under Resolution 2 is advisory only, and any entitlement of a Director to remuneration is not conditional on this Resolution being passed.

Resolution 3 – Appointment of new auditor

The Company is required at each general meeting at which financial statements are laid, to appoint an auditor who will remain in office until the next general meeting at which financial statements are laid. Resolution 3 is to appoint RPG Crouch Chapman LLP as auditors of the Company to hold office from the conclusion of the AGM to the conclusion of the next annual general meeting at which accounts are laid before the Company at a remuneration level to be determined by the Directors.

Resolution 4 – General authority to allot shares

The Directors may only allot shares or grant rights to subscribe for, or convert any security into, shares if authorised to do so by Shareholders. Resolution 4 proposes to authorise the Directors to allot and issue shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company:

- (a) £220,000 in connection with the issue of convertible loan notes ("**CLNs**") and warrants to subscribe for ordinary shares of £0.01 each in the capital of the Company ("**Ordinary Shares**") in the capital of the Company ("**Warrants**") pursuant to an instrument executed by the Company on or around 28 June 2022; and
- (b) otherwise than pursuant to sub-paragraph (a) above, £350,000, or if less, the nominal value of one third of the issued share capital of the Company at the date of this notice,

such authority to expire at the next AGM or 14 December 2024, whichever date is the earlier.

The Company is also proposing the following Special Resolutions at the AGM:

Resolution 5 – disapplication of statutory pre-emption rights

The Act requires that any equity securities issued for cash (other than pursuant to an employee share scheme), must first be offered to existing Shareholders pro rata to their holdings unless approval is obtained by special resolution to disapply this requirement. It is proposed that this approval also be renewed for the same period as the authority under Resolution 4. Apart from rights issues or any other pre-emptive offer concerning equity securities, the Company is seeking disapplication of pre-emption rights in connection with any equity securities to be allotted and issued:

- (a) in connection with the issue of CLNs and Warrants referred to above; and
- (b) otherwise up to a nominal amount of Ordinary Shares equal to £104,800. This amount represents approximately 10 per cent. of the Company's issued ordinary share capital as at the date of this letter (equivalent to 10,480,000 Ordinary Shares).

Resolution 5 also seeks disapplication of pre-emptive rights on a rights issue or other pre-emptive offer so as to allow the Directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas Shareholders or entitlements to fractions.

Resolution 6 – Notice period for General Meetings other than Annual General Meetings

The Articles allow the Company to call general meetings other than an annual general meeting on 14 clear days' notice without obtaining Shareholder approval. The notice period required under the Act for general meetings of the Company is 21 days. The Act allows Shareholders to approve a shorter notice period, which cannot be less than 14 clear days. Therefore, in order to preserve its ability to call general meetings on 14 clear days' notice, Resolution 6 seeks such Shareholder approval. It is intended that the shorter notice period would not be used as a matter of routine for such meetings but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of Shareholders as a whole. If given, the approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

Action to be taken by Shareholders

If you would like to come to the AGM to vote on the resolutions, to facilitate registration on the day, please notify the Company Secretary by writing to the registered office address, confirming your attendance or by email to eleanor.kenny@redwoodbank.co.uk.

If you would like to vote on the resolutions but cannot come to the AGM, please complete the proxy form sent to you with this notice and return it to the Company's registrars, Neville Registrars Limited, as soon as possible. Alternatively, you can submit your proxy electronically through the website of the Company's registrars at www.sharegateway.co.uk.

To vote online with the Company's Registrars, Shareholders will need to use their personal proxy registration code as shown on the proxy form. Voting by proxy prior to the AGM does not affect your right to attend the AGM and vote in person or electronically should you wish.

Instructions for voting by proxy through CREST are set out in paragraphs 14 to 16 of the notes to the Notice.

In the case of non-registered Shareholders who receive these materials through their broker or other intermediary, the Shareholder should complete and send a letter of direction in accordance with the instructions provided by their broker or other intermediary.

Please note that the registrars must receive your proxy appointment by 10 am (BST) on 12 September 2023.

Recommendation

Your Board is of the opinion that all the proposals to be considered at the AGM are in the best interests of the Company and its Shareholders as a whole and recommends that you vote in favour of the Resolutions to be proposed at the AGM.

Yours faithfully,

Jonathan Rowland
Chairman

MODE GLOBAL HOLDINGS PLC
(to be renamed R8 Capital plc)
(Incorporated in England & Wales with Company No. 12794676)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Mode Global Holdings plc (the "**Company**") will be held at 10 am (BST) on Thursday 14 September 2023 at Locke Lord (UK) LLP, 201 Bishopsgate, London, EC2M 3AB for the following purposes:

To consider and, if thought fit, pass Resolutions 1 to 4 which will be proposed as Ordinary Resolutions, and Resolutions 5 and 6 which will be proposed as Special Resolutions:

ORDINARY RESOLUTIONS

1. To receive the Company's financial statements and the report of the board of directors ("**Directors**") and auditors for the financial period ended 31 December 2022.
2. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the financial period ended 31 December 2022.
3. To appoint RPG Crouch Chapman LLP as auditors of the Company to hold office from the conclusion of the meeting to the conclusion of the next meeting at which accounts are laid before the Company at a remuneration to be determined by the Directors.
4. **THAT**, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company ("**Relevant Securities**") up to a maximum aggregate nominal amount of:
 - (a) £220,000 in connection with the issue of convertible loan notes and warrants to subscribe for ordinary shares of £0.01 each in the capital of the Company ("**Ordinary Shares**") in the capital of the Company pursuant to an instrument executed by the Company on or around 28 June 2022; and
 - (b) otherwise than pursuant to sub-paragraph (a) above, £350,000 or, if less, the nominal value of one third of the issued share capital of the Company at the date of this notice,

provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, 14 December 2024 save that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities in pursuance of such an offer or agreement as if the authority conferred had not expired. This Resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares or grant rights for or to convert any securities into shares 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

5. **THAT** subject to the passing of Resolution 4, the Directors be empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority given by Resolution 4 as if section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to:
 - (a) the allotment of equity securities pursuant to the authorities granted by sub-paragraph (a) of Resolution 4;
 - (b) the allotment of equity securities pursuant to sub-paragraph (b) of Resolution 4 in connection with a rights issue or any other offer to holders of shares in proportion (as nearly as may be practicable) to their respective holdings and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but 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

- (c) otherwise than pursuant to sub-paragraphs (a) and (b) above, up to an aggregate nominal value of £104,800 or, if less, the nominal value of 10 per cent. of the issued share capital of the Company at the date of this notice,

and this authority shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, 14 December 2024, save that 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 in pursuance of such an offer or agreement as if the power conferred hereby has not expired.

- 6. **THAT**, subject to the articles of association of the Company as in force from time to time, a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

BY ORDER OF THE BOARD OF DIRECTORS

Jonathan Rowland
Executive Chairman

21 August 2023

Notes:

Entitlement to attend and vote

1. The right to attend and vote at the meeting is determined by reference to the Company's register of members. Only a member entered in the register of members at 10 am (BST) on Tuesday 12 September 2023 (or, if this meeting is adjourned, in the register of members at close of business on the day two days prior to the adjourned meeting) is entitled to attend and vote at the meeting and a member may vote in respect of the number of Ordinary Shares registered in the member's name at that time. Changes to the entries in the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Proxies

2. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company 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 set out in the proxy form.
3. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you attend the AGM in person and vote, then your proxy appointment will automatically be terminated.
4. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the space provided in the proxy form. If you sign and return the proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. Additional hard copy proxy forms may be obtained by contacting the Company's registrar at Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD; Tel. 0121 585 1131.
6. 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.
7. 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.
8. To be valid for the meeting, a form of proxy should be completed, signed and lodged (together with any power of authority or any other authority under which it is signed or a duly certified copy of such power of authority) with the Company's registrar:
 - electronically in accordance with note 17; or
 - by post or by hand to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD; or
 - in the case of CREST members, through the CREST electronic proxy appointment service,**no later than 10 am (BST) on Tuesday 12 September 2023.**
9. To be effective, the appointment of a proxy, or the amendment to the instructions given for a previously appointed proxy, must be received by the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD by one of the methods in note 8 above no later than 10 am (BST) on Tuesday 12 September 2023. In addition, any power of attorney or other authority under which the proxy is appointed (or a notarially certified copy of such power or authority) must be deposited at the offices of the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD no later than 10 am (BST) on Tuesday 12 September 2023. Any such power of attorney or other authority cannot be submitted electronically.
10. To direct your proxy how to vote on the resolutions mark the appropriate box on the proxy form with an 'X'. To abstain from voting on a resolution, mark the box "vote withheld". A "vote withheld" is not a vote in law which means that the vote will not be counted in the calculation of votes "for" and "against" the resolution. Failing to mark any box against a resolution, will mean your proxy can vote as he or she wishes or can decide not to vote at all.
11. The Chairman of the meeting shall act as a proxy unless another proxy is desired, in which case, insert full name

of your proxy in the space provided in the proxy form. A proxy will act in his/her discretion in relation to any business, other than that above, at the meeting (including any resolution to amend a Resolution or to adjourn the meeting).

12. In the case of a corporation, the proxy form must be executed under its common seal or signed on its behalf by an attorney or officer of the corporation.
13. In the case of joint holders, the vote of the senior holder shall be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority shall be determined by the order in which the names of such holders stand in the register of members in respect of the joint holding.

Appointment of proxies through CREST

14. 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) 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.
15. 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 UK & International Limited's ("EUI") 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 Neville Registrars Limited (ID: 7RA11) no later than 10 am (BST) on Tuesday 12 September 2023, or, in the event of an adjournment of the 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.
16. 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 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. 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.

Appointment of proxies electronically

17. As an alternative to completing the hard copy form of proxy, you can appoint a proxy electronically online at www.sharegateway.co.uk and completing the authentication requirements as set out on the form of proxy including using your personal proxy registration code. For an electronic proxy appointment to be valid, your appointment must be received by Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD by 10 am (BST) on 12 September 2023.

Corporate representatives

18. 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.

Nominated persons

19. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") may have a right under an agreement between him and the Shareholder by whom he was nominated, to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.
20. The statement of the rights of members in relation to the appointment of proxies as stated above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by members of the Company.

Issued Share Capital and Total Voting Rights

21. As at 18 August 2023, which is the latest practicable date prior to the publication of this notice, the Company's issued share capital comprised 104,791,280 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company. The Company does not hold any shares in treasury. Therefore, the total number of voting rights in the Company as at 18 August 2023 is 104,791,280.
22. The Company's website will include information on the number of shares and voting rights.

Members' requests under Section 527 of the Companies Act 2006

23. Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish a statement on a website setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the annual general meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the last annual general meeting. The Company may require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Members' rights to ask questions

24. Any member attending the meeting 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: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Website

25. A copy of this notice and other information required by section 311A of the Companies Act 2006, can be found at www.modeplc.com.

Voting results

26. The results of the voting at the Annual General Meeting will be announced through a regulatory information service and will appear on the Company's website, www.modeplc.com as soon as is practicable.

Communications with the Company

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