

**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 £0.001 each in the capital of CEL AI PLC (**Company**) (**Ordinary Shares**), please pass this document, together with the accompanying documents (not including the personalised 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.

This document is a circular relating to (i) the proposed cancellation of admission of the Ordinary Shares to the Equity Shares (Transition) category of the Official List and to trading on the London Stock Exchange's main market for listed securities and (ii) the proposed admission of the Ordinary Shares to trading on the Aquis Stock Exchange Growth Market (**Admission**).

Aquis Stock Exchange Growth Market (**AQSE Growth Market**) operated by Aquis Exchange PLC (**Aquis Exchange**) is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AQSE Growth Market securities are not admitted to the Official List of the Financial Conduct Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser.

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## **CEL AI PLC**

*(Incorporated and registered in England and Wales with company number 11537452)*

### **Proposed Cancellation of Admission to the Equity Shares (Transition) Category of the Official List and to Trading on the Main Market for Listed Securities of the London Stock Exchange and Proposed Admission of the Ordinary Shares to Trading on AQSE Growth Market and Notice of General Meeting**

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**Notice of a general meeting of the Company, to be held at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG at 2:00p.m. on 20 August 2025 (General Meeting or GM), is set out at the end of this document.**

You should carefully read the whole of this document. Your attention is drawn to the letter from the Chairman of the Company in Part I of this document. This letter explains the background to, and reasons for, the proposed admission to the AQSE Growth Market and delisting from the Official List and should be considered by Shareholders when deciding what action to take in relation to the Resolution to be proposed at the General Meeting and which contains the Directors' unanimous recommendation that you vote in favour of the Resolution.

If you are a 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 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, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, **by no later than 2:00p.m. on 18 August 2025**. Completion and return of a form of proxy will not preclude members of the Company from attending and voting in person at a general meeting should they so wish.

The Ordinary Shares are currently listed on the Equity Shares (Transition) category of the Official List and traded on the main market for listed securities of London Stock Exchange plc (**London Stock Exchange**). Subject to, amongst other things, the passing of the Resolution at the General Meeting, it is proposed that the listing of the Company's Ordinary Shares on the Official List and trading on the London Stock Exchange's main market for listed securities be cancelled (**Delisting**) and an application be made for the Ordinary Shares to be admitted to trading on the AQSE Growth Market. It is expected that Admission will become effective and that dealings of the Ordinary Shares will commence on the AQSE Growth Market at 8.00 a.m. on 1 September 2025 and will occur simultaneously with the Delisting becoming effective.

All references to times in this document are to times in London.

## FORWARD LOOKING STATEMENTS

The letter from the Chair contains forward looking statements, including, without limitation, statements containing the words "targets", "believes", "expects", "estimates", "intends", "may", "plan", "will", "anticipates" and similar expressions (including the negative of those expressions). The directors believe that the expectations reflected in these statements are reasonable but forward-looking statements involve unknown risks, uncertainties and other factors which may cause the actual results, financial condition, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by those forward-looking statements.

Important factors that may cause these differences include, but are not limited to:

- the Company's ability to implement effective growth strategies for the Company's business;
- the Company's ability to ascertain the merits or risks of the operations of the Company's business;
- changes in economic conditions generally (and specifically in the cryptocurrency sector);
- impairments in the value of the Company's assets;
- the availability and cost of equity or debt capital for future transactions;
- changes in interest rates and currency exchange rate fluctuations, as well as the success of the Company's hedging strategies in relation to such changes and fluctuations (if such strategies are in fact used); and
- legislative and/or regulatory changes, including changes in taxation regimes.

Given these uncertainties, prospective investors are cautioned not to place any undue reliance on those forward-looking statements. The forward looking statements contained in the letter from the Chair are made on the date of the letter from the Chair, and, subject to any obligations under applicable law and regulations, the Company and the directors are not under any obligation to update the forward looking statements in the letter from the Chair to reflect actual future events or developments.

## EXPECTED TIMETABLE

	2025
Announcement of proposed Delisting	1 August
Notice provided to the London Stock Exchange to notify it of the proposed Delisting	1 August
Publication and posting of this document	4 August
Latest time and date for receipt of proxy forms to be valid at the General Meeting	2.00 p.m. on 18 August
Time and date of the General Meeting	2.00 p.m. on 20 August
Expected last day of dealings in Ordinary Shares on the London Stock Exchange's Main Market	29 August
Admission of, and commencement of dealings in, the Ordinary Shares on the AQSE Growth Market	8.00 a.m. on 1 September

### **Notes:**

*Each of the times and dates set out in the above timetable and mentioned in this document is based on the Company's current expectations and subject to change by the Company, in which event details of the new times and dates will be notified to the London Stock Exchange, where required, and the Company will make an appropriate announcement to a Regulatory Information Service.*

*If any of the details contained in the timetable above should change, the revised times and/or dates will be notified by means of an announcement through a Regulatory Information Service.*

*All references are to London time unless stated otherwise.*

*The Delisting requires the approval of not less than 75% of the votes cast by shareholders at the General Meeting.*

**PART I**  
**LETTER FROM THE CHAIR**  
**CEL AI PLC**

*(Incorporated and registered in England and Wales with company number 11537452)*

*Directors:*

Olivia Edwards (*Executive Chair*)  
Elliot Fielding (*Executive Director, CFO*)  
Misha Sher (*Non-executive Director*)

*Registered office:*

9th Floor  
16 Great Queen Street  
London  
United Kingdom  
WC2B 5DG

4 August 2025

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

Dear Shareholder

**General Meeting of CEL AI PLC (GM)**

I am writing to inform you that a general meeting of the Company will be held at 2:00p.m. on 20 August 2025 and to confirm the arrangements for the holding of the GM.

**1. Company update**

The Company recently announced that it had approved a Bitcoin (**BTC**) treasury reserve strategy, aligning the Company with the growing cohort of public companies integrating digital assets into corporate treasury management. By adopting this approach, the Company aims to diversify its balance sheet and enhance capital-allocation flexibility.

The Company further announced on 18 July 2025 that it had completed an equity fundraising to raise gross proceeds of £10 million (before expenses). The net proceeds from that fundraising are intended to be used to acquire BTC and fund ongoing operations, enhancing the Company's capital allocation flexibility and providing a potential hedge against inflation while diversifying our balance sheet.

The Company expects that the move to the AQSE Growth Market will enable the Company to access further capital with greater flexibility and to pursue its BTC treasury reserve strategy with greater efficiency compared to operating under the UK Listing Rules. Cel AI's current holding in BTC remains at 5.28 BTC following a disposal of 3.42 BTC on 17 July 2025. The Company intends to continue to acquire further Bitcoin following admission to the AQSE Growth Market.

As per the Company's articles of incorporation, the proposed Delisting requires approval of not less than 75 per cent. of the Company's shareholders who vote in a general meeting in person or by proxy. Accordingly, a special resolution is being proposed at the General Meeting to authorise the Board to cancel the listing of the Ordinary Shares on the Official List and to remove such Ordinary Shares from trading on the Main Market and to apply for admission of the Ordinary Shares to trading on the AQSE Growth Market (**Resolution**). The General Meeting is to be held at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG at 2:00p.m. on 20 August 2025 for the purpose of seeking such approval. The notice of General Meeting, at which the Resolution will be proposed, is set out at the end of this document.

The purpose of this document is to (i) give you further details on the Delisting and the proposed Admission, including the background to and reasons for the Resolution; (ii) explain why the directors consider the Delisting and Admission to be in the best interests of the Company and shareholders as a whole; and (iii) convene the General Meeting to obtain Shareholder approval for the Resolution. If the Resolution is passed at the General Meeting on 20 August 2025, the Delisting and Admission are expected to take place at 8.00 a.m. on 1 September 2025.

## **2. Background to and reasons for the Delisting and Admission**

The Directors have carefully considered whether the continued admission of its Ordinary Shares to listing on the Equity Shares (Transition) category of the Official List and to trading of its Ordinary Shares on the Main Market is in the best interests of shareholders. The Directors have concluded that AQSE Growth Market is a more appropriate market for the Company for the following reasons:

- a move to AQSE Growth Market is expected to deliver a significant cost saving, both financially and in management time. The move is likely to result in less stringent regulation and corporate governance regime, allowing management more time to focus on the Company's objectives, key performance indicators and efficient implementation of the Company's BTC treasury reserve strategy;
- the cost and regulatory requirements of the Main Market have become progressively higher in recent years and are now disproportionately burdensome for a business the size of the Company's, and the directors do not feel there is sufficient benefit to the Company remaining on the Main Market;
- AQSE Growth Market is specifically designed for smaller companies, with a more flexible regulatory regime. For smaller companies, such as the Company, AQSE Growth Market provides a more suitable market and environment that should simplify the ongoing administrative and regulatory requirements of the Company;
- whilst the Directors have no plans to undertake corporate transactions in the immediate future, in the event that such transactions are undertaken, AQSE Growth Market currently offers greater flexibility, enabling the Company to agree and execute certain transactions, such as fundraisings, acquisitions and disposals, more quickly and cost effectively than a company on the Official List; and
- companies whose shares trade on AQSE Growth Market are deemed to be unlisted for the purposes of certain areas of UK taxation. In particular, stamp duty is not payable on the transfer of shares that are traded on AQSE Growth Market and not listed on any other market.

Accordingly, the Board considers that AQSE Growth Market is a more appropriate market for the Company and if the Resolution is passed by shareholders, the Company will proceed with the Delisting and Admission, which are expected to take effect at 8.00 a.m. on 1 September 2025.

Further details of the consequences of the Delisting and Admission are set out in Part II 'Information on Delisting and Admission' of this document.

Shareholders should note that following the Delisting becoming effective:

- the regulatory regime which applies solely to companies, such as the Company, with shares admitted to the Equity Shares (transition) category of the Official List and to trading on the Main Market for listed securities will no longer apply; and
- the Delisting may have implications for shareholders holding Ordinary Shares in a Self-Invested Personal Pension (SIPP). For example, shares in unlisted companies (which includes companies whose shares are admitted to trading on the AQSE Growth Market) may not qualify for certain SIPPs under the terms of that SIPP. If in any doubt, Shareholders should consult with their SIPP provider immediately. Following Admission, the Company will be categorised for these purposes as unlisted.

The Board does not envisage that there will be any significant alteration to the standards of governance which the Company currently maintains.

Shareholders should read the whole of this document and not only rely on the information set out in this Part I. Your attention is drawn to the guidance contained on the front of this document if you are in any doubt as to its contents.

## **3. Delisting and Admission**

Conditional on the Resolution having been duly approved by the Company's shareholders, the Company will proceed with the Delisting and Admission. Under the AQSE Growth Market Access Rulebook, the Company is eligible to apply for Admission via the fast track process and is not required to publish an admission document in connection with the proposed Admission. However, the Company will publish an announcement which

complies with the requirements of the AQSE Growth Market Access Rulebook comprising information required to be disclosed by fast track applicants transferring their securities from the Official List to the AQSE Growth Market.

It is currently anticipated that, subject to, amongst other things, the passing of the Resolution:

- the last day of dealing in the Ordinary Shares on the Main Market will be 1 September 2025;
- cancellation of the listing of Ordinary Shares on the Official List will take effect at 8.00 a.m. on 1 September 2025; and
- Admission will take place, and trading in the Ordinary Shares will commence the AQSE Growth Market, at 8.00 a.m. on 1 September 2025.

Following the Delisting and Admission, Ordinary Shares that are held in uncertificated form will continue to be held and dealt through CREST. Share certificates representing those Ordinary Shares held in certificated form will continue to be valid and no new Ordinary Share certificates will be issued.

#### **4. General Meeting**

The Delisting and Admission is conditional on, amongst other things, the passing of the Resolution at the General Meeting.

The formal notice of the GM is set out on page 11 of this letter (**Notice of GM**) and contains the Resolution.

The Resolution is proposed as a special resolution to authorise the Directors to cancel the admission of the Ordinary Shares to listing on the Equity Shares (Transition) category of the Official List and to trading on the Main Market for listed securities and to apply for the admission of the Ordinary Shares to trading on the AQSE Growth Market, such cancellation and admission to take effect simultaneously. If the Resolution is passed, the Company will proceed with the Delisting and Admission.

Shareholders are encouraged to take the recommended action before the General Meeting (as set in paragraph 6 below).

#### **5. 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), a personalised proxy form is enclosed for use by you in connection with the 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, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY by no later than 2:00p.m. on 18 August 2025.

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.

#### **6. Recommendation**

The Directors believe that the Resolution to be put to the GM is in the best interests of the Company and will promote its success for the benefit of shareholders as a whole and unanimously recommend that you vote in favour of the Resolution, as those directors who hold Ordinary Shares intend to do in respect of their own individual beneficial holdings amounting, in aggregate to 403,000,000 Ordinary Shares and representing approximately 7% per cent. of the Company's issued share capital as at the close of business on 1 August 2025 (being the latest practicable date prior to publication of this document).

## **7. Results**

The results of the GM will be announced through a Regulatory Information Service and on the Company's website at <https://www.getcel.ai/investors> as soon as possible after the meeting has been held.

Yours faithfully

**Olivia Edwards**  
*Chair*

## PART II

### INFORMATION ON DELISTING AND ADMISSION

#### 1. IMPLICATIONS OF THE MOVE TO THE AQSE GROWTH MARKET

AQSE Growth Market is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. Shareholders should note that the protections afforded to investors in AQSE Growth Market companies are less rigorous than those afforded to investors in companies such as a company listed on the Equity Shares (Transition) category of the Official List. Under the Aquis Stock Exchange Access Rulebook, an Aquis Stock Exchange Corporate Adviser is required to be engaged by the Company at all times and has ongoing responsibilities to both the Company and to the Aquis Exchange. Conditional on Admission, the Company has appointed First Sentinel Corporate Finance Limited as its Aquis Stock Exchange Corporate Adviser.

Shareholders should further note that the share price of AQSE Growth Market companies can be more volatile than those on the Main Market, which may prevent shareholders from being able to sell their Ordinary Shares at or above the price they paid for them. The market price and the realisable value for the Ordinary Shares could fluctuate significantly for various reasons, many of which are outside the Company's control. Further, there can be no assurance that an active or liquid trading market for the Ordinary Shares will develop or, if developed, will be maintained following Admission.

AQSE Growth Market may not provide the liquidity normally associated with the Main Market or on some other stock exchanges. Accordingly, as a consequence of the Ordinary Shares trading on the AQSE Growth Market, the Ordinary Shares may be more difficult to sell compared with the shares of companies listed on the Official List.

While there are a number of similarities between the obligations of a company whose shares are traded on the AQSE Growth Market and those companies whose shares are listed on the Equity Shares (Transition) category of the Official List, there are some exceptions, for example:

- there is no requirement under the Aquis Stock Exchange Access Rulebook for a prospectus or an admission document to be published for further issues of securities to institutional investors on the AQSE Growth Market, except when seeking admission for a new class of securities or as otherwise required by law;
- there are no prescribed content requirements for shareholder circulars or a requirement for such circulars to be reviewed and approved by the FCA under the Aquis Stock Exchange Access Rulebook;
- shares are admitted to trading on the AQSE Growth Market but not listed. Following the Delisting and Admission, individuals who hold Ordinary Shares may, in certain circumstances, be eligible for certain tax benefits that only apply in relation to unlisted shares. Shareholders and prospective investors should consult their own professional advisers on whether an investment in an the AQSE Growth Market security is suitable for them, or whether such a tax benefit may be available to them;
- the Aquis Stock Exchange Access Rulebook require that AQSE Growth Market companies retain an Aquis Stock Exchange Corporate Adviser at all times. The Aquis Stock Exchange Corporate Adviser has ongoing responsibilities to both the Company pursuant to its engagement and the Aquis Exchange under the relevant regulations;
- there is no specified requirement for a minimum number of shares in an AQSE Growth Market company to be held in public hands. A company listed on the Official List has to maintain a minimum of 10 per cent. of its issued ordinary share capital in public hands;
- the Disclosure Guidance and Transparency Rules (other than Chapter 5, in respect of significant shareholder notifications), the UK Listing Rules and certain of the Prospectus Regulation Rules will no longer apply to the Company following Admission. This is because AQSE Growth Market is not a regulated market for the purposes of FSMA;
- the Delisting may have implications for Shareholders holding shares through a SIPP. For example, shares in unlisted companies (which includes companies admitted to trading on AQSE Growth Market may not

qualify for certain SIPPs under the terms of that SIPP. Shareholders holding shares through a SIPP should therefore consult with their SIPP provider immediately; and

- the requirement under section 439A of the Companies Act 2006 to submit a remuneration policy for a binding vote by shareholders is only applicable to quoted companies listed on the Main Market. A company whose shares are traded on AQSE Growth Market is not subject to the same obligation to submit its remuneration policy to a binding vote of shareholders.

The City Code on Takeovers and Mergers will continue to apply to the Company following Admission.

Following Admission, Ordinary Shares that immediately prior to Delisting were held in uncertificated form will continue to be held and dealt through CREST. Share certificates representing those Ordinary Shares held in certificated form will continue to be valid and no new certificates will be issued in respect of such shares following Admission. The Board does not envisage that there will be any significant alteration to the standards of governance which the Company currently maintains.

## **2. RISK FACTORS RELATING TO THE MOVE TO THE AQSE GROWTH MARKET**

Although the Company intends to apply for all of the Ordinary Shares to be admitted to trading on the AQSE Growth Market following the Delisting, there can be no assurance that an active or liquid trading market for the Ordinary Shares will develop or, if developed, that it will be maintained following Admission. AQSE Growth Market is a market designed primarily for emerging and smaller companies, to which a higher investment risk tends to be attached than for larger companies, and may not provide the liquidity normally associated with the Main Market or some other stock exchanges.

AQSE Growth Market securities are not admitted to the Official List. The Ordinary Shares may, therefore, be more difficult to sell compared with the shares of companies listed on the Official List and their market prices may be subject to greater fluctuations than might otherwise be the case.

Following Admission, the Company will be subject to the regulatory and disciplinary controls of the Aquis Stock Exchange Access Rulebook. Shareholders should note that the protections afforded to investors in AQSE Growth Market companies are in some respects less rigorous than those afforded to investors in companies whose shares are listed on the Official List, including the differences set out in paragraph 1 above.

**PART III**  
**NOTICE OF ANNUAL GENERAL MEETING**

**CEL AI PLC**

*(Incorporated and registered in England and Wales with registered number 11537452)*

**NOTICE IS GIVEN** that a general meeting of CEL AI PLC (**Company**) will be held at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG on 20 August 2025 at 2:00p.m. to consider and, if thought fit, pass the following resolution. Resolution 1 will be proposed as a special resolution.

**SPECIAL RESOLUTION**

**THAT**, the directors of the Company be generally and unconditionally authorised to (and to take all steps as they may consider are necessary or incidental to):

- (a) cancel the listing of the issued ordinary shares in the Company on the Equity Shares (Transition) category of the Official List and to remove such Ordinary Shares from trading on the Main Market for listed securities; and
- (b) apply for admission of the issued ordinary shares in the Company to trading on Aquis Stock Exchange Growth Market, operated by Aquis Exchange PLC.

By order of the Board

Olivia Edwards  
*Executive Chair*

*Registered office:*

9th Floor  
16 Great Queen Street  
London  
United Kingdom  
WC2B 5DG

Dated: 4 August 2025

## Notes to the Notice of General Meeting

### *Entitlement to attend and vote*

1. 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 by 2:00p.m. on 18 August 2025, or, if the meeting is adjourned, in the register of members 48 hours (excluding any part of a day that is not a working day) before the date of any adjourned meeting will be entitled to attend and vote (including 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.

### *Website giving information regarding the meeting*

2. Information regarding the meeting, including the information required by section 311A of the Companies Act, is available from <https://www.getcel.ai/investors>.

### *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, 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, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. 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, or your appointed proxy's (if applicable), 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 using the hard copy proxy form*

7. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
8. To appoint a proxy using the proxy form enclosed, it must be:
  - a) completed and signed;
  - b) sent or delivered to the Company's registrar, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY; and
  - c) received by the Company's registrars no later than 2:00p.m. on 18 August 2025.

9. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney 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.

#### *Appointment of proxies through CREST*

11. 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.
12. 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:3RA50) by 2:00p.m. on 18 August 2025. 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.
13. 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.
14. 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*

15. 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*

16. To change your proxy instructions simply submit a new proxy appointment using the methods set out in paragraphs 8 or 12 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.
17. 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.
18. 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*

19. 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.b) 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.
20. The revocation notice must be received by the Company no later than 2:00p.m. on 18 August 2025.
21. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 22 below, your proxy appointment will remain valid.
22. 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*

23. 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.

### *Issued shares and total voting rights*

24. As at 17:00 on 1 August 2025 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital comprised 5,752,423,611 Ordinary Shares. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 17:00 on 1 August 2025 is 5,752,423,611.

### *Communication*

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