Dear Shareholder,

Ananda is to seek approval from shareholders to undertake a consolidation of its share capital, make changes to its Articles of Association, convert a tranche of debt to equity and provide an opportunity for shareholders to make a further investment in the Company at the same share price as the debt conversion.

All the relevant information and associated documents are contained in the pack which forms part of this mailing.

Ananda Pharma is asking you to approve the set of connected proposals by signing and returning the enclosed Written Resolution. Because Ananda is now a private company, there is no physical or virtual shareholder meeting to attend, you simply sign and return the form.

Share consolidation

Every 500 of your existing shares will be combined into 1 new share. You will hold fewer shares, but your percentage ownership of the Company stays the same. The Company currently has over 4.4 billion shares in issue, which is costly and cumbersome to administer, as well as unattractive to investors. This action will remove those concerns. After the share consolidation there will be 8.8 million shares in issue. Your percentage of that number will not change. To calculate how many shares you will have after the consolidation take the number of shares you currently own and divide them by 500. The value of each share is 0.44p before the consolidation and £2.22 after the consolidation. This values Ananda at £20m.

Leftover fractions: if your current holding does not divide exactly by 500, the small leftover fraction will not become a whole share. These will be purchased from you. Where the cash amount due to you for that fraction is £5.00 or less, the Company will keep it, because paying out such a small sum costs more in fees and postage than the sums themselves.

Changes to the Company's rules (the Articles of Association):

The directors seek approval to allow the Company to keep those small fractional amounts; and second, to add a "drag along" provision, a common rule that makes a future sale of the whole company practical even if some shareholders cannot be contacted. There is no current plan to sell the Company.

Debt conversion and capital raising:

Money the Company owes to me (Charles Morgan, Executive Chairman) will be converted into new shares, following the completion of the consolidation, instead of being repaid in cash. This reduces the Company's debt. The price at which these new shares will be issued is £2.22, which values Ananda

Ananda Pharma Limited
C/O Arch Law Limited, Huckletree Bishopsgate
8 Bishopsgate
London
United Kingdom
EC2N 4BQ

Pharma Ltd at £20m. The last debt conversion was completed at a valuation of £10.8m. The directors believe this higher valuation reflects the successful commencement and completion of the Phase 1 pharmacokinetic study and the result that the MRX1 oral CBD solution is regarded as safe and generally well tolerated. This represents the same price and valuation that all shareholders benefit from, after the consolidation of the share capital described above. We also invite shareholders to purchase new shares in the Company at this same price and valuation. Funds raised will help fund Ananda's commitment to its clinical trials. At the time of writing the Phase 2 chemotherapy induced peripheral neuropathy trial has started and we are waiting for the endometriosis trial to start. This is excellent news for the Company and we therefore expect the next capital raising to be at a price higher than this one. Please email Jeremy Sturgess-Smith at jss@anandapharma.co.uk if you are interested in participating in the capital raising, learning more about it or if you would like a call to discuss Ananda's progress and plans. The Company's corporate presentation is on the website, please follow the link here.

What this means for you

Please read the enclosed documents and sign the written resolution accordingly.

Once the resolutions have been passed, your existing share certificates will stop being valid. New certificates will be posted to you within ten days of the consolidation taking effect, and CREST accounts will be credited.

The Directors, who together control approximately 78% of the shares, unanimously recommend that you vote in favour of all the Resolutions by signing and return the written resolution. The directors intend to vote in favour of the resolutions.

What you should do now

To vote on the Resolutions: sign the enclosed written resolution and return it, following the instructions printed on it, by post to the Company at C/O Arch Law Limited, Huckletree Bishopsgate, 8 Bishopsgate, London EC2N 4BQ, or by email to cosec@arch.law — as soon as possible, and no later than 10 September 2026. If you have questions please email jss@anandapharma.co.uk.

Finally, on behalf of the team at Ananda, thanks you for your support.

Charles Morgan
Chairman

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the action you should take, you are recommended to seek your own independent financial advice from your stockbroker, solicitor, accountant, bank manager or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom of Great Britain and Northern Ireland or, if not, from another appropriately authorised financial adviser.

If you have recently sold or otherwise transferred your ordinary shares of nominal value £0.002 each ("Existing Ordinary Shares") in the capital of Ananda Pharma Limited (the "Company" or "Ananda"), please send this document, together with the written resolution, as soon as possible, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

This document does not include an invitation to subscribe for New Ordinary Shares at present.

ANANDA PHARMA LIMITED

(Incorporated in England & Wales with registered number 11159584)

SHARE CONSOLIDATION

AMENDMENTS TO ARTICLES OF ASSOCIATION

WRITTEN RESOLUTION

DEBT CONVERSION

PROPOSED CAPITAL RAISING

As a result of Ananda re-registering as a private limited company on 8 January 2026, it is now able to pass resolutions of its shareholders by way of written resolution ("**Written Resolution**"), without the need to call a general meeting. A copy of a Written Resolution, which includes resolutions proposed to give effect to a consolidation of the Existing Ordinary Shares, as well as amendments to the Articles of Association ("**Resolutions**"), accompanies this Circular. Resolutions under the statutory written resolution procedure are passed on reaching the relevant percentage rather than requiring unanimity. There is no requirement to wait for a particular period of time to lapse or until all members have exercised their rights to participate. The resolution is passed as soon as the requisite majority has been obtained.

To be valid, the Written Resolution must be completed and returned, in accordance with the instructions printed on it, so as to be received by the Company to its registered office C/O Arch Law Limited, Huckletree, Bishopsgate, 8 Bishopsgate, London, EC2N, 4BQ or by email to cosec@arch.law by no later than 10 September 2026.

This Circular should be read in its entirety. In particular, your attention is drawn to the Letter from the Executive Chairman of the Company, which is set out in Part 1 (*Letter from the Executive Chairman*) of this Circular which explains the reasons for the Resolutions and recommends that you sign and return the Written Resolution.

The date of this document is 14 August 2026.

EXPECTED TIMETABLE OF EVENTS

Publication and posting of this Circular	14 August 2026
Circulation Date and eligibility date for Existing Shareholders to vote on the Resolutions	14 August 2026
Date by which it is anticipated that the Resolutions will have been passed	On or about 1 September 2026
Latest time and date for dealings in Existing Ordinary Shares	4.30 p.m. on 10 September 2026
Share Consolidation record time and date	6.00 p.m. on 10 September 2026
Existing Ordinary share register closed, and Existing Ordinary Shares disabled in CREST	6.00 p.m. on 10 September 2026
Effective time and date for the Share Consolidation and commencement of dealings in New Ordinary Shares	8.00 am. on 11 September 2026
CREST accounts credited with New Ordinary Shares	11 September 2026
Anticipated Debt Conversion effective date	14 September 2026
Dispatch of share certificates in respect of certificated New Ordinary Shares	25 September 2026
Latest time and date for receipt of Written Resolutions (period within which the Resolutions must be agreed or lapse)	10 September 2026

The ISIN for the New Ordinary Shares will be: GB00BV5K2721

Each of the times and dates set out above and mentioned elsewhere in this Circular may be subject to change at the absolute discretion of the Company.

The Resolutions are passed when the requisite majority has been obtained, the Board cannot be certain of the exact date this will take place, if at all, however it is anticipated this may occur on or about 1 September 2026, due to this uncertainty each of the dates and times set out above are indicative only. Any changes to the above timetable will be published on the company's website www.anandapharma.co.uk/publications.

All times referred to in this Circular are, unless otherwise stated, references to London, UK

PROPOSAL STATISTICS

Number of Existing Ordinary Shares in issue as at the Record Date	4,449,147,000
Number of New Ordinary Shares following the Share Consolidation	8,898,294
Number of New Ordinary Shares arising from the Debt Conversion	1,167,347
Total number of New Ordinary Shares in issue following the Debt Conversion and Share Consolidation	10,065,641

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

"Articles of Association"	the articles of association of the Company as at the date of this document;
"Board"	the board of Directors;
"Business Day"	a day, not being a public holiday, Saturday or Sunday on which clearing banks in London are open for business;
"Circulation Date"	the date on which the Written Resolution is circulated to Existing Shareholders;
"Company"	Ananda Pharma Limited;
"CREST"	the relevant system as defined in the CREST Regulations in respect of which Euroclear is the operator (as defined in the CREST Regulations) in accordance with which securities may be held in uncertificated form;
"Debt Conversion"	the capitalisation of £2,578,231.56 owed to Charles Morgan, Executive Chairman, into 1,161,365 New Ordinary Shares and the capitalisation of £13,280.72 owed to Seaspin Pty Ltd into 5,982 New Ordinary Shares;
"Directors"	the statutory directors of the Company;
"Existing Ordinary Shares"	the ordinary shares of £0.002 each in the capital of the Company as exist prior to the Share Consolidation;
"Existing Shareholders"	the registered holders of Existing Ordinary Shares prior to the Record Date;
"Latest Practicable Date"	14 August 2026 (being the latest practicable date before the publication of this Circular);
"New Ordinary Shares"	ordinary shares of £1.00 each in the capital of the Company, as exist following the Share Consolidation;
"Proposals"	together the Share Consolidation, the Amendments to the Articles, the Written Resolution and the Debt Conversion;
"Record Date"	1 September 2026;
"Registrar"	Equiniti Limited, registrar of the Company;
"Register"	the register of members of the Company;
"Resolutions"	the resolutions set out in the Written Resolution, which accompanies this document;

"Share Consolidation"	the consolidation of the Existing Ordinary Shares by way of 1 New Ordinary Share for every 500 Existing Ordinary Shares;
"Seaspin Pty Ltd"	An Australia company with registered address PO Box 1100, West Perth, WA, 6872, Australia of which Charles Morgan is the sole ultimate beneficial owner.
"UK" or "United Kingdom"	the United Kingdom of Great Britain and Northern Ireland; and
"Written Resolution"	the written resolution circulated to holders of Existing Shares for the purposes of obtaining approvals necessary to give effect to certain of the Proposals.

LETTER FROM THE EXECUTIVE CHAIRMAN

ANANDA PHARMA LIMITED

(Incorporated and registered in England & Wales with company number 11159584)

Directors:	*Registered Office:*
Charles Morgan, *Executive Chairman*	C/O Arch Law Limited
Melissa Sturgess, *Chief Executive Officer*	Huckletree Bishopsgate
Jeremy Sturgess-Smith, *Finance Director*	8 Bishopsgate
Stuart Piccaver, *Non-Executive Director*	London EC2N 4BQ
Clive Page, *Independent Non-Executive Director*	

14 August 2026

Dear Shareholder,

Share Consolidation
Amendments to Articles of Association
Written Resolution
Debt Conversion
Proposed Capital Raising

1. Introduction

Following the de-listing of the Existing Ordinary Shares from AQSE Growth Market and its re-registration as a private company, the Board has continued to review Ananda's corporate structure. It has determined it would be in the interests of the Company to rationalise its share capital, by way of the Share Consolidation. To give effect to the Share Consolidation we seek the approval of Existing Shareholders by way of ordinary resolution, to approve the consolidation and a special resolution to address the treatment of fractional entitlements, by way of amendment to the Articles of Association.

At this time, I have also given notice of intention to trigger the Debt Conversion. Further, the Board consider it prudent to amend the Articles of Association to include a "drag along" provision.

The purpose of this letter is to set out the background to, reasons for and process for each of the Proposals and provide further details of, the Proposals. This letter also explains why the Directors recommend that the Existing Shareholders vote in favour of the Resolutions.

The Board would also like to gather indicative interest from shareholders to raise further capital by the issue of New Ordinary Shares in the period following the Share Consolidation (subject to such being approved). The structure of the proposed fundraise will depend upon the nature and extent of interest, therefore, the Board is seeking an expression of interest from shareholders, please contact Jeremy Sturgess-Smith at jss@anandapharma.co.uk to express your interest in participating.

2. Share Consolidation

As at the Latest Practicable Date the Company has 4,449,147,000 ordinary shares of £0.002 in issue[1]. This is a very large number of shares in issue for a company of our size, which makes administering the share capital cumbersome. To ameliorate the position, the Board has approved a consolidation of the Existing Ordinary Shares. The Share Consolidation will assist the company in preparing for corporate transactions, restructuring exercises, or financing arrangements by simplifying its capital base and reducing administrative complexity.

The effect of the Share Consolidation will be that Existing Ordinary Shareholders on the Register as at 6.00 p.m. on the Record Date will, on completion of the Share Consolidation, receive:

1 New Ordinary Share for every 500 Existing Ordinary Shares

As all Existing Ordinary Shares will be consolidated, the number of Existing Ordinary Shares held by each Existing Shareholder will reduce, but the proportion of the total issued capital of the Company held by each Existing Ordinary Shareholder immediately before and immediately following the Share Consolidation will, save for fractional entitlements, remain unchanged. Apart from having a different nominal value, each New Ordinary Share will carry the same rights as set out in the Articles of Association that currently attach to the Existing Ordinary Shares.

Shareholders who hold Existing Ordinary Shares in uncertificated form will have such shares disabled in their CREST accounts on the Record Date, and their CREST accounts will be credited with the New Ordinary Shares, which is expected to take place on 11 September 2026. Existing share certificates will cease to be valid following the Share Consolidation. New share certificates in respect of the New Ordinary Shares are expected to be issued by first class post at the risk of the Existing Shareholder within ten Business Days of the Share Consolidation becoming effective.

Following the Share Consolidation, all mandates and other instructions, including communication preferences given to the Company by Existing Shareholders and in force at the Record Date shall, unless and until revoked, be deemed to be valid and effective mandates or instructions in relation to the New Ordinary Shares.

The Share Consolidation will replace every 500 Existing Ordinary Shares with 1 New Ordinary Share. If an individual shareholding is not exactly divisible by 500, the Ordinary Shareholder in question will be left with a fractional entitlement. Fractional entitlements arising from the Share Consolidation will not be allocated to Ordinary Shareholders but will instead be aggregated and acquired by me. The cash amount arising from fractional entitlements will be paid in due proportion to the relevant Existing Ordinary Shareholders, save that where any one Existing Ordinary Shareholder's entitlement is an amount which is £5.00 or less, such Existing Ordinary Shareholder's entitlement will be retained by the Company. Based upon the existing share capital it is not expected that any fractional entitlements will be paid to shareholders.

To give effect to the Share Consolidation the approval of Existing Shareholders by way of ordinary resolution is required, as is the approval of a special resolution, to amend the Articles of Association to deal with the complexities arising from fractional entitlements.

[1] 418 Existing Ordinary Shares were allotted to Woodham Corporate Services Limited on 13 August 2026 for the purposes of aligning the share capital by a number divisible by 500 ahead of the proposed Share Consolidation.

Holders of options under the Company's EMI option plan and unapproved option plan will have their number of options adjusted by reference to the 1:500 consolidation used for the Share Consolidation, such that their holding of options aligns with the share capital of the Company before and after the Share Consolidation. Holders of options will be contacted separately as to the status of their option certificates.

The 474,084,000 warrants held by me and the 100,000,000 warrants held by Jeremy Sturgess-Smith are likely to be similarly adjusted.

2.1. Amendments to the Articles of Association

The Proposals include amendments to the Articles of Association, by way of special resolution, to firstly provide for implementation of the Share Consolidation in a manner which allows the Company to retain amounts which are £5.00 or less which arise from fractional entitlements. The cost to the Company of paying amounts of £5.00 or less to individual Existing Shareholders for fractional entitlements is in the many thousands of pounds, due to the cumulative impact of CREST charges, costs of printing and posting checks, Registrar fees and management time.

The other amendment to the Articles of Association is to include a "drag along" provision. While there is no current intention for a sale of the shares of the Company or its assets, given the diversity of the Company's share register it is prudent for the Company to include 'drag along' provisions in the Articles of Association. "Drag along" provisions are commonly used to ensure that a sale of the entire issued share capital of the Company is possible, and that sale and transfer documentation can be signed in a timely manner, assisting with absent or difficult to locate shareholders.

2.2. Written Resolution

The Written Resolution includes the following resolutions:

Ordinary resolutions: To approve the Share Consolidation and a second ordinary resolution to grant authority to directors to allot New Ordinary Shares, which they intend to do so for purposes of Debt Conversion and any fundraising which may take place prior to the next annual general meeting of the Company; and

Special resolutions: To amend the Articles of Association to address complexities of fractional entitlements and to include a "drag along" provision. The final resolution authorises the Directors to allot ordinary shares in the Company, or sell treasury shares, for cash (i) in connection with a rights issue; and, otherwise, (ii) up to a nominal value of £3,559,557, equivalent to approximately 40 per cent of the total New Ordinary Shares in issue without the shares first being offered to existing shareholders in proportion to their holdings. This is considered necessary to rebase the authorities available as a result of the Share Consolidation, particularly with indicative interest being gathered for an equity fundraise.

Accordingly, Shareholders are encouraged to complete the Written Resolution accompanying this document which must be completed and returned, in accordance with the instructions printed on it, so as to be received by the Company at its registered office, C/O Arch Law Limited, Huckletree, Bishopsgate, 8 Bishopsgate, London, EC2N, 4BQ, or by email to cosec@arch.law as soon as possible, but in any event not later than 10 September 2026.

When agreement to the Resolutions has been received from members holding the requisite number of Existing Ordinary Shares the Resolutions will have been passed, this may be as soon as 1 September 2026.

2.3. Debt Conversion

The Company and I are party to a loan capitalisation agreement in respect of £2,578,231.56 (**Debt**) which is to be capitalised into 1,161,365 New Ordinary Shares. Similarly, Seaspin Pty Ltd and the Company are party to a loan capitalisation agreement in respect of £13,280.72 (**Debt**) which is to be capitalised into 5,982 New Ordinary Shares. Subject to the approval by the shareholders of the Written Resolution and the implementation of the Share Consolidation, the conversion of the Debt into the 1,167,347 New ordinary shares will take place as soon as is practicable following the Share Consolidation.

Following the completion of the Share Consolidation and the Debt Conversion the Company will have 10,065,641 of New Ordinary shares on issue and my total shareholding will equate to approximately 59.86% of the issued share capital.

2.4. Action to be taken

Shareholders will find enclosed a Written Resolution, necessary for approving the Share Consolidation and the Amendments to the Articles of Association.

Existing Ordinary Shareholders are requested to complete, sign and return the Written Resolution as soon as possible, in accordance with the instructions printed on it.

To be valid, the enclosed Written Resolution must be signed and then lodged with the Company at its registered office, C/O Arch Law Limited, Huckletree, Bishopsgate, 8 Bishopsgate, London, EC2N, 4BQ , or by email to cosec@arch.law as soon as possible, but in any event not later than 10 September 2026.

2.5. Recommendation

The Directors consider the Proposals to be in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors unanimously recommend that Existing Shareholders vote or procure votes in favour of the Resolutions, as the Directors who hold Existing Ordinary Shares intend to do in respect of their own beneficial holdings (and the beneficial holdings which are under their control and those of their close relatives), which amount to 3,366,491,523 Ordinary Shares (in aggregate), representing approximately 78.32% of the issued share capital of the Company (as at 14 August 2026, being the Latest Practicable Date).

If any Existing Shareholder has a questions, please email jss@anandapharma.co.uk and he will respond as soon as possible.

Charles Morgan
Executive Chairman
on behalf of the Board of
Ananda Pharma Limited

Company number: 11159584

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ANANDA PHARMA LIMITED (**Company**)

14 August 2026

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following resolutions

ORDINARY RESOLUTIONS

1. THAT, in accordance with section 618 of the Companies Act 2006 (the "**Act**"), the 4,449,147,000 ordinary shares of £0.002 each in the issued share capital of the Company be consolidated into 8,898,294 ordinary shares of £1.00 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of £0.002 each in the capital of the Company as set out in the Company's articles of association for the time being.

2. THAT, the Directors of the Company be generally and unconditionally authorised in accordance with section 551 of the Act, to exercise all the powers of the Company to extend its permission to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £3,439,190 and such authority shall expire at the end of the next annual general meeting of the Company, save that the Company may, at any time before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted under such offer or agreement as if the authority conferred had not expired.

SPECIAL RESOLUTIONS

3. THAT, the articles of association of the Company be and are hereby amended as follows:

   (A) by the deletion of the existing article 42, which is hereby replaced with a new article 42, as follows:

   "**42 FRACTIONS**
   Whenever as a result of a consolidation, division or sub-division of shares any fractions arise, the Board may settle the matter in any manner they deem fit

and in particular may sell shares representing fractions to which any members would otherwise become entitled to any person (including, subject to the provisions of the Companies Acts, the Company) and distribute the proceeds of sale (after deduction of the expenses of sale) in due proportion among those members, except that if the amount due to a member is £5.00 or less, the sum may be retained for the benefit of the Company. Where certificated shares are to be sold, the Board may authorise any person to execute and deliver an instrument of transfer of the shares to, or in accordance with the directions of the purchaser. Where uncertificated shares are to be sold, the Board may do all acts and things it considers necessary or desirable to effect the transfer of shares to, or in accordance with the directions of the purchaser. The transferee shall not be bound to see the application of the purchase moneys nor shall the title to the shares be affected by any irregularity in or invalidity of the proceedings in relation to the sale."

(B) and by the addition of a new article numbered as article 141:

"141 DRAG ALONG

141.1 If the holders of 75% by nominal value of the shares in issue for the time being (**Drag Shareholders**) wish to transfer all of their interest in Shares (**Drag Shares**) to a bona fide purchaser on arm's-length terms (**Drag Buyer**), the Drag Shareholders shall have the option (**Drag Along Option**) to require that all of the other holders of shares on the date of the request, including the Company in respect of any treasury shares (**Called Shareholders**) sell and transfer all their interest in shares to the Drag Buyer (or as the Drag Buyer may direct) in accordance with the provisions of this article 141.

141.2 The Drag Shareholders may exercise the Drag Along Option by giving notice in writing to that effect (**Drag Along Notice**) to the Company, at any time before the completion of the transfer of the Drag Shares, and the Company shall forthwith send a copy of such Drag Along Notice to each Called Shareholder. A Drag Along Notice shall specify:

141.2.1 that the Called Shareholders are required to transfer all their shares (**Called Shares**) pursuant to this article 141;

141.2.2 the identity of the Drag Buyer (and, if relevant, the transferee(s) nominated by the Drag Buyer);

141.2.3 the consideration (whether cash or otherwise) for the Called Shares, which shall, for each Called Share, be an amount at least equal to the price per Share offered by the Drag Buyer for the Drag Shareholders' shares; and

141.2.4 the proposed date of completion of the transfer of the Called Shares; and any information concerning a Called Shareholder that is within the possession or under the control of the relevant Called Shareholder that the Drag Buyer reasonably requires in connection with the transfer of the Called Shares.

141.3 Once given, a Drag Along Notice may not be revoked, save with the prior written consent of the Board. However, a Drag Along Notice shall lapse if, for any reason, the Drag Shareholders have not completed the transfer of all of the Drag Shares to the Drag Buyer (or as the Drag Buyer may direct) within 20 Business Days (or such longer period as may be proposed by the Drag Shareholders with the consent of the Board) after the date of service of the Drag Along Notice. The Drag Shareholders shall be entitled to serve further Drag Along Notices following the lapse of any particular Drag Along Notice.

141.4 No Drag Along Notice shall require a Called Shareholder to agree to any terms except those specifically set out in this article 141.

141.5 Completion of the sale and purchase of the Called Shares shall take place on the same date as, and conditional upon the completion of, the sale and purchase of the Drag Shares unless all of the Called Shareholders and the Drag Shareholders otherwise agree.

141.6 Within 15 Business Days (or such other number of Business Days as is approved by the Board) after the date on which the Company sends a copy of the Drag Along Notice to the Called Shareholders in accordance with article 141.2:

141.6.1 the Called Shareholders shall deliver duly executed instruments of transfer in respect of their Called Shares in favour of the Drag Buyer (or as the Drag Buyer may direct), together with the share certificate(s) in respect of those Called Shares (or a suitable indemnity in respect thereof) to the Company; and

141.6.2 the Company shall pay to the Called Shareholders, on behalf of the Drag Buyer, the amounts that are due to them, respectively, pursuant to article 141.2.3 to the extent the Drag Buyer has put the Company in the requisite funds.

The Company's receipt for the amounts due pursuant to article 141.2.3 shall be a good discharge to the Drag Buyer. The Company shall hold the amounts due to the Called Shareholders pursuant to article 141.2.3 in trust for the Called Shareholders without any obligation to pay interest.

141.7 To the extent that the Drag Buyer has not, on the expiration of the 10 Business Day period referred to in article 141.6, put the Company in funds to pay the amounts due pursuant to article 141.2.3, the Called Shareholders shall be entitled to the return of the instrument of transfer and share certificate(s) (or suitable indemnity) for the relevant Called Shares and the Called Shareholders shall have no further rights or obligations under this article 141 in respect of their Called Shares.

141.8 If any Called Shareholder fails to deliver to the Company the duly executed instrument(s) of transfer in respect of the Called Shares held by them (together with the share certificate(s) in respect of those Called Shares (or a suitable indemnity in respect thereof)) the defaulting Called Shareholder shall be deemed to have appointed any person nominated for the purpose by the Drag Shareholders to be their agent and, if permitted by law, attorney to execute and deliver all necessary transfers on their behalf, against receipt by the Company of the consideration payable for the Called Shares (such amount to be held on trust on behalf of the relevant Called Shareholder(s)). After the Drag Buyer (or person(s) nominated by the Drag Buyer) has been registered as the holder of any such Called Shares, the validity of such proceedings shall not be questioned by any person. Failure to produce a share certificate shall not impede the registration of any transfer of Shares under this article 141.

141.9 Upon any person, following the issue of a Drag Along Notice, becoming a member (or increasing an existing holding of Shares) including pursuant to the exercise of any option, warrant or other right to acquire or subscribe for, or to convert any security into, shares (**New Shareholder**), a Drag Along Notice shall be deemed to have been served on the New Shareholder, on the same terms as the previous Drag Along Notice. The New Shareholder shall be bound to sell and transfer all such shares acquired by them to the Drag Buyer (or as the Drag Buyer may direct) and the provisions of this article 141 shall apply *mutatis mutandis* to the New Shareholder, save that completion of the sale of such shares shall take place forthwith upon the later of the Drag Along Notice being deemed served on the New Shareholder and the date of completion of the sale of the Called Shares. References in this article 141.9 to a person becoming a member (or increasing an existing holding of shares) shall include the Company, in respect of treasury shares.

141.10 A transfer of Drag Shares by Drag Shareholders shall be, but a transfer of Called Shares to a Drag Buyer (or as the Drag Buyer may direct) pursuant to a sale in respect of which a Drag Along Notice has been duly served shall not be, subject to any pre-emption on transfer of share provisions in these Articles.

141.11 Any Transfer Notice or Deemed Transfer Notice served in respect of the transfer of any share that has not completed before the date of service of a Drag Along Notice shall automatically be revoked by the service of a Drag Along Notice (other than any Transfer Notice served by a Drag Shareholder in connection with a transfer of Drag Shares by a Drag Shareholder to the Drag Buyer)."

4. THAT, subject to and conditional upon the passing of resolution 2 above, the directors of the Company be empowered under Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash and/or to sell or transfer shares held by the Company in treasury (as the directors shall deem appropriate) under the authority conferred by resolution 2 above 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 in connection with any rights issue or other pro-rata offer in favour of the holders of ordinary shares of £1.00 each in the Company where the equity securities respectively attributable to the interests of all such holders of shares are proportionate (as nearly as may be practicable) to the respective number of shares held by them in the capital of the Company, provided that the Directors of the Company may make such arrangements in respect of overseas holders of shares and/or to deal with fractional entitlements as they consider necessary or convenient; and

(b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of further equity securities and/or the sale or transfer of shares held by the Company in treasury (as the directors shall deem appropriate) up to an aggregate nominal amount of £3,439,190.

and this authority shall expire at the end of the next annual general meeting of the Company, save that the Company may, at any time 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 under such offers or agreements as if the power conferred by this resolution had not expired and provided further that this authority shall be in substitution for, and to the exclusion of, any existing authority conferred on the directors.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, a person entitled to vote on the above resolutions on 14 August 2026, hereby irrevocably agrees to the Resolutions:

Name of shareholder:	....
Signed by:	……………………………………..
Signature:	………………………………………
Number of shares entitled to vote: (optional)	…………………………………….
Date: 2026	

NOTES:

1. You can choose to agree with all the Resolutions, or none of them, but you cannot agree to only one of the Resolutions.

2. If you agree to the Resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

    2.1. by signing and dating the document where indicated and returning it to C/O Arch Law Limited, Huckletree Bishopsgate, 8 Bishopsgate, London EC2N 4BQ; or

    2.2. by signing and dating the document where indicated above and scanning a copy of the signed document by email to cosec@arch.law.

3. The signed copy of this document should be returned to the Company using one of the above methods as soon as possible and, in any event, so as to be received by the Company by not later than 28 days from the Circulation Date.

4. When agreement to the Ordinary Resolutions has been received from members representing a simple majority of the total voting rights of eligible members, it will have been passed.

5. When agreement to the Special Resolutions has been received from members representing not less than 75% of the total voting rights of eligible members, it will have been passed.

6. If the Resolutions have not been passed by 28 days from the Circulation Date, they will lapse.

7. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.

8. If you do not agree to the Resolutions, you need not take any action; you will not be deemed to agree to the Resolutions if you do not reply.

9. If you are signing this document on behalf of a member under a power of attorney or other authority, please send a copy of the power of attorney or other authority when returning this document to the Company.

Perivan.com
273845B