

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 recommended to immediately seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended), if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your holding of ordinary shares of £0.001 each in the capital of Cellular Goods PLC (**Company**) (**Ordinary Shares**), please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, such documents should not be distributed, forwarded to or transmitted in or into, any jurisdiction in which such act would constitute a violation of the relevant laws or regulations in such jurisdiction. If you have sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain these documents and consult the stockbroker, bank manager or other agent through whom the sale or transfer was effected.

CELLULAR GOODS PLC

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

Notice of Annual General Meeting and Letter from the Chairman

This document should be read as a whole. Your attention is drawn in particular to the letter from the Chairman of the Company which is set out in this document and which contains recommendations that you **vote in favour of** all of the Resolutions set out in the Notice of Annual General Meeting referred to below.

Notice of an Annual General Meeting of the Company, to be held at the offices of Fladgate LLP at 16 Great Queen Street, London WC2B 5DG at 4:00p.m. on Monday 13 February 2023, is set out at the end of this document. To be valid, the accompanying Form of Proxy should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company by no later than 4:00 p.m. on Thursday 9 February 2023. Completion and return of a Form of Proxy will not preclude members of the Company from attending and voting in person at the Annual General Meeting should they so wish.

Copies of this document will be available free of charge from the Company's website at <https://cellular-goods.com/investors/shareholder-documents>.

This document is not a prospectus and it does not constitute or form part of any offer or invitation to purchase, acquire, subscribe for, sell, dispose of or issue, or any solicitation of any offer purchase, acquire, subscribe for, sell, dispose of or issue, any security.

Terms used in this document, including capitalised terms are defined and explained in the section entitled "Definitions" in Part II of this document.

PART I - LETTER FROM THE CHAIRMAN

CELLULAR GOODS PLC

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

Directors:

Darcy Taylor *(Chairman and Interim CEO)*
Bruna Nikolla *(Executive Director and CFO)*
Misha Sher *(Non-Executive Director)*
Gill Whitty-Collins *(Non Executive Director)*

Registered office:

9th Floor
16 Great Queen Street
London
WC2B 5DG

19 January 2022

To Shareholders and, for information only, to holders of warrants or options over ordinary shares in the Company

Dear Shareholder

Notice of Annual General Meeting

1. Annual General Meeting

I am pleased to report that the Company's Annual General Meeting will be held on Monday 13 February 2023 at 4:00 p.m. at the offices of Fladgate LLP, 16 Great Queen Street, London, WC2B 5DG. The formal notice of the Annual General Meeting is set out on page 7 of this document and contains the Resolutions to be considered and voted on at the meeting. The Board has set out further detail on the Resolutions in Part III of this document.

The annual report and accounts for the Group for the period ended 31 August 2022, have been sent with this notice of Annual General Meeting. They can also be accessed from the "Investors" page of our website, <https://www.cellulargoods.co/>

2. Action to be taken

Shareholders will find enclosed with this document a form of proxy for use at the Annual General Meeting. You are requested to complete, sign and return the form of proxy to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible but, in any event so as to arrive by no later than 48 hours (excluding any day or part of a day that is not a working day) before the time and date of the meeting. The completion and return of a form of proxy will not preclude you from attending the meeting and voting in person should you wish to do so.

If you would like to vote on the proposed Resolutions, you may appoint a proxy in one of the following ways:

- via the CREST electronic proxy appointment service (for CREST members); or
- by completing the enclosed form of proxy and returning it to our registrars Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible. The form of Proxy must be received by 4:00 p.m. on Thursday 9 February 2023, being 48 hours before the GM (excluding any day or part of a day that is not a working day).

3. Overseas Shareholders

It is the responsibility of any person receiving a copy of this document outside of the United Kingdom to satisfy himself/herself as to the full observance of the laws and regulatory requirements of the relevant territory in connection therewith, including obtaining any governmental or other consents which may be required or observing any other formalities

required to be observed in such territory and paying any other issue, transfer or other taxes due in such territory. Persons (including, without limitation, nominees and trustees) receiving this document should not send it into any jurisdiction when to do so would, or might, contravene local securities laws or regulations.

4. Recommendation

Each member of the Board who holds shares in the Company intends to vote in favour of each of the Resolutions in respect of their own beneficial holdings. The Directors therefore strongly encourage and unanimously recommend you **vote in favour of** the Resolutions.

Yours faithfully

Darcy Taylor
Chairman and Interim CEO

PART II - DEFINITIONS

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

Act	Companies Act 2006 (as amended from time to time).
Annual General Meeting or AGM	the annual general meeting of the Company to be held at the offices of Fladgate LLP, 16 Great Queen Street, London, WC2B 5DG on Monday 13 February 2023 at 4:00 p.m., or any adjournment thereof, notice of which is set out on page 7 of this document.
Board or Directors	the directors of the Company whose names are set out on page 1 of this document.
Company	Cellular Goods PLC, a company incorporated in England under company number 11537452 whose registered office is at 9 th Floor, 16 Great Queen Street, London, WC2B 5DG, United Kingdom.
FCA	Financial Conduct Authority.
Form of Proxy	the form of proxy for use by Shareholders in connection with the Annual General Meeting which accompanies this document.
Listing Rules	the Listing Rules, as published and amended from time to time by the FCA.
London Stock Exchange	London Stock Exchange PLC.
Notice	the notice of the Annual General Meeting set out in Part IV of this document.
Ordinary Shares	the ordinary shares of £0.001 each in the capital of the Company.
Resolutions	the resolutions to be considered at the Annual General Meeting as set out in the Notice.
Shareholders	holders of Ordinary Shares and Shareholder shall mean any one of them.
United Kingdom	the United Kingdom of Great Britain and Northern Ireland.

PART III – EXPLANATORY NOTES TO THE BUSINESS OF THE AGM

The following explanatory information is provided by way of background to the business of the meeting.

Resolutions 1 to 8 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 9 to 11 are proposed as special resolutions. This means that for this resolution to be passed, at least three quarters of the votes cast must be in favour of it.

Resolution 1: Receive accounts

The Company will put the accounts for the year ended 31 August 2022 and the reports of the Directors and the auditors to shareholders.

Resolution 2: Director's Remuneration Policy

As a company admitted to the Standard segment of the Official List of the UK Listing Authority the Company must:

- a. prepare a directors' remuneration report for the year ended 31 August 2022; and
- b. have a forward looking directors' remuneration policy in place,

each of which is to be approved by the shareholders.

The Company is seeking approval of the remuneration report by proposing, as an ordinary resolution, Resolution 2. The vote on Resolution 2 is advisory only; no entitlement of a director to remuneration is conditional on Resolution 2 being passed.

The directors' remuneration policy was set out in the audited accounts for the year ended 31 August 2021 and was approved at the Company's AGM held in 2022. It will expire at the Company's AGM to be held in 2025 (at which shareholder approval will be sought for a new forward looking director's remuneration policy).

Resolutions 3, 4 and 5: Re-appointment of directors

In accordance with the Company's articles of association, each director must retire at (i) the first annual general meeting following their appointment (if appointed by the board) and (ii) the third annual general meeting after the annual general meeting or general meeting at which they were appointed. Bruna Nikolla, Gill Whitty-Collins and Misha Sher were appointed by the board following the Company's last AGM, and as such must retire and seek re-appointment.

Resolutions 3, 4 and 5 will be proposed as an ordinary resolutions. The board believes that Bruna Nikolla, Gill Whitty-Collins and Misha Sher continue to be vital to the Company's success, make a positive contribution to the board and demonstrates the utmost commitment to their roles.

Resolutions 6 and 7: Auditors re-appointment and remuneration

Shareholders will be asked to confirm the re-appointment of PKF Littlejohn LLP as auditors of the Company and to grant authority to the Directors to determine their remuneration.

Resolution 8: General authority to allot relevant shares

The directors currently have authority to allot Ordinary Shares in the Company and to grant rights to subscribe for or convert any securities into shares in the Company. This authority is due to expire at the conclusion of the AGM.

The Investment Association Share Capital Management Guidelines (**IA Guidelines**) state that an authority to allot up to two thirds of existing issued share capital should be regarded by shareholders as routine business.

The Board is seeking, by Resolution 8 to renew that authority over Ordinary Shares up to a maximum nominal amount of £338,166.66 (three hundred and thirty eight thousand one hundred and sixty six pounds and sixty six pence), representing, in aggregate, two thirds of the Company's issued share capital as at 17 January 2023 (being the latest practicable date prior to publication of this document). In accordance with the IA Guidelines any amount in excess of one third of the Company's issued share capital is only to be used in connection with a rights issue to holders of Ordinary Shares proportionate to their holdings of Ordinary Shares, subject to such adjustments the directors deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems.

If approved by shareholders this authority will expire on 29 February 2024 or, if earlier, at the conclusion of the Company's next annual general meeting. Resolution 8 is an ordinary resolution.

Resolutions 9 and 10: Dis-application of pre-emption rights

The directors currently have the power, in certain circumstances, to allot equity securities for cash other than in accordance with statutory pre-emption rights (which require a company to offer all allotments for cash first to existing shareholders in proportion to their holdings). This power is due to expire at the conclusion of the AGM.

The Board is seeking, by Resolution 9, to renew this power to apply in circumstances where:

1. the allotment takes place in connection with a rights issue or other pre-emptive offer; or
2. the allotment is limited to a maximum nominal amount of £50,725.00 (fifty thousand seven hundred and twenty five pounds), representing approximately 10% of the nominal value of the issued ordinary share capital of the Company as at 17 January 2023, being the latest practicable date before publication of this notice; and
3. up to 20% of each allotment under this power for a follow-on a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

The Board is also seeking, by Resolution 10, to renew this power to apply in circumstances where the allotment is limited to:

1. a maximum nominal amount of £50,725.00 (fifty thousand seven hundred and twenty five pounds), representing approximately 10% of the nominal value of the issued ordinary share capital of the Company as at 17 January 2023, being the latest practicable date before publication of this notice, and is in connection with the financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on disapplying pre-emption rights most recently published by the Pre-Emption Group prior to the date of this notice,
2. up to 20% of each allotment under this power for a follow-on a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

If approved by shareholders these powers will expire on 29 February 2024 or, if earlier, at the conclusion of the Company's next annual general meeting. The authorities requested comply with institutional shareholder guidance, in particular the Pre-Emption Group's Statement of Principles on disapplying pre-emption rights. Resolutions 9 and 10 are special resolutions.

Resolution 11: Notice of general meetings

The Company, being admitted to the Main Market of the London Stock Exchange plc, can call a general meeting (that is not an annual general meeting) on not less than 14 days' notice if a resolution reducing the period of notice was passed at the last annual general meeting or a general meeting since the last annual general meeting (as the case may be). The effect of this is that for the board to have the ability to call a general meeting on not less than 14 days' notice, Resolution 11 must be passed at the AGM as a special resolution.

PART IV - NOTICE OF ANNUAL GENERAL MEETING

CELLULAR GOODS PLC

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting of the members of Cellular Goods PLC (**Company**) will be held at the offices of Fladgate LLP at 16 Great Queen Street, London WC2B 5DG on Monday 13 February 2023 at 4:00 p.m. for the purposes of considering and, if thought fit, passing the following resolutions, of which Resolutions 1 to 8 (inclusive) will be proposed as ordinary resolutions, and Resolutions 9 to 11 (inclusive) as special resolutions.

ORDINARY RESOLUTIONS

Report and accounts

1. To receive the audited accounts of the Group for the year ended 31 August 2022 together with the auditors' and directors' reports on those accounts.
2. To approve the directors' remuneration report for the year ended 31 August 2022 set out in the audited accounts for the year ended 31 August 2022.

Reappointment of Directors appointed since the last AGM

3. To reappoint Bruna Nikolla as a director of the Company.
4. To reappoint Gill Whitty-Collins as a director of the Company.
5. To reappoint Misha Sher as a director of the Company.

Reappointment of Auditors

6. To reappoint PKF Littlejohn LLP as auditors of the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid before the Company.

Auditors' remuneration

7. To authorise the directors to fix the auditors' remuneration.

Directors' authority to allot shares

8. That:
 - 8.1 the directors be generally and unconditionally authorised to allot Relevant Securities (as defined below):
 - 8.1.1 (subject to such exclusions or other arrangements as the board of 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) comprising equity securities (as defined by section 560 Companies Act 2006) up to an aggregate nominal amount of £338,166.66 (three hundred and thirty eight thousand one hundred and sixty six pounds and sixty six pence) (such amount to be reduced by the nominal amount of any Relevant Securities allotted under paragraph 8.1.2 below) in connection with an offer by way of a rights issue:

- 8.1.1.1 to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - 8.1.1.2 to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary; and
- 8.1.2 in any other case, up to an aggregate nominal amount of £338,166.66 (three hundred and thirty eight thousand one hundred and sixty six pounds and sixty six pence), such amount to be reduced by the nominal amount of any equity securities allotted under the authority in paragraph 8.1.1 above in excess of £169,083.33 (one hundred and sixty nine thousand and eighty three pounds and thirty three pence);
- 8.2 this authority will, unless renewed, varied or revoked by the Company, expire on 29 February 2024 or, if earlier, the date of the next annual general meeting of the Company but the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted after such expiry and the directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired;
- 8.3 this resolution revokes and replaces all unexercised authorities previously granted to the directors to allot Relevant Securities, but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities;
- 8.4 in this resolution, **Relevant Securities** means:
 - 8.4.1 shares in the Company other than shares allotted pursuant to:
 - 8.4.1.1 an employee share scheme (as defined by section 1166 Companies Act 2006);
 - 8.4.1.2 a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
 - 8.4.1.3 a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security; and
 - 8.4.2 any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme. References to the allotment of Relevant Securities in this resolution include the grant of such rights.

SPECIAL RESOLUTIONS

Waiver of pre-emption rights

- 9. That, subject to the passing of resolution 8:
 - 9.1 in accordance with section 570 CA 2006, the directors be given the general power to allot equity securities (as defined in section 560 CA 2006) for cash, pursuant to the authority conferred by resolution 8 for cash as if section 561(1) CA 2006 did not apply to any such allotment or sale. This power is limited to:
 - 9.1.1 (subject to such exclusions or other arrangements as the board of 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) the allotment of equity securities in connection with an offer by way of a rights issue;

9.1.1.1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

9.1.1.2 holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

9.1.2 to the allotment of equity securities or sale of treasury shares otherwise than pursuant to paragraph 9.1.1 above, up to an aggregate nominal amount of £50,725.00 (fifty thousand seven hundred and twenty five pounds);

9.1.3 to the of equity securities or sale of treasury shares otherwise than pursuant to paragraphs 9.1.1 and 9.1.2 above up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 9.1.2 above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and

9.2 the directors may, for the purposes of paragraph 9.1.1, impose any limits or restrictions and make any arrangements which they consider 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 any regulatory body or stock exchange;

9.3 the power granted by this resolution will expire on 29 February 2024 or, if earlier, at the conclusion of the next annual general meeting of the Company (unless previously renewed, varied or revoked by the Company prior to or on such date) except that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement notwithstanding that the power conferred by this resolution has expired; and

9.4 this resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities as if section 561(1) CA 2006 did not apply but without prejudice to any allotment of equity securities already made, offered or agreed to be made pursuant to such authorities.

10. That, subject to the passing of resolution 9, in accordance with section 570 CA 2006, the directors be given the general power to allot equity securities (as defined in section 560 CA 2006) for cash, pursuant to the authority conferred by resolution 8 for cash as if section 561(1) CA 2006 did not apply to any such allotment or sale. This power is limited to:

10.1 to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £50,725.00 (fifty thousand seven hundred and twenty five pounds) such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be

either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice;

- 10.2 to the allotment of equity securities or sale of treasury shares otherwise than under paragraph 10.1 above up to an aggregate nominal amount equal to 20% of any allotment of Relevant Securities from time to time under paragraph 10.1 above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice;
- 10.3 the power granted by this resolution will expire on 29 February 2024 or, if earlier, at the conclusion of the next annual general meeting of the Company (unless previously renewed, varied or revoked by the Company prior to or on such date) except that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Notice for meetings

11. That, a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

Dated: 19 January 2023

By order of the Board

Bruna Nikolla
Company Secretary

Registered office:

9th Floor
16 Great Queen Street
London
WC2B 5DG

Explanatory notes to the notice of Annual General Meeting:

Appointment of proxies

1. In order to have the right to appoint a proxy to exercise voting rights at the General Meeting, a person must be entered on the register of members of the Company at 4:00 p.m. on 9 February 2023, or, in the event of any adjournment, in the register of members 48 hours (excluding non-business days) before the date of any adjourned meeting. Changes to entries on the register of members after this time will be disregarded in determining the rights of any person to appoint a proxy to exercise such rights.
2. You may appoint more than one proxy provided that 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 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 registrars, Computershare Investor Services PLC, 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.
3. 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. 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

4. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
5. To appoint a proxy using the proxy form, it must be:
 - (a) completed and signed;
 - (b) sent or delivered to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY; and
 - (c) received by the Company's registrars no later than 4:00 p.m. on 9 February 2023.
6. 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.
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. The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001 (SI 2001/3755), specifies that only those ordinary shareholders registered in the register of members of the Company by 4:00 p.m. on 9 February 2023 or, if the meeting is adjourned, in the register of members 48 hours (excluding non-business days) before the date of any adjourned meeting will be entitled to attend or vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

Appointment of proxies through CREST

9. 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.
10. 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 & Ireland 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 4:00 p.m. on 9 February 2023. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
11. 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 his 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.

12. 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

13. 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

14. To change your proxy instructions simply submit a new proxy appointment using the methods set out in paragraphs 5 or 10 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.
15. 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 2 above.
16. 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

17. 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 2 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.
18. The revocation notice must be received by the Company no later than 4:00 p.m. on 9 February 2023.
19. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 20 below, your proxy appointment will remain valid.
20. 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

21. 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

22. As at 6:00 p.m. on 17 January 2023 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital comprised 507,250,000 ordinary shares of £0.001 each. 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 6:00 p.m. on 17 January 2023 is 507,250,000.

Communication

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