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This document does not constitute an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for), Ordinary Shares. This document does not contain an offer of transferable securities within the meaning of section 102B of FSMA and does not constitute a prospectus within the meaning of section 85 of FSMA. This document has not been examined or approved by the Financial Conduct Authority or the London Stock Exchange or any other regulatory authority.



ACTIVE ENERGY GROUP PLC

(incorporated in England and Wales with company number 03148295)

Notice of General Meeting

A notice convening the General Meeting of the Company to be held at 11.00 a.m. on 20 August 2025 at the offices of Blake Morgan LLP, 6 New Street Square, London, EC4A 3DJ is set out at the end of this document.

Your proxy may be submitted online by visiting www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions or by post by completing the enclosed Form of Proxy and returning it to the Company’s Registrar, Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX not less than 48 hours (ignoring any part of the day that is not a working day) before the time appointed for the meeting, being 11.00 a.m. on 18 August 2025, or any adjournment thereof together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney. CREST members who wish to appoint a proxy or proxies via the CREST electronic proxy appointment service should refer to the Notes of the Notice of General Meeting and Form of Proxy.

The distribution of this document in certain jurisdictions may be restricted by law. Accordingly, this document must not be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons outside of the UK into whose possession this document comes should inform themselves about and observe any such restrictions.

FORWARD LOOKING STATEMENTS

This document includes forward looking statements (that is, statements other than statements of historical facts), including (without limitation) those regarding the Company’s financial position, business

strategy, plans and objectives of management for future operations, and any statement preceded or followed by, or including, words such as "target", "believe", "expect", "aim", "intend", "will", "may", "anticipate", "would" or "could", or negatives of such words. Such forward looking statements involve known and unknown risks, uncertainties and other factors beyond the Company's control, that could cause the actual results, performance or achievements of the Company to be materially different to future results, performance or achievements expressed or implied by such statements. Such forward looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future. They speak only as at the date of this document. The Company expressly disclaims any obligation to disseminate any update or revision to any forward-looking statement in this document to reflect any change in the Company's expectations or any change in events, conditions or circumstances on which any such statement is based, unless required to do so by applicable law or the AIM Rules.

Copies of this document will be available free of charge from the Company's website at www.aegplc.com.

DIRECTORS, SECRETARY AND ADVISERS

| | |
|-------------------------------------|---------------------------------------------------------------------------------------------------|
| Directors | Paul Elliott Pankaj Rajani |
| Company Secretary | MSP Secretaries Limited |
| Company Website | www.aegplc.com |
| Registered Office | Eastcastle House 27/28 Eastcastle Street London W1W 8DH |
| Nominated Advisor and Broker | Zeus Capital Limited 82 King Street Manchester M2 4WQ |
| Registrars | Shares Registrars Limited 3 The Millenium Centre Crosby Way Farnham Surrey GU9 7XX |

CONTENTS

| | Page |
|----------------------------------------|------|
| EXPECTED TIMETABLE OF PRINCIPAL EVENTS | 4 |
| DEFINITIONS | 5 |
| LETTER FROM THE CHAIR | 7 |
| NOTICE OF GENERAL MEETING | 11 |

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

| | |
|--------------------------------------------------------|-------------------------------------|
| Publication of this document | 30 July 2025 |
| Latest time and date for receipt of proxy appointments | 11.00 a.m. on 18 August 2025 |
| General Meeting | 11.00 a.m. on 20 August 2025 |
| Results of the General Meeting announced | 20 August 2025 |

Notes:

- (a) *Unless otherwise specified, references in this document to time are to London time.*
- (b) *The times and dates above are indicative only. If there is any change, revised times and dates will be notified to Shareholders by means of an announcement through a Regulatory Information Service*

DEFINITIONS

The following definitions apply throughout this document and in the Form of Proxy, unless the context requires otherwise:

| | |
|------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| "AIM" | the market of that name operated by the London Stock Exchange |
| "AIM Rules" | the AIM Rules for Companies (including the guidance notes) published by the London Stock Exchange and as amended from time to time |
| "Business Day" | any day on which banks are usually open for business in England and Wales for the transaction of sterling business, other than a Saturday, Sunday or public holiday |
| "Company" or "Active Energy" | Active Energy Group plc, a company registered in England with registered number 03148295 |
| "CREST" or "CREST system" | the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in those regulations) |
| "CREST Regulations" | the Uncertificated Securities Regulations 2001 (SI2001/3755) |
| "Digital Assets" | cryptographically secured digital representations of value or rights that are created, transferred, and stored on a blockchain or similar distributed ledger technology, including Bitcoin |
| "Directors" or "Board" | the directors of the Company or any duly authorised committee thereof |
| "Enlarged Issued Share Capital" | the Ordinary Shares which shall be in issue immediately following Admission |
| "Euroclear" | Euroclear UK & International Limited, the operator of CREST |
| "Existing Ordinary Shares" | the 508,043,764 Ordinary Shares in issue at the date of this document |
| "FCA" | the Financial Conduct Authority |
| "FSMA" | the Financial Services and Markets Act 2000, as amended |
| "London Stock Exchange" | London Stock Exchange plc |
| "Notice of GM" or "Notice of General Meeting" | The notice of general meeting contained in / accompanying this circular |
| "Ordinary Shares" | ordinary shares of 0.035p each in the capital of the Company |
| "Regulatory Information Service" | one of the regulatory information services authorised by the FCA to receive, process and disseminate regulatory information |
| "Resolutions" | the resolutions contained in the Notice of GM |
| "Shareholders" | the holders of Ordinary Shares (as the context requires) at the relevant time |

| | |
|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| "uncertificated" or "in uncertificated form" | recorded on the relevant register of Ordinary Shares as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST |
| "United Kingdom" or "UK" | the United Kingdom of Great Britain and Northern Ireland |
| "United States" or "US" | the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia and any other area subject to its jurisdiction |
| "Warrants" | warrants to subscribe for such number of new Ordinary Shares as is equal to 2% of the Ordinary Share Capital of the Company |
| "Zeus" or "Zeus Capital" | means Zeus Capital Limited, a company registered in England with registered number 04417845 |
| "£", "pounds sterling", "pence" or "p" | are references to the lawful currency of the United Kingdom |

LETTER FROM THE CHAIRMAN



ACTIVE ENERGY GROUP PLC

(Incorporated in England and Wales with company number 03148295)

Directors:

Pankaj Rajani (Non-Executive *Chairman*)
Paul Elliott (*Chief Executive Officer*)

Registered office:

Eastcastle House
27/28 Eastcastle Street
London
W1W 8DH

To Shareholders and, for information only, the holders of Loan Notes, Warrants and options over or relating to Ordinary Shares

30 July 2025

Dear Shareholder,

Notice of General Meeting

Introduction

I am writing to you to inform you that a forthcoming General Meeting of the Company will be held on 20 August 2025 at 11.00 a.m. at the offices of Blake Morgan LLP, 6 New Street Square, London EC4A 3DJ.

The formal Notice of the General Meeting is set out below.

The business of the General Meeting will include Resolutions to grant the Directors authorities to issue Ordinary Shares in connection with future potential placings of Ordinary Shares by the Company, the conversion of loan notes into Ordinary Shares and to authorise the grant of Warrants to Zeus Capital and also to provide the Company with the ability to satisfy fees through issuing Ordinary Shares.

The purpose of this document is, amongst other things, to explain the background to and reasons for seeking the proposed authorities, to explain why the Directors believe that this will promote the growth and success of the Company for the benefit of the Shareholders as a whole and to seek Shareholders' approval to the passing of the Resolutions at the General Meeting. This document also contains the Directors' recommendation that Shareholders vote in favour of the Resolutions.

Background to, and reasons for, the proposed authorities

The Company is executing a transformational strategy centred on the deployment of renewable energy infrastructure and the integration of digital asset technologies. To support this next phase of growth, the Company is seeking shareholder approval to significantly increase the Directors' authorities to issue Ordinary Shares, enabling a material fundraising round. Proceeds from any future fundraising will be deployed across a robust pipeline of opportunities in the renewable energy and crypto-enabled infrastructure sectors.

The Company intends to allocate any future additional funding across the following strategic areas:

Renewable Energy Projects – Solar, Wind, and Microgeneration

At the heart of the Company's energy strategy is the intended development of utility-scale and regional solar farms. The Company is in advanced negotiations regarding several Memoranda of Understanding (MOUs) and joint venture agreements to deliver solar power projects both in the United Kingdom and in developing markets where clean energy access and grid modernisation are critical.

These projects are likely to include:

- Grid-connected solar farms generating stable, long-term revenues through Power Purchase Agreements (PPAs) and direct-to-grid sales;
- Off-grid and hybrid solar systems for remote or under-electrified regions, offering decentralised and reliable energy solutions;
- Battery Energy Storage Systems (BESS) integrated with solar farms to optimise energy use, reduce curtailment, and enable time-shifting of supply;
- Complementary wind and microgeneration assets, where feasible, to enhance load balancing and seasonal consistency.

The Directors believe that solar energy forms the foundation of the Company's renewable strategy, offering scalability, cost efficiency, and rapid deployment potential. These projects will also serve as platforms for integrating value-added technologies such as on-site battery storage and digital monetisation tools.

Artificial Intelligence Integration in Energy Infrastructure

As part of its broader digital innovation agenda, the Company also intends to integrate Artificial Intelligence (AI) technologies within its energy infrastructure and operational platforms. AI will play a pivotal role in optimising energy generation, storage, and distribution by enabling real-time data analytics, predictive maintenance, automated load balancing, and enhanced asset performance monitoring. The deployment of AI is expected to significantly increase the efficiency and resilience of both on-grid and off-grid energy systems, while also reducing operational costs and environmental impact.

In parallel, the Company will explore strategic investments and partnerships with AI-focused technology providers and innovators, as well as those that invest in such technology providers and/or innovators. This will enable the company to ensure access to the latest advancements in energy-specific AI applications as well as enabling growth and acceleration of development within the sector, which will be positive on the Company. This approach is intended to future-proof the Company's digital infrastructure and support the ongoing integration of intelligent, adaptive technologies across its operations.

This initiative aligns with the Company's mission to establish a future-ready, technology-led platform that leverages cutting-edge tools to deliver clean, reliable, and economically viable energy. AI will also support the Company's digital asset initiatives by improving energy-to-asset conversion strategies and enabling adaptive control systems for decentralised energy applications.

Renewable-Powered Bitcoin Mining

The Company is considering plans to deploy modular, containerised Bitcoin mining units at select renewable energy sites to monetise excess or curtailed energy—particularly in areas with limited grid access or during off-peak periods. This initiative will convert surplus power into a high-value, liquid asset, enhancing project returns and improving utilisation rates.

By integrating energy and digital asset infrastructure, the Company aims to position itself as a next-generation energy company, leveraging blockchain technology to drive financial efficiency and asset performance.

Digital Asset Treasury Strategy

To support operations in regions with elevated inflation or currency instability, the Company intends to implement a Bitcoin-based treasury reserve policy for use solely within its operating business. This strategy will:

- hedge against local currency devaluation and macroeconomic volatility;
- provide liquidity for operations, reinvestment, and opportunistic acquisitions; and
- reinforce the Company's positioning as a digitally forward energy infrastructure firm.

This approach is intended to enhance financial resilience, support long-term value preservation, and align the Company with innovation-led investor expectations.

While the Board recognises that an acquisition of Digital Assets, including Bitcoin, may provide diversification benefits, it also acknowledges the inherent risks associated with such an asset. Digital Assets and Bitcoin are highly volatile and speculative, with significant price fluctuations. In addition, a number of publicly listed companies which have adopted a digital asset treasury policy have shown significant dislocations between their market capitalisations and the value of the digital assets held by them. The exposure to Digital Assets may, in turn, compound and increase volatility in the Company's share price, potentially diminishing its appeal to investors and constraining its ability to raise additional capital in public markets. To mitigate these risks, the Company intends to allocate no more than 30 per cent of its treasury reserve policy towards the acquisition and holding of Digital Assets and to focus on the most liquid ones including principally Bitcoin, as part of a broader treasury management strategy.

In addition, the regulatory environment for Digital Assets remains uncertain and subject to change, which may impact the Company's ability to hold or transact in Digital Assets, including Bitcoin. There are also risks associated with custody, security, and accounting treatment of Digital Assets, any of which could have a material adverse effect on the Company's operations and investor returns.

Acquisition and Management of Non-Core Energy Assets

The Company is in preliminary discussions with infrastructure and fund operators regarding the acquisition or management of non-core power generation assets. These may include:

- existing generation sets with grid connections;
- underutilised infrastructure suitable for renewable integration or upgrade; or
- assets adaptable to hybrid or off-grid models in developing markets.

These acquisitions offer the opportunity to rapidly expand the Company's asset base with operationally mature infrastructure, while applying its renewable and digital asset strategy to unlock additional value.

Board and Strategic Advisory Expansion

In conjunction with the capital raise and operational scale-up, the Company intends to strengthen its Board of Directors and strategic advisory team. The Company will prioritise appointments in the following key areas:

- renewable energy generation, battery storage, and infrastructure finance;
- energy system deployment in developing markets; and
- digital assets, blockchain strategy, and cryptocurrency mining where such will solely be for the purposes of the Company's operating business where such will be solely for the purposes of the Company's operating business.

These additions will ensure the Company has the governance, technical depth, and strategic insight required to support its growth trajectory and meet investor expectations across both traditional and emerging sectors.

The proposed increased authorities to issue Ordinary Shares are pivotal to the Company's evolution into a diversified, globally relevant clean energy and digital infrastructure platform. The Board believes that the strategic deployment of proceeds across potentially high-growth, high-impact sectors should deliver long-term shareholder value, help establish first-mover advantage in key markets, and position the Company as a future-focused energy company.

The Warrants

As announced by the Company on 7 July 2025, upon completion of the placing of 346,180,628 new Ordinary Shares to raise £346,180 on 11 July 2025, the Company agreed to issue, subject to the granting of requisite authorities at a General Meeting, warrants to Zeus Capital to subscribe 10,160,875 Ordinary Shares representing 2% of the then enlarged issued ordinary share capital of the Company. The Warrants are exercisable at 0.1p per share at any time within five years from the date of grant (with a 3 months' extension in limited circumstances). The Warrants will also include anti-dilution provisions such that the total number of Warrants (taking into account Warrants already exercised) will continue to represent 2% of any enlarged issued share capital of the Company and certain other customary provisions for the benefit of warrant holders.

The Warrants are to be granted conditional upon the grant of the necessary shareholder authorities to enable the Company to issue rights to subscribe for additional Ordinary Shares free of existing shareholders' pre-emption rights and Resolution 2 to be proposed at the General Meeting will, if passed, satisfy this condition.

General Meeting

A notice convening the General Meeting to be held at 11.00 a.m. on 20 August 2025 at the offices of Blake Morgan LLP, 6 New Street Square, London, EC4A 3DJ is set out at the end of this document at which the Resolutions will be proposed.

The Directors unanimously recommend that shareholders vote in favour of the Resolutions at the forthcoming General Meeting.

Action to be taken

Enclosed with this document is a Form of Proxy for use by Shareholders. Information on the completion and return of Forms of Proxy is set out below and in the notes to the Notice of GM.

Your proxy may be submitted online by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your user name and access code on the top of the proxy form), or by post by completing the enclosed Form of Proxy and returning it to the Company's Registrar, Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX not less than 48 hours (ignoring any part of the day that is not a working day) before the time appointed for the meeting, being 11.00 a.m. on 18 August 2025, or any adjournment thereof together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney. CREST members who wish to appoint a proxy or proxies via the CREST electronic proxy appointment service should refer to the Notes of the Notice of General Meeting and Form of Proxy.

Recommendation

The Board considers that the Resolutions to be proposed at the General Meeting are each in the best interests of the Company and of its Shareholders as a whole and unanimously recommend Shareholders to vote in favour of the Resolutions.

Yours sincerely,

Pankaj Rajani

Non-Executive Chairman

NOTICE OF GENERAL MEETING



ACTIVE ENERGY GROUP PLC

(Incorporated in England and Wales with company number 03148295)

NOTICE IS HEREBY GIVEN that a General Meeting of Active Energy Group plc will be held at the offices of Blake Morgan LLP, 6 New Street Square, London EC4A 3DJ on 20 August 2025 at 11.00 a.m. to consider and, if thought fit, pass the following resolutions, in the case of Resolution 1 as an ordinary resolution and, in the case of Resolution 2, as a special resolution (definitions used in this Notice of General Meeting will have, unless the context requires otherwise, the same meaning as given in the accompanying circular dated 30 July 2025):

Ordinary Resolution

1. **Directors' authority to allot shares**

That, in substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this resolution, the Directors be and they are generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (**Act**) to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "relevant securities") up to an aggregate nominal amount of £3,534,844.72 (amounting to 10,099,556,330 Ordinary Shares), provided that, unless previously revoked, varied or extended, this authority shall expire on the conclusion of the next Annual General Meeting of the Company intended to be held in 2026 except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

Special Resolution

2. **Directors' power to allot shares for cash**

That, conditional on the passing of Resolution 1, the Directors be and they are empowered pursuant to Section 570(1) of the Act to allot equity securities (as defined in Section 560(1) of the Act) of the Company wholly for cash pursuant to the authority of the Directors under Section 551 of the Act conferred by Resolution 1 above and/or by way of a sale of treasury shares (by virtue of Section 573 of the Act), in each case as if Section 561(1) of the Act did not apply to such allotment, provided that:

(a) the power conferred by this resolution shall be limited to:

- (i) the allotment of equity securities in connection with an offer of equity securities to the holders of ordinary shares in the capital of the Company in proportion as nearly as practicable to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange;
- (ii) the allotment of up to an aggregate nominal amount of £3,534,844.72 (amounting to 10,099,556,330 Ordinary Shares) in the capital of the Company for the purposes described in the Company's circular to shareholders dated 30 July 2025 including but not limited to:
 - (A) the allotment of Ordinary Shares pursuant to the conversion of loan note(s), constituted under the loan note instrument of the Company

dated 31 October 2024, constituting up to £500,000 secured convertible loan notes and the loan note instrument of the Company dated 17 April 2025, constituting up to £500,000 unsecured convertible loan notes;

- (B) the allotment of warrants to subscribe for such number of ordinary shares of 0.035p each in the capital of the Company as is equal to 2% of the ordinary share capital of the Company from time to time under the terms of a warrant instrument to be granted by the Company to Zeus Capital Limited;
 - (C) the allotment of Ordinary Shares pursuant to any potential future fundraising; and
- (b) unless previously revoked, varied or extended, this power shall expire on the conclusion of the next Annual General Meeting of the Company intended to be held in 2026 except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if this power had not expired.

Dated: 30 July 2025

Registered Office:

Eastcastle House
27/28 Eastcastle Street
London
W1W 9DH

By order of the Board:

MSP Secretaries Limited
Company Secretary

NOTES TO THE NOTICE OF GENERAL MEETING

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members:
 - at 11.00 a.m. on 18 August 2025; or,
 - if the General Meeting is adjourned, at 11.00 a.m. on the day two business days prior to the adjourned meeting,shall be entitled to attend and vote at the General Meeting.

Electronic voting

2. You may submit your proxy vote electronically by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions. To be valid, your proxy appointment and instructions should reach Share Registrars Limited by no later than 11.00 a.m. on 18 August 2025.

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 all or any of your rights to vote at the General Meeting using the accompanying Form of Proxy. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
4. Details of how to appoint the Chairman of the General Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact Share Registrars Limited who will arrange for the appropriate documentation to be provided to you.
6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.

Appointment of proxy using hard copy proxy form

7. To appoint a proxy using the accompanying proxy form, the form must be:
 - completed and signed;
 - posted or delivered to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX; and
 - received by Share Registrars Limited no later than 11.00 a.m. on 18 August 2025.

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. 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

8. 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.
9. 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, Share Registrars (CREST Participation ID 7RA36), by 11.00 a.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.

10. 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.
11. 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

12. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

13. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the proxy form and would like to change the instructions using another proxy form, please contact Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX on 01252 821390.

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

14. 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 Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX.

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.

The revocation notice must be received by Share Registrars Limited no later than 11.00 a.m. on 18 August 2025. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending and voting in person at the General Meeting or any adjournment thereof or on a poll.

Issued shares and total voting rights

15. As at 6.00 p.m. on 29 July 2025 (being the latest practicable business day prior to the publication of this document), the Company's issued share capital comprised 508,043,764 Ordinary Shares of 0.035p each, 1,287,536,163 (non-voting) Deferred Shares of £0.0099p each, and 1,456,768,224 (non-voting) New Deferred shares of 0.035p 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 29 July 2025 was 508,043,764. The Company does not hold any shares in treasury.

