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If you have sold or otherwise transferred all of your shares in Empyrean Energy plc prior to the date of this document please forward this document to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your shares in Empyrean Energy plc, please immediately contact the person through whom the sale or transfer was effected.

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The Fundraising does not constitute an offer to the public requiring an approved prospectus under section 85 of FSMA and accordingly this document does not constitute a prospectus for the purposes of the Prospectus Regulation Rules made by the Financial Conduct Authority of the United Kingdom (“FCA”) pursuant to sections 73A(1) and (4) of FSMA and has not been approved by the FCA, the London Stock Exchange, any securities commission or any other authority or regulatory body. In addition this document does not constitute an admission document drawn up in accordance with the AIM Rules.

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EMPYREAN
ENERGY PLC

(incorporated and registered in England with registered number 5387837)

Proposed Fundraising

Proposed Capital Reorganisation

and

Notice of General Meeting

Your attention is drawn to the letter from the Chairman of Empyrean Energy plc (the “Company”) set out in this document in which the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting.

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. Subject, *inter alia*, to the Resolutions being passed, it is expected that Admission will become effective and that dealings in the New Ordinary Shares will commence on AIM at 8.00 a.m. on 3 December 2024. Save for the nominal amount, the New Ordinary Shares will have the same rights as the Existing Ordinary Shares including, voting, dividend, return of capital and other rights.

A notice convening a General Meeting of the Company to be held at the offices of Cavendish, 1 Bartholomew Close, London EC1A 7BL at 10.00 a.m. on 2 December 2024 is set out at the end of

this document. You will not receive a form of proxy for the General Meeting in the post. Instead, you will receive instructions to enable you to vote electronically and how to register to do so. You may request a hard copy proxy form directly from the registrars, **Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL** (telephone number: **0371 664 0391**, email: **shareholderenquiries@linkgroup.co.uk**).

No person has been authorised to give any information or make any representations other than those contained in this document and, if given or made, such information or representations must not be relied on as having been so authorised. The delivery of this document shall not, under any circumstances, create any implication that there has not been any change in the affairs of the Company since the date of this document or that the information is correct as of any subsequent time.

This document does not constitute an offer to sell or an invitation to subscribe for, or solicitation of an offer to subscribe for or buy Fundraising Shares to any person in any jurisdiction to whom it is unlawful to make such offer or solicitation. Accordingly, the Fundraising Shares may not, subject to certain exceptions, be offered or sold, directly or indirectly, in, or into, the United States of America, Canada, Australia, Japan, the Republic of Ireland or the Republic of South Africa, New Zealand or Hong Kong or in any other country, territory or possession where to do so may contravene local securities laws or regulations. The Fundraising Shares have not been, and will not be, registered under the Securities Act or qualified for sale under the laws of any state of the United States or under the applicable laws of any of Canada, Australia, the Republic of Ireland, the Republic of South Africa, Japan, New Zealand or Hong Kong and, subject to certain exceptions, may not be offered or sold in the United States or to, or for the account or benefit of, US persons (as such term is defined in Regulation S under the Securities Act) or to any national, resident or citizen of Canada, Australia, the Republic of Ireland, South Africa, Japan, New Zealand or Hong Kong.

The Fundraising Shares will not be registered under the Securities Act or under the securities laws of any state of the United States and, absent registration or an exemption therefrom, may not be offered or sold in the United States. The Fundraising Shares will not be registered under any of the relevant securities laws of Canada, Australia, Japan, New Zealand, the Republic of Ireland, the Republic of South Africa or Hong Kong. Accordingly, unless otherwise determined by the Company and permitted by the applicable law and regulations, the Fundraising Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into the United States, Canada, Australia, Japan, New Zealand, the Republic of Ireland, the Republic of South Africa or Hong Kong.

Copies of this document will be available free of charge to the public during normal business hours on any day (Saturdays, Sundays and public holidays excepted) at the offices of the Company and on the Company's website www.empyreanenergy.com for a period of one month from the date of this document.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2024

Announcement of the Fundraising and the Capital Reorganisation	6 November
Announcement of the result of Retail Offer	11 November
Posting and publication of the Circular	13 November
Latest time and date for receipt of completed Forms of Proxy or electronic proxy appointments for use at the General Meeting	10.00 a.m. on 28 November
General Meeting	10.00 a.m. on 2 December
Announcement of the result of the General Meeting	2 December
Capital Reorganisation Record Date	6.00 p.m. on 2 December
Admission effective and commencement of dealings in the New Ordinary Shares on AIM	8.00 a.m. on 3 December
New Ordinary Shares credited to CREST stock account	3 December
Despatch of definitive share certificates in respect of New Ordinary Shares to be issued in certificated form	by 16 December

Notes:

- (i) References to times in this document are to London time (unless otherwise stated).
- (ii) If any of the above times or dates should change, the revised times and/or dates will be notified by an announcement to an RIS.
- (iii) The timing of the events in the above timetable and in the rest of this document is indicative only.

TRANSACTION STATISTICS

Issue Price	0.1p
Number of Existing Ordinary Shares	1,294,925,109
Number of Subscription Shares to be issued under the Subscription	665,768,332
Number of Placing Shares to be issued under the Placing	530,000,000
Number of Retail Offer Shares to be issued under the Retail Offer	59,399,000
Number of New Ordinary Shares in issue immediately following the Capital Reorganisation and Admission	2,550,092,441
Number of Deferred Shares in issue immediately following Admission	1,294,925,109
Number of Subscription Shares expected to be issued under the Director's Subscription	10,000,000
Percentage of Enlarged Issued Share Capital represented by the Fundraising Shares	49.22 per cent.
Gross proceeds of the Fundraising	£1.255 million
Estimated cash proceeds of the Fundraising receivable by the Company (net of expenses)	£1.155 million

DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise or unless it is otherwise specifically provided:

“Admission”	Admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules
“AIM”	the market of that name operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange from time to time
“Announcement”	the announcements of the Fundraising made by the Company on 6 November 2024
“Capital Reorganisation”	the proposed subdivision of each of the Company’s Existing Ordinary Shares of 0.2 pence into one new ordinary share of 0.01 pence and one deferred share of 0.19 pence in accordance with Resolution 1, contained in the Notice of General Meeting set out within the Circular
“Circular”	the circular, containing details of the Fundraising, the Capital Reorganisation and Notice of General Meeting, which is expected to be published on 13 November 2024
“CMC CapX”	CMC Markets Plc, a company incorporated in England and Wales under the Companies Act 2006 with registered number 05145017 and having its registered office at 133 Houndsditch, London, EC3A 7BX.
“Company” or “Empyrean”	Empyrean Energy plc, a company incorporated in England and Wales under the Companies Act 2006 with registered number 05387837 and having its registered office at 1st Floor, Yarnwicke, 119-121 Cannon Steet, London, England, EC4N 5AT.
“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)
“Deferred Shares”	deferred shares of 0.19 pence each in the capital of the Company to be created pursuant to the Capital Reorganisation
“Directors” or “Board”	the directors of the Company or any duly authorised committee thereof
“Director’s Subscription”	the conditional subscription by John Laycock of 10 million Subscription Shares at the Issue Price.

“Enlarged Issued Share Capital”	the issued ordinary share capital of the Company immediately following the Capital Reorganisation and Admission, as the context requires
“Existing Ordinary Shares”	the 1,294,925,109 Ordinary Shares each in issue prior to the Capital Reorganisation
“FCA”	the Financial Conduct Authority
“FSMA”	the Financial Services and Markets Act 2000
“Fundraise” or “Fundraising”	the proposed Subscription, Placing and Retail Offer
“Fundraising Shares”	the 1,255,167,332 New Ordinary Shares to be issued pursuant to the Fundraising, comprising the Placing Shares, the Subscription Shares and the Retail Offer Shares
“General Meeting” or “GM”	the general meeting of the Company convened for 10.00 a.m. on 2 December 2024 (or any adjournment thereof) notice of which is set out at the end of the Circular
“Issue Price”	0.1 pence per Fundraising Share
“London Stock Exchange”	London Stock Exchange plc
“New Ordinary Shares”	the new Ordinary Shares of 0.01 pence in the capital of the Company immediately following completion of the Capital Reorganisation
“Nominated Adviser” or “Cavendish”	Cavendish Capital Markets Limited, as the Company’s nominated adviser
“Notice of General Meeting”	the notice convening the General Meeting set out at the end of the Circular
“Ordinary Shares”	ordinary shares in the capital of the Company
“Placing”	the conditional placing of the Placing Shares by CMC CapX
“Placing Shares”	the 530,000,000 New Ordinary Shares to be issued pursuant to the Placing
“Record Date”	6.00 p.m. on 2 December 2024 (or such other time and date as the Directors may determine)
“Registrars”	Link Group, Central Square, 29 Wellington Street, London LS1 4DL
“Regulatory Information Service” or “RIS”	a service approved by the FCA for the distribution to the public of regulatory announcements and included within the list maintained on the FCA’s website, http://www.fca.org.uk/ .
“Resolutions”	the resolutions proposed at the General Meeting as set out in the Notice of General Meeting at the end of the Circular
“Retail Investor”	a retail investor resident in the UK who is an existing retail customer of a financial

	intermediary authorised by the FCA or the Prudential Regulatory Authority in the United Kingdom and who has submitted an application in the Retail Offer
“Retail Offer”	the proposed conditional offer of Retail Offer Shares to Retail Investors at the Issue Price
“Retail Offer Shares”	the 59,399,000 New Ordinary Shares to be issued pursuant to the Retail Offer
“Securities Act”	the United States Securities Act of 1933, as amended
“Shareholders”	the holders of Ordinary Shares
“Subscription”	the conditional subscription of the Subscription Shares by certain subscribers including the Director’s Subscription
“Subscription Shares”	the 665,768,332 New Ordinary Shares to be issued pursuant to the Subscription
“Transaction”	the Subscription, Placing, Retail Offer and Capital Reorganisation
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland
“United States” or “US” or “USA”	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
“£”, “pounds sterling”, “pence” or “p”	are references to the lawful currency of the United Kingdom

LETTER FROM THE CHAIRMAN OF EMPYREAN ENERGY PLC



(Incorporated and registered in England with registered number 5387837)

Directors:

John Laycock *Non-Executive Chairman*
Thomas Kelly *Chief Executive Officer*
Gajendra Bisht *Executive Director – Technical*
Patrick Cross *Non-Executive Director*

Registered Office:

1st Floor, Yarnwicke,
119-12 Cannon Street,
London, England,
EC4N 5AT

13 November 2024

Dear Shareholders,

PROPOSED FUNDRAISING
CAPITAL REORGANISATION
and
NOTICE OF GENERAL MEETING

1. Introduction

On 6 November 2024, the Company announced that it had conditionally raised £1.12 million (before costs) through direct subscriptions for, and a placing of, 1,120,500,000 New Ordinary Shares in the Company at the Issue Price of 0.01 pence per share. In addition, on 11 November 2024, the Company announced that it had conditionally raised a further sum of £59,399 through the issue of 59,399,000 New Ordinary Shares at the Issue Price pursuant to the Retail Offer and has accepted additional direct subscriptions for a further sum of £75,268 (75,268,332 New Ordinary Shares) on the same terms.

As the Company is not permitted by law to issue Ordinary Shares at an issue price which is below their nominal value, currently 0.2 pence per Existing Ordinary Share, the Company proposes to carry out a Capital Reorganisation by sub-dividing each Existing Ordinary Share into one new ordinary share of 0.01 pence each and one deferred share of 0.19 pence each.

The Fundraising and the Capital Reorganisation are each conditional on, *inter alia*, the passing of the Resolutions by Shareholders at the General Meeting, notice of which is set out at the end of this document.

The purpose of this document is to convene the General Meeting to seek your approval of the Resolutions at the forthcoming General Meeting, to be held at the offices of Cavendish, 1 Bartholomew Close, London, EC1A 7BL at 10.00 a.m. on 2 December 2024.

2. Details of the Fundraising

As announced on 6 November 2024 and 11 November 2024, the Company has conditionally raised £1.255 million (before costs) by way of the Placing, the Subscription and the Retail Offer.

The Fundraising is conditional upon the passing by shareholders of the Resolutions at the General Meeting and Admission occurring. If the conditions are not satisfied, the Fundraising Shares will not be issued and Admission will not occur.

It is intended that the net proceeds of the Fundraising will be used for the Company's general working capital purposes and, if appropriate, to drill the Wilson prospect as outlined in the Announcement.

3. The Capital Reorganisation

The Company is not permitted by law to issue Ordinary Shares at an issue price which is below their nominal value, currently 0.2 pence per Existing Ordinary Share. In order to enable the Company to issue shares at an issue price which exceeds their nominal value, the Company is proposing to carry out a capital reorganisation of the ordinary share capital of the company. Pursuant to the Capital Reorganisation, each of the Existing Ordinary Shares will be subdivided into one new ordinary share of 0.01 pence each and one deferred share of 0.19 pence each.

The Capital Reorganisation will not of itself affect the value of the shares held by Shareholders. Immediately after the Capital Reorganisation, there will be the same number of New Ordinary Shares in issue as there are Existing Ordinary Shares in issue (prior to completion of the Fundraising) and therefore current shareholdings will not be diluted by the Capital Reorganisation alone. However, upon the completion of the Fundraising (or any other further equity fundraising) the Company will issue additional New Ordinary Shares.

Save for the nominal value, the New Ordinary Shares will have the same rights as those currently accruing to the Existing Ordinary Shares in issue, including those relating to voting and entitlement to dividends.

The Deferred Shares will have no significant rights attached to them and carry no right to vote or participate in distribution of surplus assets and will not be admitted to trading on the AIM market of the London Stock Exchange plc. Therefore, the Deferred Shares will effectively carry no value.

Holders of options over Existing Ordinary Shares will maintain the same rights as currently accruing to them and will not be issued with new option certificates.

Resolution 4 in the Notice of General Meeting contained in this Circular is proposed to amend the existing articles of association of the Company to, *inter alia*, create the new Deferred Shares and to set out rights pertaining thereto relative to the New Ordinary Shares. Resolution 4 is conditional upon the passing of Resolution 1. A copy of the amended articles of association will be available for inspection throughout the General Meeting.

4. Admission, Settlement, Dealings and Total Voting Rights

Application will be made to the London Stock Exchange for admission of the New Ordinary Shares each (assuming the Resolutions are passed at the General Meeting) to trading on AIM. Admission is expected to occur at 8.00 a.m. on 3 December 2024 (or such later times(s) and/or date(s) as Cavendish and the Company may agree).

Following Admission, the total number of New Ordinary Shares in issue is expected to be 2,550,092,441 with each New Ordinary Share carrying the right to one vote. There are, and following Admission will be, no New Ordinary Shares held in treasury and therefore the total number of voting rights in the Company is expected to be 2,550,092,441. The above figure may be used by Shareholders in the Company as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the share capital of the Company under the FCA's Disclosure, Guidance and Transparency Rules.

5. General Meeting

Set out at the end of the Circular is a notice convening a general meeting of the Company to be held at the offices of Cavendish, 1 Bartholomew Close, London, EC1A 7BL at 10.00 a.m. on 2 December 2024. The Notice of General Meeting sets out the proposed Resolutions upon which Shareholders will be asked to vote.

Resolution 1: Capital Reorganisation

This ordinary resolution is to approve the sub-division of the Existing Ordinary Shares. Further details of which are contained in paragraph 3 of this letter above.

Resolution 2: Authority to allot shares

Resolution 2 is proposed as an ordinary resolution granting authority to the directors to allot and issue up to 2,500,000,000 New Ordinary Shares in connection with the Fundraising and refreshing the headroom obtained in this year's AGM, in addition to obtaining additional headroom to allow for any future Salary Sacrifice or fundraisings to develop in the event of a discovery at the proposed Wilson well, that has been proposed in the Company's RNS dated 6 November 2024. This authority will expire at the commencement of the Company's next annual general meeting.

Resolution 3: Dis-application of statutory pre-emption rights

Resolution 3 is a special resolution and will, if approved, provide the Directors with authority to issue equity securities for cash on a non pre-emptive basis pursuant to the authority conferred by Resolution 2 above. The authority will expire at the commencement of the Company's next annual general meeting.

Resolution 4: Amendment to articles of association of the Company

Resolution 4 is a special resolution to adopt new articles of association. The new articles of association are substantially the same as the existing articles of association of the Company save it include the rights and restrictions of a new class of Deferred Shares as well as consequential changes in relation to the New Ordinary Shares. A copy of the proposed new articles of association showing the amendments will be available on the Company's website until the date of the GM.

Action to be taken in respect of the General Meeting

You will not receive a form of proxy for the General Meeting in the post. Instead, you will receive instructions to enable you to vote electronically and how to register to do so. You may request a hard copy proxy form directly from the registrars, **Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL** (telephone number: **0371 664 0391**, email: **shareholderenquiries@linkgroup.co.uk**).

6. Recommendation

The Board considers that the Resolutions are in the best interests of the Company and its shareholders as a whole.

Shareholders should note that, if the Company does not receive the proceeds of the Fundraising, the Company would have to seek alternative forms of finance and/or undertake other activities such as delaying or reducing capital expenditure. Failure to secure alternative forms of finance at all or on commercially acceptable terms, or undertaking other activities such as delaying or reducing capital expenditure, could have a material adverse effect on the Company's business, financial condition, prospects, capital resources, cash flows, share price, liquidity, results and/or future operations. In particular, failure to conclude the Fundraising will compromise the Company's ability to continue as a going concern. As a result, the Company may be unable to meet its work commitments and/or explore new ventures.

Accordingly, your Board will be voting in favour of the Resolutions insofar as their own respective holdings

of ordinary shares in the capital of the Company and they unanimously recommend that you should vote in favour of the Resolutions as well.

Yours faithfully

John Laycock
Non-Executive Chairman

NOTICE OF GENERAL MEETING



(incorporated and registered in England with registered number 5387837)

NOTICE IS HEREBY GIVEN that a general meeting of Empyrean Energy plc (the “**Company**”) will be held at the offices of Cavendish, 1 Bartholomew Close, London, EC1A 7BL at 10.00 a.m. on 2 December 2024 (the “**Meeting**”) for the purposes of considering and, if thought fit, passing the following Resolutions of which Resolution 1 and 2 will be proposed as ordinary resolutions and Resolution 3 and 4 will be proposed as special resolutions, and in which capitalised terms shall have the meanings given in the circular to shareholders issued by the Company dated 13 November 2024 (“**Circular**”), save where otherwise defined.

ORDINARY RESOLUTIONS

1. THAT, with effect from the Record Date, each Existing Ordinary Share be subdivided into one new Ordinary Share of 0.01 pence each and one deferred share of 0.19 pence each in capital of the Company, and that each New Ordinary Share having the same rights as an Existing Ordinary Share and each Deferred Share having the rights as set out in the new articles of association proposed to be adopted pursuant to resolution 4 below.
2. THAT the directors of the Company be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “**2006 Act**”), to exercise all powers to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (together “**Relevant Securities**”) up to an aggregate nominal amount of £250,000, the details of which are set out in the Circular, provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on the conclusion of the annual general meeting of the Company to be held in 2025 or, if earlier, the date falling 15 months after the passing of this resolution, save that the Directors 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 offer or agreement notwithstanding that the power conferred by this Resolution has expired.

SPECIAL RESOLUTIONS

3. THAT, conditional upon the passing of Resolutions 1 and 2, the Directors be generally empowered pursuant to section 570 of the 2006 Act, to allot equity securities of the Company (as defined in section 560 of the 2006 Act) for cash as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power is limited to the allotment of equity securities up to an aggregate nominal amount of £250,000 (pursuant to the general authority conferred on them by Resolution 2 above (as varied from time to time by the Company in general meeting)) and the power hereby conferred shall, unless renewed, varied or revoked by the Company in general meeting, expire on the conclusion of the annual general meeting of the Company to be held in 2025 or, if earlier, the date falling 15 months after the passing of this resolution, save that the Directors 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 in pursuance of such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

4. THAT, the draft new articles of association and for the purposes of identification, initialed by the Chairman be adopted as the new articles of association of the Company in substitution for and to the exclusion of the Company's existing articles of association.

BY ORDER OF THE BOARD

John Laycock
Non-executive Chairman

Dated: 13 November 2024

*Registered Office:
1st Floor, Yarnwicke,
119-121 Cannon Steet,
London, England,
EC4N 5AT*

NOTES

- (1) A member entitled to attend, speak and vote is entitled to appoint a proxy to attend, speak and vote on his behalf. A proxy need not be a member of the Company.
- (2) You will not receive a form of proxy for the AGM in the post. Instead, you will receive instructions to enable you to vote electronically and how to register to do so. You may request a hard copy proxy form directly from the registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL (telephone number: 0371 664 0391, email: shareholderenquiries@linkgroup.co.uk).
- (3) In order to be valid, proxy votes (together with any power of attorney or other authority under which it is executed or a duly certified copy of any such power or authority) must be returned by one of the following methods, in each case so as to arrive no later than 10.00 a.m. 28 November 2024 or, in the case of an adjourned meeting, not less than 48 hours before the time appointed for holding such adjourned meeting (ignoring for these purposes non-working days) or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used:

—in hard copy form by post, by courier or by hand to the Company's registrars, Link Group PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL. You can request a hard copy proxy form directly from the registrars, Link Group by emailing shareholderenquiries@linkgroup.co.uk or calling 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales; or

—via the Link Investor Centre app or by accessing the web browser at <https://investorcentre.linkgroup.co.uk/Login/Login> (see below). If you have not previously registered for electronic communications, you will first be asked to register as a new user, for which you will require your investor code (IVC) (which can be found on your share certificate), family name and postcode (if resident in the UK); or

—if your shares are held electronically via CREST, the proxy appointment may be lodged using the CREST Proxy Voting Service in accordance with note 4 below.

- if you are an institutional shareholder you may be able to appoint a proxy electronically via the Proximity voting platform in accordance with note 6 below.

Link Investor Centre is a free app for smartphone and tablet provided by Link Group (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Link Investor Centre via a web browser at: <https://investorcentre.linkgroup.co.uk/Login/Login>.



- (4) To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent RA10 by not less than 48 hours before the time appointed for the holding of the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of The Uncertificated Securities Regulations 2001 (SI 2001/3755) (the "2001 Regulations"). In any case your proxy form must be received by the Company's registrars no less than 48 hours before the time appointed for the holding of the meeting.
- (5) Shares held in uncertified form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual, that can be accessed via www.euroclear.com
- (6) If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 10.00 a.m. on 28 November 2024 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

- (7) Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
- (8) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote of the other registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
- (9) Pursuant to Regulation 41 of the 2001 Regulations, only those shareholders on the Register of Shareholders at close of business on 28 November 2024 shall be entitled to vote at the meeting in respect of the number of shares registered in their names at that time. If the meeting is adjourned by more than 48 hours, then to be so entitled, shareholders must be entered on the Company's Register of Shareholders at the time which is 48 hours before the time appointed for holding the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.
- (10) 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.
- (11) As at the close of business on 11 November 2024 (being the latest practicable date before the publication of this Notice), the Company's issued share capital comprised 1,294,925,109 ordinary shares of 0.2 pence 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 the time and date given above is 1,294,925,109.