

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the contents of this document or as to what action you should take, you should consult 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 a resident of the United Kingdom or, if not, another appropriately authorised independent professional adviser.

The whole text of this Circular should be read. If you sell or have sold or otherwise transferred all of your shares in Sunrise Resources plc (the “**Company**”), please immediately forward this Circular to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold or transferred only part of your holding of shares, you should retain these documents and contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

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# **SUNRISE RESOURCES PLC**

*(Incorporated and registered in England and Wales with registered no: 05363956)*

## **Proposed Sub-Division of Share Capital, Cancellation of Deferred Shares and Notice of General Meeting**

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**Your attention is drawn to the letter from the Chairman which is set out in this Circular and, in particular, to paragraph 7 which contains the unanimous recommendation from the Directors that shareholders vote in favour of the Resolutions to be proposed at the General Meeting referred to below.**

Notice of a General Meeting of Sunrise Resources plc to be held on Wednesday 22 November 2023 at 9.00 a.m. at The Great Room, Central Court, 25 Southampton Buildings, London, WC2A 1AL is set out at the end of this Circular. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at the General Meeting. Instructions for appointing a proxy are set out on pages 11 and 12 of this Document. To be valid a proxy appointment must be received by Link Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL, as soon as possible but in any event so as to arrive no later than 9.00 a.m. on Monday 20 November 2023. Appointment of a proxy will not preclude shareholders from attending and voting in person at the General Meeting should they so wish.

Copies of this Circular are available free of charge on the Company's website <https://www.sunriseresourcesplc.com>

## DIRECTORS, SECRETARY AND ADVISERS

<b>Directors</b>	Patrick Cheetham Roger Murphy James Cole
<b>Company Secretary</b>	Rodney Venables
<b>Registered Office</b>	Sunrise House, Hulley Road Macclesfield Cheshire SK10 2LP
<b>Nominated Adviser</b>	Beaumont Cornish Limited Building 3, Chiswick Park 566 Chiswick High Road London W4 5YA
<b>Broker</b>	Peterhouse Capital Limited 3rd Floor 80 Cheapside London EC2V 6EE
<b>Legal Advisers to the Company</b>	Gowling WLG (UK) LLP 4 More London Riverside London SE1 2AU
<b>Registrar</b>	Link Group Central Square 29 Wellington Street Leeds LS1 4DL
<b>Shareholder Enquiries</b>	Link Group Central Square 29 Wellington Street Leeds LS1 4DL  <b>Email:</b> <a href="mailto:shareholderenquiries@linkgroup.co.uk">shareholderenquiries@linkgroup.co.uk</a>  <b>Telephone:</b> (+44 (0)371 664 0300)  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. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.
<b>Company Website</b>	<a href="https://www.sunriseresourcesplc.com">https://www.sunriseresourcesplc.com</a>

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Circular	Tuesday 7 November 2023
Latest time and date for receipt of proxy appointments	9.00 a.m. Monday 20 November 2023
General Meeting	9.00 a.m. Wednesday 22 November 2023
Announcement of the results of the General Meeting	Wednesday 22 November 2023
Record Date	6.00 p.m. Wednesday 22 November 2023
Effective time of the Sub-Division, issue of the New Ordinary Shares and admission to trading on AIM	8.00 a.m. Thursday 23 November 2023
Issue of the Buy Back Shares and admission to trading on AIM	8.00 a.m. Wednesday 29 November 2023
Completion of the Buy Back	On or around Wednesday 29 November 2023

If any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of an announcement through the Regulatory News Service. All references to time and dates in this Circular are to time and dates in London.

## DEFINITIONS

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

<b>Act</b>	Companies Act 2006 (as amended)
<b>Buy Back</b>	the proposed buy back of the Deferred Shares (conditional upon the passing of the Resolutions)
<b>Buy Back Agreement</b>	the agreement between Company and the appointed representative of the Selling Shareholders pursuant to which the Buy Back will be effected (assuming that the Resolutions are passed at the General Meeting)
<b>Buy Back Shares</b>	the 10,000 new New Ordinary Shares to be subscribed for to finance the Buy Back (assuming that Resolution 1 is passed at the General Meeting and the Sub-Division takes place)
<b>Company or Sunrise</b>	Sunrise Resources plc, registered in England & Wales with company number 05363956
<b>Deferred Shares</b>	deferred shares of 0.099 pence each in the capital of Company resulting from the Sub-Division (and each being a Deferred Share)
<b>Directors or Board</b>	the directors of the Company from time to time
<b>Document or Circular</b>	this document
<b>Existing Ordinary Shares</b>	ordinary shares of 0.1 pence each in the capital of Company
<b>General Meeting</b>	the General Meeting of the Company to be held at 9.00 a.m. on Wednesday 22 November 2023, notice of which is set out at the end of this Circular, and any adjournment thereof
<b>New Ordinary Shares</b>	ordinary shares of 0.001 pence each in the capital of Company resulting from the Sub-Division
<b>Notice</b>	the notice of General Meeting which is set out at the end of this Circular
<b>Proposals</b>	together the Sub-Division and the Buy Back
<b>Record Date</b>	6.00 p.m. on Wednesday 22 November 2023 being the record date and time for the purpose of the Sub-Division
<b>Resolutions</b>	the resolutions to be proposed at the General Meeting as set out in the Notice
<b>Selling Shareholders</b>	the holders of the Deferred Shares, being the holders of the Existing Ordinary Shares as at the Record Date (assuming that Resolution 1 is passed at the General Meeting and the Sub-Division takes place)
<b>Shareholders</b>	the holders of the Existing Ordinary Shares on the Record Date
<b>Sub-Division</b>	the sub-division of the existing share capital of the Company such that each Existing Ordinary Share is subdivided into one New Ordinary Share and one Deferred Share

**LETTER FROM THE CHAIRMAN OF**  
**SUNRISE RESOURCES PLC**  
*(Incorporated in England and Wales with registered number 05363956)*

*Directors*

Patrick Cheetham (*Executive Chairman*)  
Roger Murphy (*Non-Executive Director*)  
James Cole (*Non-Executive Director*)

*Registered Office*

Sunrise House  
Hulley Road  
Macclesfield  
Cheshire  
SK10 2LP  
United Kingdom

7 November 2023

***To Shareholders of Sunrise Resources plc and (for information only)  
to holders of share options and warrants in the Company***

Dear Shareholder

**Proposed sub-division of share capital of the Company, cancellation of  
Deferred Shares and Notice of General Meeting**

**1. GENERAL MEETING**

I am writing to you with details of a General Meeting which we are holding on Wednesday 22 November 2023 at 9.00 a.m. at The Great Room, Central Court, 25 Southampton Buildings, London, WC2A 1AL. The notice convening the General Meeting and the resolutions being proposed are set out at the end of this Circular. I would like to take this opportunity to explain to you the effect of the Resolutions, which the Board will be asking you to consider at the General Meeting.

This Circular also explains why the Board believes that it is in the best interests of Shareholders that the Resolutions set out in the notice of general meeting set out in the end of this Circular to effect the proposed Sub-Division and Buy Back be approved by the Shareholders.

**The purpose of this Circular is to explain the background to and reasons for the Sub-Division and the Buy Back, to explain why the Board considers the Proposals to be in the best interests of the Company and the Shareholders as a whole and why the Directors recommend that you vote in favour of the Resolutions.**

**2. SUB-DIVISION**

The Company presently has 4,095,052,030 ordinary shares of 0.1 pence each in issue as at the date of this Circular. The mid-market price of the Existing Ordinary Shares as at Friday 3 November 2023 (being the latest practicable date prior to publication of this Circular) is 0.07 pence per Existing Ordinary Share. As the Company is not permitted by law to issue shares at an issue price which is below their nominal value, it is unable, in the present climate, to raise funds by way of a fresh issue of new Existing Ordinary Shares due to the fact that the market price of the Existing Ordinary Shares is below their nominal value. In order to enable the Company to issue shares in the future at an issue price which exceeds their nominal value, shareholder approval is being sought to complete a sub-division of the ordinary share capital of the Company. Each of the Existing Ordinary Shares will be subdivided into 1 New Ordinary Share and 1 Deferred Share.

The authorities granted at the last annual general meeting of the Company to issue and allot shares pursuant to section 551 of the Act was referenced to the nominal value of the Existing Ordinary Shares, meaning that when applied to the New Ordinary Shares, the Company theoretically would have the ability to issue more New Ordinary Shares. However, for the avoidance of doubt the Directors have undertaken that the number of New Ordinary Shares that can be issued under these authorities will not exceed the number of Existing Ordinary Shares that could have been issued notwithstanding the lower

nominal value of the New Ordinary Shares. Additionally, as at the date of this Document the Directors have no intention of issuing any new equity securities, other than the Buy Back Shares, assuming the passing of the Resolutions at the General Meeting.

**The Sub-Division will not of itself affect the value of your shareholding. After the Sub-Division, there will be the same number of New Ordinary Shares in issue as there are Existing Ordinary Shares in issue and therefore your current shareholding will not be diluted unless a further equity fundraising is completed by the Company.**

**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. You will not be issued with a new share certificate for your New Ordinary Shares and the existing one will remain valid.**

The Company's International Securities Identification Number (ISIN) will not change.

**Holders of options or warrants over Existing Ordinary Shares will maintain the same rights as currently accruing to them, including in relation to any anti-dilution protection and will not be issued with new warrant or option certificates.**

Following the Sub-Division, and as disclosed in the Company's Regulatory News Service announcement of 5 June 2023, the Floor Price for the convertible security issued to Towards Net Zero LLC, as defined in the Company's Regulatory News Service announcement of 30 November 2022, will be reset to the nominal value of the New Ordinary Shares.

The Deferred Shares will have attached to them the following rights and restrictions:

*As regards income*

The Deferred Shares shall not entitle the holders thereof to receive any dividend or other distribution.

*As regards voting*

The Deferred Shares shall not entitle the holders thereof to receive notice of or to attend or vote at any General Meeting of the Company.

*As regards capital*

On return of capital on a winding up the holders of the Deferred Shares shall only be entitled to receive the amount paid up on such shares after the holders of the New Ordinary Shares have received the sum of 0.001 for each New Ordinary Share held by them and shall have no other right to participate in the assets of the Company.

The Deferred Shares are liable to be cancelled without payment of any consideration to the holders thereof.

*As regards transfer*

The Deferred Shares shall not be transferable without the consent of the directors of the Company.

The Company is authorised at any time:

- (i) to appoint a person to execute on behalf of the holders of the Deferred Shares a transfer thereof and/or an agreement to transfer the same, without making any payment to the holders thereof and persons so entitled, to such persons as the Company may determine as holder thereof beneficially entitled thereto; and
- (ii) pending any such transfer not to issue certificates for the Deferred Shares;

*As regards variation of rights*

Neither:

- (i) the passing by the Company of any resolution for a reduction of capital involving the cancellation of the Deferred Shares without any repayment of capital in respect thereof, or a reduction of

share premium account, or the obtaining by the Company or the making by the court of an order confirming any such reduction of capital or share premium account of the making effective of such order; nor

- (ii) the purchase by the Company in accordance with the provisions of the Act of any of its own shares or other securities or the passing of a resolution to permit any such purchase;

shall constitute a modification, variation or abrogation of the rights attaching to the Deferred Shares and accordingly the Deferred Shares may at any time be cancelled for no consideration by means of a reduction in capital or purchased by the Company, at its option at any time, in accordance with the provisions of the Act, without making any payment to the holder thereof and without recourse to the holder, and to cancel the same without making any payment to or obtaining the sanction of the holder or holders thereof.

The Company may, at its option at any time, purchase all or any of the Deferred Shares then in issue, at a price not exceeding £1 in aggregate.

#### *As regards further issues*

The rights conferred by the Deferred Shares shall not be varied or abrogated by the creation or issue of further shares ranking *pari passu* with or in priority to the Deferred Shares.

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

Application has been made to the London Stock Exchange for admission of the New Ordinary Shares to trading on AIM. Provided that the Sub-Division is approved at the General Meeting, it is expected that the Sub-Division will become effective and admission of the New Ordinary Shares will take place at 8.00 a.m. on Thursday 23 November 2023.

### **3. BUY BACK AND CANCELLATION OF DEFERRED SHARES**

Subject to the Sub-Division being approved, then because the Deferred Shares effectively carry no value, and in order to ensure that the balance sheet of the Company is kept simple, it proposes to acquire and cancel the Deferred Shares for £1.00 in aggregate.

Under the Companies Act a share buy back by a public company (such as the Company) can only be financed through distributable reserves or the proceeds of a fresh issue of shares made for the purpose of financing a share buy back. The Company currently has no distributable reserves to finance the £1.00 consideration payable for the buy back of the Deferred Shares and, therefore, the buy back of the Deferred Shares will be financed out of the proceeds of a fresh issue of 10,000 New Ordinary Shares ("**Buy Back Shares**") made for the purpose of financing the Buy Back. Accordingly, the Company will allot and will issue the Buy Back Shares to Peterhouse Capital Limited, at a price of 0.07 pence per Buy Back Share (being the average closing mid-market price of the Existing Ordinary Shares for the five Business Days ending on Friday 3 November 2023), part of the proceeds of which will be used to fund the purchase of the Deferred Shares for an aggregate purchase price of £1.00. The Board considers this to be the preferable method for funding the buy back of the Deferred Shares given the Company currently has no distributable reserves.

Application will be made to the London Stock Exchange for admission of the Buy Back Shares to trading on AIM. Provided that the Buy Back is approved at the General Meeting it is expected that admission of the Buy Back Shares will take place on or around 8.00 a.m. on Wednesday 29 November 2023 and that dealings in the Buy Back Shares will commence at the same time, following which the total number of New Ordinary Shares in issue in the Company will be 4,095,062,030.

### **4. TERMS OF THE BUY BACK AGREEMENT**

Pursuant to the rights attaching to the Deferred Shares as set out in Resolution 1 (if passed at the General Meeting) the buy back and cancellation of the Deferred Shares can be effected by way of an off-market buy back agreement to be entered into between the Company and an appointed representative of the holders of the Deferred Shares. The Company's entry into the Buy Back Agreement will require the approval of a resolution of Shareholders in accordance with section 694(2) of the Act.



Pursuant to the rights attaching to the Deferred Shares as set out in Resolution 1 (if passed at the General Meeting) the Selling Shareholders will irrevocably authorise the Company to appoint any person to execute a transfer and/or any agreement to transfer the Deferred Shares to the Company at any time. Under the terms of the Buy Back Agreement, which will be entered into after the General Meeting (if Resolution 2 is passed at the General Meeting), the Company will purchase and subsequently cancel all of the Deferred Shares, for an aggregate consideration of £1.00, as contemplated by the rights and obligations attaching to the Deferred Shares as set out in Resolution 1. A copy of a draft of the Buy Back Agreement will be available to view on the Company's website [www.sunriseresourcesplc.com](http://www.sunriseresourcesplc.com) and at the Company's registered office for not less than 15 days ending with the date of the General Meeting and at the General Meeting itself.

The Company intends to appoint Mr Rodney Venables, the Company Secretary, as the appointed representative of the Selling Shareholders to execute the Buy Back Agreement on behalf of the Selling Shareholders.

## **5. RESOLUTIONS TO BE PROPOSED**

The Resolutions will each be proposed as ordinary resolutions, requiring a simple majority (that is over 50 per cent.) of those voting in person or by proxy to vote in favour.

### ***Resolution 1 – Sub-Division***

Resolution 1 is proposed to obtain the authority of the Shareholders for the sub-division of each Existing Ordinary Share into one New Ordinary Share and one Deferred Share.

### ***Resolution 2 – Buy Back and Cancellation of Deferred Shares***

Resolution 2 is conditional upon the passing of Resolution 1 and if passed will allow the Company to buy back and cancel the Deferred Shares.

## **6. ACTION TO BE TAKEN**

Whether or not you intend to be present at the meeting, you are invited to appoint a proxy in accordance with the instructions set out in the notes accompanying the Notice. The proxy appointment should be submitted to Link Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL as soon as possible and, in any event, so as to arrive not later than 9.00 a.m. on Monday 20 November 2023.

If you require a hard copy Form of Proxy, instruction on how to do so, and when and how it should be returned are set out in notes accompany the Notice.

## **7. RECOMMENDATION**

At this stage in its development the Company relies on raising funds from the equity markets through the issue of new shares and unless Resolution 1 is passed this will not be possible whilst the Company's Existing Ordinary Shares trade on AIM at a price that is less than their nominal value. The Board considers the Proposals to be in the best interests of Shareholders and the Company as a whole and if not put in place the Company will not be in a position to continue to raise funds to continue its activities whilst the Existing Ordinary Shares trade at a price below their nominal value. The Directors therefore recommend that you vote in favour of the Resolutions, as they intend to do in respect of their own directly held shareholdings, which in aggregate amount to 153,846,801 Existing Ordinary Shares being 3.76 per cent. of the entire issued Existing Ordinary Shares of the Company as at Friday 3 November 2023 (being the latest practicable date prior to publication of this Circular).

Yours faithfully,

**Patrick Cheetham**  
*Executive Chairman*



# THE COMPANIES ACT 2006 PUBLIC COMPANY LIMITED BY SHARES

## NOTICE OF GENERAL MEETING OF SUNRISE RESOURCES PLC

(the “Company”)

(Incorporated in England and Wales with Registered No 05363956)

Notice is hereby given that a General Meeting of the Company will be held on Wednesday 22 November 2023 at 9.00 a.m. at The Great Room, Central Court, 25 Southampton Buildings, London, WC2A 1AL for the purpose of considering and, if thought fit, passing the resolutions set out below as ordinary resolutions.

Capitalised terms contained in this notice shall have the meaning given to them in the Circular published by the Company dated the same date as this notice (the “Circular”).

### **Resolution 1**

THAT, the issued share capital of the Company be subdivided such that each existing ordinary share of 0.1 pence in the capital of the Company (“**Existing Ordinary Share**”) be subdivided into one ordinary share of 0.001 pence (“**New Ordinary Share**”) and one Deferred Share of 0.099 pence (“**Deferred Share**”), each such Deferred Share to have the following rights and restrictions attached to it:

#### *As regards income*

The Deferred Shares shall not entitle the holders thereof to receive any dividend or other distribution;

#### *As regards voting*

The Deferred Shares shall not entitle the holders thereof to receive notice of or to attend or vote at any General Meeting of the Company;

#### *As regards capital*

On return of capital on a winding up the holders of the Deferred Shares shall only be entitled to receive the amount paid up on such shares after the holders of the New Ordinary Shares have received the sum of 0.001 pence for each Ordinary Share held by them and shall have no other right to participate in the assets of the Company.

The Deferred Shares are liable to be cancelled without payment of any consideration to the holders thereof;

#### *As regards transfer*

The Deferred Shares shall not be transferable without the consent of the directors of the Company.

The Company is authorised at any time:

- (i) to appoint a person to execute on behalf of the holders of the Deferred Shares a transfer thereof and/or an agreement to transfer the same, without making any payment to the holders thereof and persons so entitled, to such persons as the Company may determine as holder thereof beneficially entitled thereto; and
- (ii) pending any such transfer not to issue certificates for the Deferred Shares;

#### *As regards variation of rights*

Neither:

- (i) the passing by the Company of any resolution for a reduction of capital involving the cancellation of the Deferred Shares without any repayment of capital in respect thereof, or a reduction of share premium account, or the obtaining by the Company or the making by the court of an order confirming any such reduction of capital or share premium account or the making effective of such order; nor

- (ii) the purchase by the Company in accordance with the provisions of the Act of any of its own shares or other securities or the passing of a resolution to permit any such purchase;

shall constitute a modification, variation or abrogation of the rights attaching to the Deferred Shares and accordingly the Deferred Shares may at any time be cancelled for no consideration by means of a reduction in capital or purchased by the Company, at its option at any time, in accordance with the provisions of the Act, without making any payment to the holder thereof and without recourse to the holder, and to cancel the same without making any payment to or obtaining the sanction of the holder or holders thereof.

The Company may, at its option at any time, purchase all or any of the Deferred Shares then in issue, at a price not exceeding £1 in aggregate;

*As regards further issues*

The rights conferred by the Deferred Shares shall not be varied or abrogated by the creation or issue of further shares ranking *pari passu* with or in priority to the Deferred Shares.

**Resolution 2**

THAT, subject to the passing of Resolution 1, the Company's entry into and performance of its obligations under the Buy Back Agreement to be entered into between the Company and the Selling Shareholders in relation to the purchase and cancellation of the Deferred Shares be and are hereby approved and authorised for the purposes of section 694(2) of the Companies Act 2006 and for all other purposes, provided that this authority shall expire on 31 January 2024 or, if earlier, when the Company has completed the purchase of all of the Deferred Shares pursuant to this authority.

By order of the Board

**R G Venables**

*Company Secretary*

Dated: 7 November 2023

**Registered Office:**

Sunrise House, Hulley Road, Macclesfield, Cheshire SK10 2LP United Kingdom

## Voting at the General Meeting, Electronic Voting, Proxy Notes and Instructions

The following notes explain your general rights as a shareholder and your right to attend and vote at the General Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at 6.00 p.m. on Monday 20 November 2023. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
2. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 15 minutes prior to the commencement of the Meeting at 9.00 a.m. (UK time) on Wednesday 22 November 2023 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
4. 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).
5. 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 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 Meeting.
6. Shareholders can vote either:
  - 6.1 by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions to appoint one or more proxies and direct your votes.
  - 6.2 via the LinkVote+ app (please refer to notes below).
  - 6.3 by hard copy Form of Proxy. You may request a hard copy Form of Proxy directly from the Registrars, Link Group, via email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or on Tel: 0371 664 0300. 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 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales.
  - 6.4 in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
  - 6.5 if you are an institutional investor you may also be able to appoint a proxy electronically via the Poxymity platform (please refer to the notes below).
  - 6.6 by attending the meeting and voting in person.

In order for a proxy appointment to be valid a proxy must be completed. In each case the Proxy must be received by the Registrars, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL by 9.00 a.m. on Monday 20 November 2023.

7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrars before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
8. LinkVote+ is a free app for smartphone and tablet provided by Link Group (the Company's registrar). It offers shareholders the option to submit a proxy appointment quickly and easily online, as well as real-time access to their shareholding records. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.



9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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 or instruction 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 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 RA10) by 9.00 a.m. on Monday 20 November 2023. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. 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 shall be 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. 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.
12. Proxymity Voting – if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 9.00 a.m. on Monday 20 November 2023 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 Proxymity'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 Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
13. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
14. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.