

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS OF THIS DOCUMENT OR THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR BROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 (AS AMENDED) IF YOU ARE RESIDENT IN THE UNITED KINGDOM OR, IF NOT, FROM ANOTHER APPROPRIATELY AUTHORISED INDEPENDENT FINANCIAL ADVISER, IMMEDIATELY.**

**Application is being made to the London Stock Exchange for the New Ordinary Shares and the Placing Shares to be admitted to trading on the AIM market of the London Stock Exchange.**

If you have sold or otherwise transferred all your Existing Ordinary Shares in Oracle Power plc (“Oracle”), please forward this Document and the enclosed Form of Proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold only part of your holding, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately. Such documents should not however be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction.

---

# **ORACLE POWER PLC**

**(Incorporated and registered in England and Wales with registered No. 05867160)**

**Proposed Capital Reorganisation, Placing  
and  
Notice of General Meeting**

---

A letter from the Chairman of Oracle is set out on pages 7 to 11 of this Document which includes a recommendation of the Directors on page 10.

Notice of the General Meeting of Oracle to be held at 11.00 a.m. on 23 October 2023 at the offices of Charles Russell Speechlys LLP, 5 Fleet Place, London EC4M 7RD, is set out on pages 12 to 15 of this Document. Whether or not you plan to attend the General Meeting, please complete the enclosed Form of Proxy. To be valid, the accompanying Form of Proxy for use at the General Meeting should be completed, signed and returned in accordance with the instructions printed on it so as to reach the Company’s registrar, Neville Registrars Limited, as soon as possible and, in any event, no later than 11.00 a.m. on 19 October 2023.

The completion and return of a Form of Proxy will not prevent you from attending, speaking and voting at the General Meeting in person should you wish to do so. As an alternative to completing the hard-copy proxy form, shareholders can appoint a proxy electronically with Neville Registrars Limited at [www.sharegateway.co.uk](http://www.sharegateway.co.uk) and by completing the authentication requirements including use of your personal proxy registration code as shown on the lower right of your proxy form. For an electronic proxy appointment to be valid, Neville Registrars Limited must receive your appointment no later than 11.00 a.m. on 19 October 2023.

Copies of this Document, which is dated 5 October 2023, will be available free of charge to the public during normal working hours on any weekday (except public holidays) from the registered office of the Company at Tennyson House, Cambridge Business Park, Cambridge CB4 0WZ.

No person should construe the contents of this Document as legal, tax or financial advice and recipients of this Document should consult their own advisers on the matter described in this document.

**CONTENTS**

	<b>Page</b>
Expected Timetable of Principal Events	3
Statistics relating to the Capital Reorganisation and Placing	4
Definitions	5
Letter from the Chairman of Oracle Power plc	7
Appendix: Notice of General Meeting	12
Enclosed	Form of Proxy

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2023

Date of this Document and posting of the Form of Proxy	5 October
Latest time and date for receipt of the Forms of Proxy	11.00 a.m. on 19 October
General Meeting	11.00 a.m. on 23 October
Record time and date for Sub-Division	6.00 p.m. on 23 October
Expected date of admission of the New Ordinary Shares to trading on AIM	8.00 a.m. on 24 October
Expected date of admission of the Placing Shares to trading on AIM	8.00 a.m. on 27 October
Expected date CREST accounts are to be credited with the Placing Shares in uncertificated form	27 October
Expected date for despatch of definitive certificates for Placing Shares (in certificated form)	week commencing 30 October

### Notes:

- 1 References to times in this Document are to London time (unless otherwise stated).
- 2 The times and/or dates set out in the timetable above may be subject to change.
- 3 If any of the above times or dates should change, the revised times and/or dates will be notified by an announcement to a regulatory information service.

## STATISTICS RELATING TO THE CAPITAL REORGANISATION AND PLACING

Number of Existing Ordinary Shares in issue at the date of this Document	3,735,415,387
Total expected number of New Ordinary Shares in issue following the Capital Reorganisation	3,735,415,387
Total expected number of Deferred Shares in issue following the Capital Reorganisation	3,735,415,387
Number of Placing Shares to be issued	1,000,000,000
Issue Price per Placing Share	0.035 pence
Gross Proceeds of the Placing	£350,000
Number of New Ordinary Shares (including the Placing Shares) in issue immediately following Admission	4,735,415,387

## DEFINITIONS

<b>Act</b>	the Companies Act 2006 (as amended);
<b>Admission</b>	admission of the New Ordinary Shares and the Placing Shares to trading on AIM and such admission becoming effective in accordance with the AIM Rules;
<b>AIM Rules</b>	the AIM Rules for Companies and the AIM Rules for Nominated Advisers, as issued by the London Stock Exchange from time to time;
<b>AIM</b>	the market of that name operated by the London Stock Exchange;
<b>Articles</b>	the articles of association of the Company;
<b>Capital Reorganisation</b>	the capital reorganisation of each Existing Ordinary Share into one New Ordinary Share and one Deferred Share;
<b>certificated or in certificated form</b>	a share or security which is not in uncertificated form (that is, not in CREST);
<b>Company or Oracle</b>	Oracle Power plc (registered under company number 05867160);
<b>CREST</b>	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in the CREST Regulations);
<b>CREST Regulations</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended;
<b>Deferred Shares</b>	the deferred shares of 0.099 pence each in the capital of the Company to be created following the Sub-Division;
<b>Directors</b>	the directors of the Company whose names are set out on page 7 of this Document;
<b>Document</b>	this document;
<b>Euroclear</b>	Euroclear UK & International Limited, the operator of CREST;
<b>Existing Ordinary Shares or Shares</b>	the 3,735,415,387 ordinary shares of 0.1 pence each in the capital of the Company in issue as at the date of this Document;

<b>Form of Proxy</b>	the form of proxy accompanying this Document for use at the General Meeting;
<b>General Meeting or GM</b>	the general meeting of the Company to be held at the offices of Charles Russell Speechlys LLP at 5 Fleet Place, London EC4M 7RD on 23 October 2023 at 11.00 a.m., notice of which is set out at the end of this Document;
<b>Issue Price</b>	0.035 pence per Placing Share
<b>London Stock Exchange</b>	London Stock Exchange plc;
<b>New Ordinary Shares</b>	the ordinary shares of 0.001 pence each in the capital of the Company to be created following the Sub-Division;
<b>Placing</b>	the conditional Placing, as announced by the Company on 4 October 2023, whereby the Placing Shares are to be issued at 0.035 pence per Placing Share
<b>Placing Shares</b>	the 1,000,000,000 New Ordinary Shares to be issued in relation to the Placing following approval of the Resolutions
<b>Resolutions</b>	the resolutions to be proposed at the General Meeting, details of which are set out in this Document;
<b>Shareholder(s)</b>	the holders of Existing Ordinary Shares from time to time;
<b>Sub-Division</b>	the sub-division of each Existing Ordinary Share into one New Ordinary Share and one Deferred Share to effect the Capital Reorganisation; and
<b>United Kingdom</b>	the United Kingdom of Great Britain and Northern Ireland.

**NOTES:**

- 1 All references in this Document to “£” or “pence” are to the lawful currency of the UK.
- 2 All references to legislation in this Document are to English legislation unless the contrary is indicated.

## LETTER FROM THE CHAIRMAN OF ORACLE POWER PLC

### Registered Office

Tennyson House Cambridge Business Park  
Cambridge CB4 0WZ

(Incorporated and registered in England  
and Wales with registered number  
05867160)

5 October 2023

### Directors:

Mark Steed (Non-Executive Chairman)  
Naheed Memon (Chief Executive Officer)  
David Hutchins (Non-Executive Director)

Dear Shareholder

### Proposed Capital Reorganisation, Placing and Notice of General Meeting

#### 1 INTRODUCTION

The Company announced on 4 October 2023 a placing to raise gross proceeds of £350,000 by way of issuing 1,000,000,000 New Ordinary Shares in the capital of the Company at an issue price of 0.035p per New Ordinary Share (the "**Issue Price**") ("**Placing Shares**"). The Placing is conditional, *inter alia*, on the Capital Reorganisation being approved by Shareholders and admission of the New Ordinary Shares and the Placing Shares to trading on AIM.

The net proceeds of the Placing will be primarily used to support the advancement of the Company's green hydrogen project (the "**Project**") through the joint venture with His Highness Sheikh Ahmed Dalmook Al Maktoum (through his wholly owned company, Kaheel Energy Limited). As stated in the announcement of 4 October 2023, the Placing is conditional on the passing of certain resolutions requiring the convening of a general meeting, as further described below.

The Company's Shares have been trading on AIM at below the current nominal value of the Existing Ordinary Shares (0.1 pence). The Act prohibits a company from issuing shares at a discount to the nominal or par value of its shares. Therefore, in order to ensure that the Company can carry out the Placing, it is necessary to reduce the nominal value of the Company's Existing Ordinary Shares.

The Directors therefore propose to effect a Capital Reorganisation on the following basis:

- each of the Existing Ordinary Shares of 0.1 pence each will be subdivided into and reclassified as one New Ordinary Share of 0.001 pence each and one Deferred Share of 0.099 pence each;

- each New Ordinary Share is an ordinary share in the capital of the Company with a nominal value of 0.001 pence each and having identical rights to the Existing Ordinary Shares;
- each Deferred Share is a deferred share in the capital of the Company with a nominal value of 0.099 pence each and having those rights set out in the Articles as to be amended; and
- an amendment of the Articles to set out the rights attaching to the Deferred Shares.

This is a technical change only, and does not affect the rights of any holder of Existing Ordinary Shares. Following the Capital Reorganisation becoming effective, the New Ordinary Shares will have the same ISIN, SEDOL code and number of total voting rights as the Existing Ordinary Shares.

The Capital Reorganisation is subject to Shareholders' approval at the General Meeting, notice of which is set out at the end of this Document.

The purpose of this Document is to provide Shareholders with details of the Placing and Capital Reorganisation and to explain why the Directors are recommending Shareholders to vote in favour of the Capital Reorganisation at the General Meeting.

## 2 PROPOSED CAPITAL REORGANISATION

The Capital Reorganisation requires the passing of the resolutions in relation to the Capital Reorganisation, being Resolutions 1 and 2, at the General Meeting, which is to be held at 11.00 a.m. on 23 October 2023. If the Resolutions are passed, the Capital Reorganisation will become effective immediately following the close of business on that date.

It is proposed that each Existing Ordinary Share of 0.1 pence in the capital of the Company be subdivided into one New Ordinary Share of 0.001 pence and one Deferred Share of 0.099 pence each.

For purely illustrative purposes, examples of the effects of the proposed Capital Reorganisation (should it be approved by Shareholders) are set out below:

<b>Number of Existing Ordinary Shares held</b>	<b>Number of New Ordinary Shares following the Capital Reorganisation</b>	<b>Number of Deferred Shares following the Capital Reorganisation</b>
99	99	99
100	100	100
1,000	1,000	1,000

The issued share capital of the Company immediately following completion of the Capital Reorganisation (assuming no issue of Shares, including any exercise of options or other convertible instruments between the date of this document and the close of business on 23 October 2023) will comprise 3,735,415,387 New Ordinary Shares and 3,735,415,387 Deferred Shares.

The New Ordinary Shares created upon implementation of the Capital Reorganisation will have the same rights as the Existing Ordinary Shares including voting, dividend, return of capital and other rights.



### **3 THE PLACING AND ADMISSION**

The Company announced on 4 October 2023 a placing to raise gross proceeds of £350,000 by way of issuing 1,000,000,000 Placing Shares at the Issue Price. Pursuant to the Placing, placees will receive one warrant for every two Placing Shares subscribed for, exercisable at a price of 0.07 pence per ordinary share, for a period of two years from the date of the Placing. The Placing is conditional, *inter alia*, on the Capital Reorganisation being approved by Shareholders and admission of the New Ordinary Shares and the Placing Shares to trading on AIM.

The Placing is necessary to provide funds to support the advancement of the Project through the joint venture with His Highness Sheikh Ahmed Dalmook Al Maktoum (through his wholly owned company, Kaheel Energy Limited) in the short to medium term.

The Placing has been carried out by CMC Capital Markets ("CMC") and the Company has entered into a placing agreement with CMC dated 3 October 2023 pursuant to which CMC, as agent to the Company, has procured placees for the Placing Shares at the Placing Price. CMC will receive 80 million warrants over New Ordinary Shares, exercisable at the Placing Price for a period of two years from the date of the Placing.

Application will be made for the New Ordinary Shares and the Placing Shares to be admitted to trading on AIM. It is expected that Admission will become effective in respect of the New Ordinary Shares at 8.00 a.m. on or around 24 October 2023, and that Admission will become effective and that dealings in the Placing Shares will commence at 8.00 a.m. on or around 27 October 2023. Following Admission of both the New Ordinary Shares and the Placing Shares, the Company's voting share capital will comprise 4,735,415,387 New Ordinary Shares.

### **4 AMENDMENT TO ARTICLES**

The proposed Capital Reorganisation necessitates certain alterations to the Articles. These changes are proposed as Resolution 2 in order to include the rights and restrictions attaching to the Deferred Shares.

### **5 RIGHTS ATTACHING TO NEW ORDINARY SHARES AND THE DEFERRED SHARES**

The New Ordinary Shares arising upon implementation of the Capital Reorganisation will have the same rights as the Existing Ordinary Shares including voting, dividend, return of capital and other rights.

The Deferred Shares will have no dividend or voting rights and, upon a return of capital, the right only to receive the amount paid up thereon after the holders of the Ordinary Shares in the capital of the Company have received not only the aggregate amount paid up on those shares, but also £1 million per Ordinary Share. The Deferred Shares will not be traded on AIM or any other market.

It is a condition of issue of the Deferred Shares that no share certificates will be issued in respect of them and CREST accounts of holders of New Ordinary Shares will not be credited with any Deferred Shares.

Accordingly, the Deferred Shares will, for all practical purposes, be valueless and it is the Board's intention, at an appropriate time, to have the Deferred Shares cancelled, whether through an application to the Companies Court or otherwise in accordance with the Act.

## 6 GENERAL MEETING

You will find set out at the end of this Document a notice convening the General Meeting to be held at the offices of Charles Russell Speechlys LLP at 5 Fleet Place, London EC4M 7RD at 11.00 a.m. on 23 October 2023.

The Resolutions to be proposed at the General Meeting are as follows:

### **Resolution 1: Capital Reorganisation**

An ordinary resolution to authorise the Company to undertake the Capital Reorganisation by way of the Sub-Division. The Board considers it desirable to effect the Capital Reorganisation to enable the Placing to take place.

### **Resolution 2: Articles amendment**

The Company is proposing to amend the Articles by inserting new Article 4A, which sets out the rights attaching to the Deferred Shares. This is a special resolution.

## 7 ACTION TO BE TAKEN

Holders of Existing Ordinary Shares will find enclosed with this Document a Form of Proxy for use by them at the General Meeting.

Whether or not you are able to attend the General Meeting, holders of Existing Ordinary Shares are requested to complete the enclosed Form of Proxy and return it to the Company's registrars, Neville Registrars Limited, as soon as possible and, in any event, so as to arrive by 11.00 a.m. on 19 October 2023. The completion and return of a Form of Proxy will not prevent you from attending the General Meeting and voting in person if you subsequently wish to do so.

Shareholders are reminded that if their Ordinary Shares are held in the name of a nominee, only that nominee or its duly appointed proxy can be counted in the quorum at the General Meeting.

**If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice from your broker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser, immediately.**

## 8 RECOMMENDATION

In the event that the Resolutions are not passed, the Company will be unable to complete the Placing or raise equity capital unless the placing price is above each Existing Ordinary Shares' current nominal value.

The Directors consider that the Capital Reorganisation is fair and reasonable and is in the best interests of the Company and its Shareholders as a whole and will promote the success of the Company. The Directors therefore recommend that you to vote in favour of each of the Resolutions, as they intend to do in respect of their own beneficial holdings.

Yours faithfully

**Mark Steed**

*Non-Executive Chairman*

**ORACLE POWER PLC**

(Registered in England and Wales No 05867160)

## NOTICE OF GENERAL MEETING

### ORACLE POWER PLC

(Registered number 05867160, registered office Tennyson House, Cambridge Business Park, Cambridge, England, CB4 0WZ)

Notice is hereby given that the general meeting of Oracle Power plc (the **Company**) will be held at 11.00 a.m. on 23 October 2023 at the offices of Charles Russell Speechlys LLP, 5 Fleet Place, London EC4M 7RD for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as an ordinary resolution in the case of resolution 1 and a special resolution in the case of resolution 2:

#### ORDINARY RESOLUTION

- 1 THAT every ordinary share of 0.1 pence each in the capital of the Company in issue at 6.00 p.m. on 23 October 2023 (**Existing Ordinary Shares**) be sub-divided into one ordinary share of 0.001 pence in the capital of the Company (**New Ordinary Share**) and one Deferred Share of 0.099 pence in the capital of the Company (**Deferred Share**) and that the New Ordinary Shares shall have the same rights and be subject to the same restrictions as the Ordinary Shares that are currently in issue and as set out in the Articles and that the Deferred Shares shall have the rights and be subject to the restrictions set out in the Articles, as amended by resolution 2 below.

#### SPECIAL RESOLUTION

- 2 **THAT** the Articles be amended by inserting a new article 4A:

“The share capital of the Company is divided into Ordinary Shares and Deferred Shares of 0.099 pence each (the “Deferred Shares”). The Deferred Shares shall have attached to them the following rights and restrictions:

##### **4A. 1 as regards income**

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

##### **4A. 2 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

##### **4A. 3 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 Ordinary Shares have received (a) the sum of 0.001 pence for each Ordinary Share held by them and (b) £1 million of return of capital per Ordinary Share, and shall have no other right to participate in the assets of the Company.

##### **4A. 4 as regards transfer**

The Company is authorised at any time 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.

##### **4A.4.5 as regards share certificates**

No share certificates shall be issued to holders of Deferred Shares, either on issue or on transfer.

#### **4A. 5 as regards variation of rights**

Neither the passing by the Company of any resolution for a:

4A.5.1 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

4A.5.2 the purchase by the Company in accordance with the provisions of the Acts 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 Acts, 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.

#### **4A. 6 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 *par passu* with or in priority to the Deferred Shares.”

By Order of the Board

Nicholas Lee  
Company Secretary  
5 October 2023

**Registered Office**  
Oracle Power plc  
Tennyson House  
Cambridge Business Park  
Cambridge  
CB4 0WZ

## NOTES

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 6.00 p.m. on Thursday 19 October 2023 or, if the meeting is adjourned, at 6.00 p.m. 48 hours prior to the time fixed for the adjourned meeting (excluding bank holidays and weekends), shall be entitled to vote at the meeting or adjourned meeting.
2. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights, to speak and vote in relation to the General Meeting (**GM**) and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company. Details of how to appoint the Chairman of the GM or another person as your proxy using the proxy form are set out in the notes to the proxy form.
4. 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 the Company's Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD to obtain another hard copy form.
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 GM.
6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be completed and signed, sent or delivered to the Company's Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD by no later than 11.00 a.m. on Thursday 19 October 2023.
7. As an alternative to completing a hard copy proxy form, shareholders can appoint a proxy electronically with Neville Registrars Limited at [www.sharegateway.co.uk](http://www.sharegateway.co.uk) and by completing the authentication requirements including use of your personal proxy registration code as shown on the lower right of your proxy form. For an electronic proxy appointment to be valid, Neville Registrars Limited must receive your appointment no later than 11.00 a.m. on Thursday 19 October 2023.
8. CREST members may vote by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below. 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. 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 Neville Registrars (whose CREST ID is 7RA11) by 11 a.m. on Thursday 19 October 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. 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. In the case of a member that 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.

9. 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).
10. 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 hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Company's Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD. 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.
11. You may not use any electronic address provided either in this notice of general meeting or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
12. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:
  - a. to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - b. the answer has already been given on a website in the form of an answer to a question; or
  - c. it is undesirable in the interests of the company or the good order of the meeting that the question be answered.
13. As at 4 October 2023 (the latest practicable date before the publication of this notice), the issued share capital of the Company comprised 3,735,415,387 Existing Ordinary Shares, each with one vote. There are no Existing Ordinary Shares held in treasury. The total number of voting rights as at 4 October 2023 was therefore 3,735,415,387.