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If you have sold or otherwise transferred all of your Ordinary Shares, please send this document and the accompanying Form of Proxy as soon as possible to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred some (but not all) of your Ordinary Shares, please retain these documents and consult the stockbroker or other agent through whom the sale or transfer was effected.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves of and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.



STRIP TINNING HOLDINGS PLC

(incorporated and registered in England and Wales with registered number 13832126)

NOTICE OF ANNUAL GENERAL MEETING

This document should be read as a whole. Your attention is drawn to the letter from the Chairman which recommends that you vote in favour of the resolutions to be proposed at the Annual General Meeting.

Notice of the Annual General Meeting of the Company to be held at the offices of Singer Capital Markets at 1 Bartholomew Lane, London EC2N 2AX on 30 June 2023 at 9.30 a.m. is set out on pages 8 to 10 of this document. A Form of Proxy is also enclosed with this document for use at the Meeting. Forms of Proxy should be completed and returned to the Company's registrars, Link Group, at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL as soon as possible and in any event so as to be received not later than 48 hours (excluding non-business days) before the time fixed for the Meeting.



Alternatively, you may submit a proxy appointment online by registering on the Signal shares portal at www.signalshares.com and following the instructions. If you have not yet registered for the Signal shares portal you will need your investor code (IVC) which is detailed on your share certificate or is available by calling Link Group.

Shareholders who hold their shares in uncertificated form may use the CREST electronic proxy appointment service. In order for a proxy appointment made using the CREST service to be valid, the appropriate CREST message must be properly authenticated and 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 Company's registrars, Link Group (ID RA10), by no later than 48 hours (excluding non-business days) before the time fixed for the Meeting.

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.

Completion and return of the Form of Proxy or submission of a proxy appointment online or via CREST will not preclude Shareholders from attending and voting at the Meeting should they so wish. For full details on proxy appointments, see the notes to the Notice of Annual General Meeting and accompanying Form of Proxy.

Link Group, the Company's registrar, has launched a shareholder app: LinkVote+. It's free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

| Apple App Store | GooglePlay |
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Copies of this document will be available from the Company's registered office at Arden Business Park, Arden Road, Frankley, Birmingham, B45 0JA from the date of this document until the date of the Meeting. This document will also be available for download from the Company's website: <http://www.striptinning.com/>.

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DEFINITIONS

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

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| “Act” | the Companies Act 2006; |
| “Annual General Meeting”, “Meeting” or “AGM” | the annual general meeting of the Company to be held at the offices of Singer Capital Markets at 1 Bartholomew Lane, London EC2N 2AX on 30 June 2023 at 9.30 a.m., notice of which is set out at the end of this document; |
| “Articles” | the articles of association of the Company as at the date of this document; |
| “Board” or “Directors” | the directors of the Company whose names are set out on page 5 of this document; |
| “Company” | Strip Tinning Holdings plc, a company incorporated in England and Wales with registered number 13832126, whose registered address is at Arden Business Park, Arden Road, Frankley, Birmingham, B45 0JA; |
| “CREST” | the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear UK & International Limited which facilitates the transfer of title to shares in uncertificated form; |
| “CREST Regulations” | the Uncertificated Securities Regulations 2001 (SI 2001/3755) including any enactment or subordinate legislation which amends or supersedes those regulations and any applicable rules made under those regulations or any such enactment or subordinate legislation for the time being in force; |
| “Form of Proxy” | the form of proxy enclosed with this document for use by Shareholders in connection with the Annual General Meeting; |
| “Latest Practicable Date” | the close of business on 6 June 2023 (being the latest practicable date prior to publication of this document); |
| “Ordinary Shares” | the ordinary shares of £0.01 each in the capital of the Company; and |
| “Shareholders” | the holders of Ordinary Shares from time to time. |

Letter from the Chairman of Strip Tinning Holdings plc

Directors:

Adam Robson *Executive Chairman*
Richard Barton *Chief Executive Officer*
Adam Levan *Chief Financial Officer*
Paul George *Non-Executive Director*
Matthew Taylor *Non-Executive Director*

Registered Number:

13832126

Registered Office:

Arden Business Park
Arden Road
Frankley
Birmingham, B45 0JA

7 June 2023

Dear Shareholder,

Notice of Annual General Meeting

I am delighted to invite you to the Annual General Meeting of Strip Tinning Holdings plc, which is to be held at the offices of Singer Capital Markets at 1 Bartholomew Lane, London EC2N 2AX on 30 June 2023 at 9.30 a.m.

Resolutions to be proposed at the Annual General Meeting

This circular gives some background and explanation to the resolutions to be proposed at the AGM. The resolutions are set out in the Notice of Annual General Meeting on pages 8 to 10 of this document. Resolutions 1 to 8 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 9 to 11 are proposed as special resolutions. This means that for each of these resolutions to be passed, at least three quarters of the votes cast must be in favour of the resolution.

Resolution 1 – To receive the Annual Report and Accounts

The directors must present the accounts and report of the Company for the year ended 31 December 2022 to Shareholders at the AGM. Resolution 1 proposes that the audited financial statements of the Company, the strategic report, the directors' report and the auditor's report for the year ended 31 December 2022, be received.

Resolution 2 – Auditor's re-appointment and remuneration

The auditors of a public company must be appointed at each general meeting at which accounts are laid. Resolution 2 proposes the re-appointment of Mazars LLP, as the Company's auditors to hold office until the next annual general meeting of the Company at which the accounts are laid and to authorise the Directors to determine their remuneration.

Resolutions 3 to 7 – Re-appointment of Directors

The Articles require that members of the Board retire by rotation and stand for re-appointment by Shareholders if they wish to continue to serve as Directors of the Company. At each annual general meeting one third of the Directors who are subject to retirement by rotation or, if their number is not a multiple of three, the number nearest to but not exceeding one third, shall retire from office. Notwithstanding this requirement, the Directors have determined that each of them will stand for re-appointment on an annual basis in accordance with best practice.

Biographical details of each of the Directors can be found in the Company's annual report for the financial year ended 31 December 2022.

Resolution 8 – Power of the Board to allot shares

Under the Act, the Directors require shareholder authority to allot equity securities. This resolution will, if passed, grant that authority in accordance with section 551 of the Act in respect of a maximum nominal amount of £103,064 which represents approximately two-thirds of the Company's issued ordinary shares (excluding treasury shares) as at the Latest Practicable Date.

As provided in sub-paragraph 8(a) of this resolution, up to half of this authority (equal to one-third of the issued share capital of the Company) will enable Directors to allot and issue new shares in whatever manner (subject to pre-emption rights) they see fit. Sub-paragraph 8(b) of the resolution provides that the remainder of the authority (equal to a further one-third) may only be used in connection with a fully pre-emptive offer. As paragraph 8(a) imposes no restrictions on the way the authority may be exercised, it could be used in conjunction with paragraph 8(b) so as to enable the whole two-thirds authority to be used in connection with a fully pre-emptive offer.

The authority granted by this resolution will expire on the earlier of the conclusion of next year's annual general meeting and 30 September 2024.

The Directors have no present intention to exercise the authority conferred by this resolution.

Resolutions 9 and 10 – Disapplication of statutory pre-emption rights (special resolutions)

Under the Act, the Directors require shareholder authority to issue equity securities for cash without first offering them to the whole shareholder base *pro rata* to their existing holdings in accordance with the statutory requirements of section 561 of the Act. Resolutions 9 and 10 will, if passed, give the Directors this authority within the specified limitations. Resolution 9 provides a general authority and resolution 10 is in respect of allotments and/or sale of treasury shares to finance acquisitions and capital investments.

These resolutions are in line with the Pre-Emption Group's Statement of Principles 2022, the template resolutions published by the Pre-Emption Group in 2022 and the Share Capital Management Guidelines published by the Investment Association (as updated in February 2023) (the "**Investor Guidelines**"). The Company notes the increase in the acceptable levels of authority set out in the Pre-Emption Group's Statement of Principles 2022 and the Directors consider it appropriate for the Company to seek those enhanced approvals to maximise its ability to act swiftly in the interests of Shareholders should a need or opportunity arise. The Directors will, if the resolutions are passed, have authority to freely allot shares up to 10 per cent. of the Company's issued share capital and/or sell treasury shares for cash, with additional allotments and/or sales for cash permitted only for:

- offers which are essentially pre-emptive but enable the Directors to make pragmatic decisions to deal with logistical and regulatory issues in connection with the offer (up to two-thirds of the Company's issued share capital in total); and
- financing specified investments and acquisitions in line with the Investor Guidelines (up to 10 per cent. of the Company's issued share capital).

The Directors have no present intention to exercise the authority conferred by these resolutions.

The authorities set out in these resolutions will expire on the conclusion of next year's annual general meeting or, if earlier, on 30 September 2024.

Resolution 11 – Buyback of own shares (special resolution)

This resolution seeks authority for the Company to make market purchases of its own Ordinary Shares as permitted by the Act and is proposed as a special resolution. If passed, the resolution gives authority for the Company to purchase up to 1,545,971 Ordinary Shares, representing approximately 10 per cent. of the Company's issued ordinary share capital (excluding treasury shares) as at the Latest Practicable Date. The authority specifies the minimum and maximum prices that may be paid for any Ordinary Shares and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of next years' annual general meeting or, if earlier, on 30 September 2024. The Directors intend to seek renewal of the authority at each annual general meeting of the Company.

Although the Directors do not currently have any intention of exercising the authority granted by this resolution, this resolution provides the flexibility to allow them to do so in the future. In considering whether to use this authority, the Directors will take into account market conditions, appropriate gearing levels, the Company's share price, other investment opportunities and the overall financial position of the Company. The Directors will only exercise the authority to purchase Ordinary Shares where they consider that such purchases will be in the best interests of Shareholders generally and will result in an increase in earnings per Ordinary Share.

Any shares purchased in the market under this authority may be either cancelled or held as treasury shares, which may then be cancelled, sold for cash or used to satisfy obligations under its employee share schemes. No dividends are paid on shares while they are in treasury and no voting rights attach to treasury shares.

As at the Latest Practicable Date, there were options outstanding over 1,214,963 Ordinary Shares in the Company, representing 7.9 per cent. of the Company's issued Ordinary Share capital (excluding treasury shares). If the authority granted by this resolution were exercised in full, the options would represent 8.7 per cent. of the issued Ordinary Share capital (excluding treasury shares) as at the Latest Practicable Date. The Company does not have any outstanding share warrants.

Form of proxy

You can vote in respect of your shareholding by attending the Meeting or by appointing one or more proxies to attend the Meeting and vote on your behalf. If you appoint a proxy, you may still attend and vote at the Meeting (in substitution for your proxy) in person should you decide to do so.

Proxies may be appointed by either:

- completing and returning the enclosed Form of Proxy; or
- online by logging on to www.signalshares.com and submitting a proxy appointment by following the instructions; or
- voting via the Proxymity platform; or
- using the CREST electronic proxy appointment service (for CREST members only).

In any case, the notice of appointment of a proxy should reach the Company's registrars, Link Group, at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by no later than 48 hours (excluding non-business days) before the time fixed for the AGM. Please refer to the Notes to the Notice of Annual General Meeting and the enclosed Form of Proxy for detailed instructions.

Questions

Those Shareholders that are not able to attend the Annual General Meeting are encouraged to register any questions in advance of the AGM by submitting these to: shareholders@striptinning.com no later than 48 hours (excluding non-business days) before the time fixed for the Meeting. Questions will be responded to individually and any areas of significant interest will be addressed with answers on the Company's website as soon as practicable following the AGM.

Board Recommendation

The Board considers that each of the ordinary resolutions and the special resolutions is in the best interests of the Company and its Shareholders as a whole and it unanimously recommends to Shareholders that they should vote in favour of each of them as the Board intend to do so in respect of the Ordinary Shares held by them.

Yours faithfully

Adam Robson
Chairman

STRIP TINNING HOLDINGS PLC

(incorporated and registered in England and Wales no. 13832126)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at the offices of Singer Capital Markets at 1 Bartholomew Lane, London EC2N 2AX on 30 June 2023 at 9.30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, of which resolutions 1 to 8 (inclusive) will be proposed as ordinary resolutions and resolutions 9 to 11 (inclusive) as special resolutions:

Ordinary Resolutions

Resolution 1: To receive the audited financial statements of the Company, the strategic report, the directors' report and the auditor's report for the period ended 31 December 2022.

Resolution 2: To re-appoint Mazars LLP as auditors of the Company to act as such until the conclusion of the next annual general meeting of the Company at which the accounts are laid before the members and to authorise the Directors of the Company to determine their remuneration.

Resolution 3: To re-appoint Adam Robson as a Director of the Company, who retires by rotation in accordance with Article 95 of the Articles of Association and, being eligible, offers himself for re-appointment.

Resolution 4: To re-appoint Richard Barton as a Director of the Company, who retires by rotation in accordance with Article 95 of the Articles of Association and, being eligible, offers himself for re-appointment.

Resolution 5: To re-appoint Adam Levan as a Director of the Company, who retires by rotation in accordance with Article 95 of the Articles of Association and, being eligible, offers himself for re-appointment.

Resolution 6: To re-appoint Paul George as a Director of the Company, who retires by rotation in accordance with Article 95 of the Articles of Association and, being eligible, offers himself for re-appointment.

Resolution 7: To re-appoint Matthew Taylor as a Director of the Company, who retires by rotation in accordance with Article 95 of the Articles of Association and, being eligible, offers himself for re-appointment.

Resolution 8: THAT, in accordance with section 551 of the Companies Act 2006 (the "**Act**"), the Directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Rights**"):

- (a) up to an aggregate nominal amount of £51,532 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (b) below in excess of such sum); and
- (b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £103,064 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (a) above) in connection with a fully pre-emptive offer:
 - (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange,

and provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the next annual general meeting of the Company or 30 September 2024, whichever is earlier to occur, save that the Company may, before such expiry, make offers or enter agreements which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

Special Resolutions

Resolution 9: THAT, subject to the passing of resolution 8, the Directors be authorised to allot equity securities (as defined in section 560 of the Companies Act 2006 (the “**Act**”)) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to:

- (a) the allotment of equity securities in connection with an offer or issue of equity securities (but in the case of the authority granted under resolution 8(b), by way of a fully pre-emptive offer only):
 - (i) to holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to their respective holdings; and
 - (ii) to holders of other equity securities as may be required by the rights attached to those securities or, if the directors consider it desirable, as may be permitted by such rights,

but subject in each case to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange;

- (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £15,459; and
- (c) the allotment of equity securities or sale of treasury shares (otherwise than under sub paragraph (a) or (b) above) up to a nominal amount equal to 20 per cent. of any allotment of equity securities or sale of treasury shares from time to time under sub paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

and provided that this authority shall expire at the end of the next annual general meeting of the Company or 30 September 2024, whichever is earlier to occur (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of any such offers or agreements notwithstanding that the power conferred by this resolution has expired.

Resolution 10: THAT, subject to the passing of resolution 8, the Directors be authorised in addition to any authority granted under resolution 9, to allot equity securities (as defined in section 560 of the Companies Act 2006 (the “**Act**”)) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £15,459,

such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction

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

- (b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20 per cent. of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

and provided that this authority shall expire at the end of the next annual general meeting of the Company or 30 September 2024, whichever is earlier to occur (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of any such offers or agreements notwithstanding that the power conferred by this resolution has expired.

Resolution 11: THAT, the Company be generally and unconditionally authorised for the purpose of section 701 of the Companies Act 2006 (the “**Act**”) to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of £0.01 each in the capital of the Company on such terms and in such manner as the directors may from time to time determine, provided that:

- (a) the maximum aggregate number of ordinary shares which may be purchased is 1,545,971;
- (b) the minimum price (excluding expenses) which may be paid for each ordinary share is £0.01;
- (c) the maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:
 - (i) an amount equal to 105 per cent. of the average of the middle market quotations of an ordinary share in the Company, as derived from the London Stock Exchange Daily Official List, for the five business days immediately before the day on which the purchase is made; and
 - (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out; and
- (d) the authority conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the Company’s next annual general meeting or, if earlier, on 30 September 2024, save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which may be executed wholly or partly after the expiry of such authority.

By Order of the Board

Adam Levan

Company Secretary

Dated: 7 June 2023

Registered office: Arden Business Park, Arden Road, Frankley, Birmingham B45 0JA

Notes to the Notice of Annual General Meeting

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only shareholders entered on the register of members of the Company at close of business on 28 June 2023 (or in the event that this meeting is adjourned, on the register of members at the time which is 48 hours (excluding non-business days) before the time appointed for holding the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of the Company registered in their name at that time. Changes to the register after the relevant time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Appointment of proxies

2. A shareholder is entitled to appoint one or more proxies to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company. 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 share or shares held by that shareholder.
3. The appointment of a proxy will not preclude a shareholder from attending in person at the meeting and voting if he or she wishes to do so.
4. Unless otherwise indicated on the Form of Proxy, CREST or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion or withhold from voting.

Appointment of proxy using the accompanying Form of Proxy

5. A Form of Proxy is enclosed. To appoint more than one proxy, please photocopy the form. Please state each proxy's name and the number of shares in relation to which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) in the boxes indicated on the form. Please also indicate if the Form of Proxy is one of multiple forms being returned. All Forms of Proxy must be signed and should be returned together in the same envelope. In the case of joint shareholders, the signature of any one of them will suffice, but the names of all joint holders should be stated.
6. To be valid, a duly completed Form of Proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be delivered by hand or sent by post to the offices of the Company's registrar, Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL so as to be received not less than 48 hours (excluding non-business days) before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be).

Appointment of proxy online

7. To be valid, the proxy vote must be submitted at www.signalshares.com so as to have been received by the Company's registrars not less than 48 hours (excluding non-business days) before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be). If you have not yet registered for the Signal shares portal you will need your investor code (IVC) which is detailed on your share certificate or is available by calling our registrar. By registering on the Signal shares portal at www.signalshares.com, you can manage your shareholding, including:
 - cast your vote;
 - change your dividend payment instruction;
 - update your address; and
 - select your communication preference.
8. Any power of attorney or other authority under which the proxy is submitted must be returned to the Company's Registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

9. *If you need help with voting online please contact our registrar, Link Group by email at shareholderenquiries@linkgroup.co.uk, or you may call Link on 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. Link Group is open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.*
10. *Alternatively, you can vote using the shareholder app: LinkVote+. It's free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play.*

Appointment of proxy via Proxymity

11. *If you are an institutional investor, you may 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. Your proxy must be lodged not less than 48 hours (excluding non-business days) before the time fixed for the holding of the meeting 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.*

Appointment of proxy through CREST

12. *CREST members who wish to appoint a proxy or proxies for the meeting, including any adjournments of the meeting, through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.*
13. *In order for a proxy appointment made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's ("**Euroclear**") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Link Group (ID RA10) no later than 48 hours (excluding non-business days) before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be). 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 Link Group 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.*
14. *CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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 or her 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.*
15. *The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.*

Changing proxy instructions

16. To change your proxy instructions, simply submit a new proxy appointment using one of the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If the Company receives more than one appointment of a proxy in respect of any one share, the appointment received last revokes each earlier appointment and the Company's decision as to which appointment was received last is final.

Termination of proxy appointments

17. In order to revoke a proxy appointment you must notify the Company of the termination at least two hours before the commencement of the meeting.

Joint shareholders

18. In the case of joint shareholders, the vote of the senior who tenders a vote, whether in person (including by corporate representative) or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholders. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.

Corporate representatives

19. A corporation which is a shareholder may, by resolution of its directors or other governing body, authorise one or more persons to act as its representative at the meeting. Corporate representatives should bring with them to the meeting: (i) an original or certified copy of the resolution authorising them; or (ii) an original letter on the shareholder's letterhead, signed by an authorised signatory, confirming that they are so authorised.

Issued shares and total voting rights

20. As at the date of this notice of general meeting, the Company's issued share capital comprised 15,459,714 ordinary shares of £0.01 each fully paid. The Company does not hold any shares in treasury. 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 date of this notice of general meeting is 15,459,714.

Communication

21. Shareholders who have general queries about the meeting should contact our registrar, Link Group, by calling Link Group's shareholder helpline on 0371 664 0300 (calls to this number are charged at the standard geographical rate and will vary by provider) or from overseas on +371 664 0300 (charged at the applicable international rates). Lines are open from 9.00 a.m. to 5.30 p.m. on business days (i.e. Monday to Friday but excluding public holidays). No other methods of communication will be accepted.
22. You may not use any electronic address provided in this notice of annual general meeting or in any related documents (including the accompanying Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
23. The Register of Directors' interests, copies of directors' service contracts and letters of appointment of non-executive directors will be available for inspection at the registered office of the Company during normal business hours on any weekday (weekends and public holidays excluded) from the date of this notice of meeting until the close of the meeting.
24. The return of a completed Form of Proxy will not prevent a member attending the Annual General Meeting and voting in person if the member wishes to do so.

