

This is an important document and requires your immediate attention.

If you are in any doubt about the action you should take, you should consult an independent financial adviser. If you have recently sold or transferred your shares in One Media iP Group Plc (the "**Company**") you should forward this document to your bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The registered office of One Media iP Group Plc is, Pinewood Studios, 623 East Props Building, Pinewood Road, Iver Heath, Bucks SL0 0NH. Registered in England and Wales with company number 05799897.

One Media iP Group plc

Notice of

Annual General Meeting

26 April 2023 at 11.00 a.m.

This year's Annual General Meeting ("AGM") will be held at the of Orrick, Herrington, Sutcliffe (UK) LLP ("Scrutineer") at 107 Cheapside, London, EC2V 6DN, United Kingdom. Further details of the AGM are explained in the letter from the chairman of the Company ("Chairman") set out on pages 4 to 7 of this notice of AGM ("Notice").

All voting on the resolutions ("Resolutions" and each, a "Resolution") at the AGM will be conducted on a poll, which means that you should submit your form of proxy ("Form of Proxy") as soon as possible. There will be a limited opportunity to submit a separate poll card in a short interval after the AGM formally concludes.

Contents

1	Chairman's Letter	4 – 8
2	Notice of AGM and Resolutions to be proposed	9 – 12
3	Important Notes	13 – 15
4	Other Information	16 – 17
4	Form of Proxy (enclosed)	

Key times and dates

Dispatch of this document	30 March 2023
Latest time for receipt of proxies	11.00 a.m. on 24 April 2023
AGM	11.00 a.m. on 26 April 2023

How to vote

Your votes matter. If you cannot attend the AGM, please vote your shares by appointing the Chairman of the Company as your proxy. You can vote by returning the Form of Proxy that you received with this document.

All voting at the AGM will be held as a poll in accordance with the provisions of the articles of association of the Company ("**Articles**") so you can rest assured that your vote will count. You will be able to submit a poll card (if you wish to change your votes contained in your completed Form of Proxy or have not voted prior to the AGM) in a short window after the meeting has formally closed. Instructions on how to do this will be given by the Chairman at the AGM.

As a shareholder of the Company ("**Shareholder**"), you may appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the AGM, provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares in the capital of the Company ("**Ordinary Share**" or "**Ordinary Shares**") held by that Shareholder. A proxy need not be a member of the Company.

You can register your vote(s) for the AGM with Share Registrars Ltd (the "**Registrar**") either:

- by logging on to www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions; or
- by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

How to speak

If you wish to raise a question at the AGM, we ask that you submit your question in advance. We would politely remind you that the board of directors of the Company ("**Directors**" or the "**Board**") will not answer questions relating to the individual rights of Shareholders at the AGM itself, but if you wish to submit such a question by email, we will respond to the extent we are able.

If you chose to submit a question, we will confirm to you at least 48 hours in advance of the AGM that the question will be addressed. Unless you specifically request otherwise, the Chairman will put your question to the AGM and identify you by name as the person who has put the question. Conducting the AGM in this way will allow everyone present to clearly hear the question.

In addition, there will be a short period at the start of the AGM for additional questions, but we would be grateful if any matters could be raised in advance, as this will enable questions to be dealt with expediently.

Shareholders will be invited to ask their questions by the AGM host on the day.

Please submit any questions by email to agm@onemediaip.com with the subject line "AGM Question".

LETTER FROM THE CHAIRMAN ONE MEDIA IP GROUP PLC

(Incorporated and registered in England and Wales with registered company number 05799897)

Dear Shareholder,

I look forward to welcoming you at the Company's AGM, at 11.00 a.m. on 26 April 2023.

1. Before the AGM

In the usual way we ask and encourage Shareholders to vote for the AGM Resolutions by appointing the Chairman as a Shareholder's proxy. Accordingly, Shareholders are encouraged to vote by logging on to www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions; or by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the Form of Proxy accompanying this Notice. To be valid, the Form of Proxy provided or other instrument appointing a proxy must be received by 11.00 a.m. on 24 April 2023, or in the case of shares held through CREST, via the CREST system.

In accordance with our Articles, the Chairman is exercising his discretion to demand, in advance, that all voting at the AGM will be conducted on a poll and there will be no show of hands. This means that votes will be counted for all the shares that you have.

Please remember to submit any questions in advance in accordance with the instructions on page 3 by email to agm@onemediaip.com with the subject line "AGM Question."

If you wish to appoint a corporate representative, please contact the Registrar in the usual way.

2. On the Day of the AGM

The AGM takes place at 11.00 a.m. on 26 April 2023.

The AGM will take place at the offices of the Scrutineer at: 9th Floor, 107 Cheapside, London, EC2V 6DN, United Kingdom.

At the opening of the AGM, the Chairman will open the AGM and address any questions that have been submitted in advance. There will then be a short opportunity to put any additional questions. Shareholders should indicate if they would like to ask a question by raising their hand. Attendees are kindly asked to remain silent until they are invited to ask a question.

The Chairman will formally put the Resolutions to the AGM and advise of the proxy votes received in advance.

The AGM will then formally close the AGM.

Shareholders will have the option to submit a poll card to record their vote. Poll cards will be handed out by the Scrutineer at the beginning of the AGM.

If you (a) have already submitted a proxy instruction and do not wish to change your vote; or (b) do not wish to vote, you do not need to submit a poll card.

Poll cards can be submitted to the Scrutineer up to 30 minutes after the close of the AGM.

The results of the AGM will be announced by Regulatory News Service ("**RNS**") and posted to the Company's website www.omip.co.uk on the day of the AGM. The full poll results will also be published on

this website at the same time. The business of the AGM comprises Resolutions that public companies regularly bring to shareholders.

3. The Business of the AGM

The business of the AGM covered by Resolutions 1 to 10 is as follows:

Resolution 1 - Report and accounts

Ordinary Resolution

Resolution 1 is for the Directors to present the Company's annual report and accounts ("**2022 Annual Report**") for the period ended 31 October 2022 to Shareholders. The Annual Report and Accounts contain the financial statements for the 12 months' period ended 31 October 2022, together with the Strategic Report, the Directors' Report and the Auditors Report (the "**October 2022 Report and Accounts**") and is available on the Company's website www.omip.co.uk.

Resolution 2 – Directors' remuneration report

Ordinary Resolution

In accordance with section 439 of the Companies Act 2006 ("**Companies Act**"), Shareholders are requested to approve the Directors' remuneration report (the "**Directors' Remuneration Report**"), which can be found on pages 24 to 26 of the 2022 Annual Report. The Directors' Remuneration Report gives details of the Directors' remuneration for the period ended 31 October 2022. The Directors' Remuneration Report includes a statement from the chairman of the Remuneration Committee, the components of the executive Directors' remuneration, and the non-executive Directors' fees. The Company's auditors (the "**Auditors**"), James Cowper Kreston, have audited those parts of the Directors' Remuneration Report which are required to be audited and their report may be found in the 2022 Annual Report. The 2022 Annual Report has been approved by the Board and signed on its behalf by the chairman of the Remuneration Committee. The vote on the Directors' Remuneration Report is advisory in nature and therefore not binding on the Company.

Resolution 3 – Directors' remuneration policy

Ordinary Resolution

The Board has submitted a Directors' remuneration policy for Shareholder approval at the AGM. Accordingly, Shareholders are invited to approve the new Directors' remuneration policy by voting on Resolution 3. The proposed Directors' remuneration policy is contained in the Directors' remuneration report and can be found on page 24 of the 2022 Annual Report. It sets out the Company's forward-looking policy on Directors' remuneration and is subject to a binding Shareholder vote. If Resolution 3 is passed, the Directors' remuneration policy will take effect from the date of the AGM (the "**Effective Date**") and, from the Effective Date, the Company may not make a remuneration payment or payment for loss of office to a person who is, or is to be, or has been a Director of the Company unless that payment is consistent with the approved Directors' remuneration policy, or an amendment to that Directors' remuneration policy authorising the Company to make such a payment has been approved by a Shareholders' resolution. The Directors are required to seek Shareholder approval of their remuneration policy at least every three years, except in the event that a change to the Directors' remuneration policy is proposed or the advisory vote on the Directors' remuneration report is not passed in any year subsequent to the approval of the Directors' remuneration policy. It is, therefore, intended that the Directors' remuneration policy will apply for three years.

Resolution 4 – Re-appointment of Michael Infante as a Director

Ordinary Resolution

The Articles provide for all Directors to retire each year, and, if they agree to do so, to offer themselves for re-election. Accordingly, Resolution 4 is to approve the re-election as a Director, of Michael Infante, who retires and offers himself for reelection. Biographies for all the Directors, including Michael Infante, are set out in the October 2022 Annual Report and are also set out on the Company's website (www.omip.co.uk).

Resolution 5 – Re-appointment of Alice Dyson as a Director

Ordinary Resolution

Resolution 5 is to approve the re-election of Alice Dyson as a Director. Biographies for all the Directors, including Alice Dyson, are set out in the October 2022 Annual Report and are also set out on the Company's website (www.omip.co.uk).

Resolution 6 – Re-appointment of Steven Gunning as a Director

Ordinary Resolution

Resolution 6 is to approve the re-election of Steven Gunning as a Director. Biographies for all the Directors, including Steven Gunning, are set out in the October 2022 Annual Report and are also set out on the Company's website (www.omip.co.uk).

Resolution 7 – Re-appointment of Claire Blunt as a Director

Ordinary Resolution

Resolution 7 is to approve the re-election of Claire Blunt as a Director. Biographies for all the Directors, including Claire Blunt, are set out in the October 2022 Annual Report and are also set out on the Company's website (www.omip.co.uk).

Resolution 8 – Re-appointment of Brian Berg as a Director

Ordinary Resolution

Resolution 8 is to approve the re-election of Brian Berg as a Director. Biographies for all the Directors, including Brian Berg, are set out in the October 2022 Annual Report and are also set out on the Company's website (www.omip.co.uk).

Resolution 9 – Re-appointment of Mark Adams as a Director

Ordinary Resolution

Resolution 9 is to approve the re-election of Mark Adams as a Director. Biographies for all the Directors, including Mark Adams, are set out in the October 2022 Annual Report and are also set out on the Company's website (www.omip.co.uk).

Resolution 10 – Re-appointment of Auditors

Ordinary Resolution

The Auditors must be appointed or re-appointed at each AGM at which the financial statements are put before Shareholders. Resolution 10 is for the Shareholders to formally approve the reappointment of James

Cowper Kreston as Auditors of the Company until the conclusion of the next AGM of the Company at which financial statements are laid. The Resolution also authorises the Directors to agree the Auditors' remuneration.

Resolution 11 – Authority to allot shares

Ordinary Resolution

Resolution 11 is to grant the Directors authority to allot new Ordinary Shares. The last such authority was approved by Shareholders in May 2022 and it will expire at the conclusion of this AGM.

Section 551 of the Companies Act requires that Directors be authorised by Shareholders before any share capital can be issued.

At this stage in its development the Company relies on raising funds, from time to time, through the issue of Ordinary Shares from the equity markets and unless this Resolution is put in place the Company will not be in a position to continue to raise funds to continue with the development of its projects.

If approved by Shareholders, this Resolution will allow the Directors to allot new Ordinary Shares and grant rights to subscribe for, or convert other securities into, shares up to approximately 66.6% (or two thirds) of the Company's issued ordinary share capital. This new authority will expire at the conclusion of the Company's next AGM in 2024.

Resolution 12 – Disapplication of pre-emption rights

Special Resolution

Resolution 12 will be proposed in the event that Resolution 11 is passed by Shareholders. If the Directors wish to allot new Ordinary Shares and other equity securities (or sell treasury shares) for cash, English law requires that these Ordinary Shares are offered first to Shareholders in proportion to their existing holdings. There may be circumstances, however, when it is in the interests of the Company to be able to allot new equity securities for cash other than on a preemptive basis. For example, Resolution 12 will give the Directors authority to exclude certain categories of Shareholders in a rights issue where their inclusion would be impractical or illegal and also to issue shares other than by way of rights issues which are, for regulatory reasons, complex, expensive, time consuming and impractical for a company the size of One Media iP Group plc.

The authority, which is set at 10% of the Company's issued share capital, is in line with that taken by AIM-listed companies of a similar market size to the Company, and will expire at the conclusion of the AGM in 2024.

Resolution 13 – Declaration of final dividend

Ordinary Resolution

Resolution 13 will approve the payment of a final dividend of 0.055 pence per Ordinary Share. The record date for receipt of the final dividend is 11 April 2023.

Resolution 14 – Authority to buy back up to 5% of the Company's issued share capital

Special Resolution

Resolution 14, which is a special resolution, would allow the Company to buy back up to 5% of its issued Ordinary Shares. The Directors are committed to creating Shareholder value, and as such, buying back Ordinary Shares is one of the options they keep under review. The Directors will implement such purchases only if they consider it is in the Shareholders' best interests and before making such a decision, they will

consider the effect of such a buy back on earnings per Ordinary Share. The Company may consider holding any of its own Ordinary Shares that it purchases pursuant to the authority conferred by Resolution 12 as treasury shares as an alternative to cancelling them. This would give the Company the ability to re-issue such Ordinary Shares quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base.

The Directors believe that it is desirable for the Company to have this flexibility. Unless the Directors determine that they are to be held as treasury shares, any Ordinary Shares in its own issued share capital purchased by the Company would be cancelled and the number of Ordinary Shares in issue reduced accordingly. Ordinary Shares held in treasury would not automatically be cancelled and would not be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury). No dividends will be paid on Ordinary Shares whilst held in treasury and no voting rights will be exercisable in respect of treasury shares.

The power conferred by the passing of Resolution 14 will automatically lapse at the earlier of 15 months after the passing of Resolution 14 or, if earlier, at the next AGM in 2024.

RECOMMENDATION

The Directors believe that the proposed Resolutions are in the best interests of both the Company and its Shareholders and are most likely to promote the success of the Company. Accordingly, the Directors unanimously recommend that Shareholders to vote in favour of Resolutions 1 to 14 inclusive before the AGM by returning your proxy instruction by post or by email as indicated in the Form of Proxy, as they intend to do in respect of their beneficial shareholdings.

ACTION TO BE TAKEN

Shareholders will find enclosed a Form of Proxy for use at the AGM. Accordingly, Shareholders are encouraged to vote by logging on to www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions; or by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the Form of Proxy accompanying this Notice. To be valid, the Form of Proxy provided or other instrument appointing a proxy must be received by the Registrar, at the address shown on the Form of Proxy. For proxy appointments to be valid, they must be received no later than 11.00 a.m. on 24 April 2023.

Although Shareholders are encouraged to vote by proxy, completion and return of a Form of Proxy will not prevent you from participating in the AGM and submitting a poll card following the AGM to change your vote should you wish to do so.

Your votes do matter. Information about how to vote at the AGM is given on page 3 of this Notice. If you cannot attend the AGM, please vote your shares by appointing a proxy.

I look forward to hearing from you at the AGM.

Claire Blunt

Chairman
30 March 2023

ONE MEDIA IP GROUP PLC

(Incorporated and registered in England and Wales with registered number 05799897)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the AGM of the Company will be held on 26 April 2023 at 11.00 a.m. for the following purposes:

Ordinary Resolution

1. To approve the October 2022 Annual Report (including the financial statements for the period ended 31 October 2022 together with the Strategic Report, Corporate Governance Report, Remuneration Committee Report, Nomination Committee Report, Directors' Report and Independent Auditor's Report).

Ordinary Resolution

2. To approve the Directors' Remuneration Report contained on pages 24 to 26 of the 2022 Annual Report for the period ended 31 October 2022.

Ordinary Resolution

3. To approve the Director's remuneration policy contained on page 24 of the 2022 Annual Report for the period ended 31 October 2022.

Ordinary Resolution

4. To re-elect as a Director, Michael Infante, who retires and offers himself for re-election.

Ordinary Resolution

5. To re-elect Alice Dyson as a Director, who retires and offers herself for re-election.

Ordinary Resolution

6. To re-elect Steven Gunning as a Director, who retires and offers himself for re-election.

Ordinary Resolution

7. To re-elect Claire Blunt as a Director, who retires and offers herself for re-election.

Ordinary Resolution

8. To re-elect Brian Berg as a Director, who retires and offers himself for re-election.

Ordinary Resolution

9. To re-elect Mark Adams as a Director, who retires and offers himself for re-election.

Ordinary Resolution

10. To reappoint James Cowper Kreston as Auditor to the Company until the conclusion of the next AGM at which financial statements are laid. Resolution 8 also authorises the Directors to agree the Auditors' remuneration.

Ordinary Resolution

11. To renew, for the period ending on the date of the AGM in 2024, the authority and power conferred on the Directors by the Articles and the Companies Act, to exercise all powers of the Company to allot relevant securities in the Company and to grant rights to, subscribe for, or convert any security into Ordinary Shares in the capital of the Company:
- (a) to allot relevant securities up to an aggregate nominal amount equal to the amount of £370,373 (consisting of 740,746,812 Ordinary Shares of 0.5 pence each and representing approximately 33.3% of the aggregate nominal amount of the issued ordinary share capital of the Company); and
 - (b) comprising equity securities as defined in Section 560(1) of the Companies Act, up to a further aggregate nominal amount of £370,373 (consisting of 740,746,812 Ordinary Shares of 0.5 pence each and representing approximately 33.3% of the aggregate nominal amount of the issued ordinary share capital of the Company) in connection with an offer by way of a rights issue;

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Companies Act and to expire at the at the conclusion of the next AGM of the Company, to be held in 2024, save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require ordinary shares to be allotted or rights to subscribe for or to convert any security into ordinary shares after the authority ends.

For the purposes of this Resolution, "**rights issue**" means an offer to:

- (a) Shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (b) holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities, to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases 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, regulatory or practical problems in, or under the laws of, any territory.

Special Resolution

12. Subject to and conditionally upon the passing of Resolution 11, the Board be authorised to allot equity securities (as defined in the Companies 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 Companies Act did not apply to any such allotment or sale, such authority to be limited:
- (a) to allotments for rights issues and other pre-emptive issues; and

- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £111,223 (consisting of 22,244,625 Ordinary Shares of 0.5 pence each and representing approximately 10% of the aggregate nominal amount of the issued ordinary share capital of the Company);

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Companies Act and to expire at the conclusion of the next AGM of the Company, to be held in 2024, save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be allotted (and treasury shares to be sold) after the authority ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Ordinary Resolution

- 13. To approve a final dividend of 0.055 pence per Ordinary Share for the year ended 31 October 2022 to be paid on or by 26 May 2023 to the Shareholders on the register of members of the Company ("**Register of Members**") at the close of business on 6 April 2023.

Special Resolution

- 14. Subject to the provisions of the Articles and section 701 of the Companies Act, the Company be generally and unconditionally authorised to purchase by market purchase (as defined by Section 693 of the Companies Act) the Ordinary Shares (or equivalent number of subdivided shares) in its own capital subject to the following:
 - (a) the maximum number of Ordinary Shares which may be purchased is 11,122,312 (amounting to no more than an aggregate nominal amount of £55,611.56 (representing 5% of the Company's issued share capital of Ordinary Shares));
 - (b) the minimum purchase price (exclusive of all expenses) that may be paid for a share is the nominal value of the Ordinary Shares;
 - (c) the maximum purchase price for any share so purchased shall not exceed a sum (exclusive of all expenses) equal to: (i) 105% of the average of the middle market quotations for Ordinary Shares for the five business days immediately preceding the day of purchase and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an Ordinary Share as derived from the trading system of London Stock Exchange plc ("**London Stock Exchange Trading System**");
 - (d) unless previously revoked, varied or renewed, this authority shall expire on 15 months from the date of this Resolution 14 or if earlier, at the conclusion of the next AGM in 2024;
 - (e) the Company may make a contract for purchase which would, or might, be executed wholly or partly after the expiry of the authority conferred hereby; and
 - (f) any shares purchased pursuant to the authority conferred hereby may be selected by the Directors in any manner as they from time to time deem appropriate.

BY ORDER OF THE BOARD

OHS Secretaries Limited
Company Secretary
30 March 2023

IMPORTANT NOTES

The following notes explain your general rights as a Shareholder and your right to attend and vote at this AGM or to appoint the Chairman or someone else to vote on your behalf.

1. To be entitled to participate in and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the Register of Members at close of business on 24 April 2023 (or, in the event of any adjournment, 11.00 a.m. on the date which is 48 hours before the time of the adjourned AGM).

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 AGM. There are no other procedures or requirements for entitled Shareholders to comply with in order to participate in and vote at the AGM. In alignment with best practice for Listed Companies, and as required by the Articles, voting at the AGM will be conducted by way of a poll and not by a show of hands. The Company believes that a poll is more representative of Shareholders' voting intentions because Shareholder votes are counted according to the number of Ordinary Shares held and all votes tendered are taken into account.

2. Members are entitled to appoint a proxy to exercise all or part of their rights to participate in and to speak and vote on their behalf at the AGM. A Shareholder may appoint more than one proxy in relation to the AGM 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. Shareholders are encouraged to appoint the Chairman as their proxy but a third party may be appointed instead.

A Form of Proxy which may be used to make such appointment and give the proxy voting instructions accompanies this notice. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact the Registrar, Share Registrars Ltd at the address of the Registrar shown on the Form of Proxy.

3. 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).
4. Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act to enjoy information rights (a "**Nominated Person**") may, under an agreement between such Nominated Person and the Shareholder by whom such Nominated Person was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, such Nominated Person may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.
5. The statement of the rights of Shareholders in relation to the appointment of proxies in notes 2, 3 and 7 do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by Shareholders.
6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes "For" or "Against" the Resolution. A Shareholder who does not give any voting instructions in relation to a Resolution should note that such Shareholder's proxy will have authority to vote or withhold

a vote on that Resolution as such Shareholder's proxy thinks fit. A proxy will also have authority to vote or to withhold a vote on any other business (including amendments to Resolutions) which is properly put before the AGM, as such Shareholder's proxy thinks fit.

7. To be valid, any Form of Proxy or other instrument appointing a proxy must be sent by: logging on to www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions; post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the Form of Proxy accompanying this Notice.
8. For proxy appointments to be valid, Forms of Proxy must be received by no later than 11.00 a.m. on 24 April 2023. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use for the Form of Proxy carefully. Electronic communication facilities are open to all Shareholders and those who use them will not be disadvantaged.
9. The return of a completed Form of Proxy, or other such instrument will not prevent a Shareholder participating in the AGM and submitting a poll card following the AGM to change their vote if such Shareholder wishes to do so.
10. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that no more than one corporate representative exercises powers in relation to the same shares.
11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual.
12. 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 or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCO Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual.
14. The message, regardless of whether it relates to the appointment of a proxy or to 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 the issuer's agent **7RA36** by the latest time(s) for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
15. CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCO Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to

16. 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 CREST 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.
17. 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.

OTHER INFORMATION

A copy of this notice and other information required by section 311A of the Companies Act 2006 can be found at www.omip.co.uk.

Information rights

Under the Companies Act, there are a number of rights that may now be available to indirect investors of the Company, including the right to be nominated by the registered holder to receive general Shareholder communications direct from the Company.

The rights of indirect investors who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act, Nominated Persons, do not include the right to appoint a proxy. However, Nominated Persons may have a right under an agreement with the registered Shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

If you have been so nominated to receive general Shareholder communications direct from the Company, it is important to remember that your main contact in terms of your investment remains with the registered Shareholder or custodian or broker, or whoever administers the investment on your behalf. You should also deal with them in relation to any rights that you may have under agreements with them to be appointed as a proxy and to attend, participate in, and vote at the AGM, as described above.

Any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to us in error. The only exception to this is where the Company is exercising one of its powers under the Companies Act and writes to you directly for a response.

Statements related to the audit

Members satisfying the thresholds in section 527 of the Companies Act can require the Company to publish a statement on its website setting out any matter relating to:

- (a) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the AGM; and
- (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last AGM, that the members propose to raise at the AGM.

The Company cannot require the members requesting the publication to pay its expenses in connection with the publication. The Company must forward a copy of the statement to the auditors when it publishes the statement on the website. The business which may be dealt with at the AGM includes any such statement that the Company has been required to publish on its website.

Shareholder requisition rights

Members satisfying the thresholds in sections 338 and 338A of the Companies Act can require the Company:

- (a) to give to members of the Company entitled to receive notice of the AGM, notice of a Resolution which may properly be moved, and which those members intend to move, at the AGM; and
- (b) to include in the business to be dealt with at the AGM any matter (other than a proposed Resolution) which may properly be included in the business at the AGM, provided in each case that the requirements of those sections are met and provided that the request is received by the company not later than six clear weeks before the AGM or if later the time at which notice is given of the AGM.

Total voting rights and share capital

The Company has one class of authorised Ordinary Shares. The holders of Ordinary Shares are entitled to one vote per Ordinary Share on all matters that are subject to Shareholder vote.

As at 29 March 2023 (the latest practicable date before the publication of this notice), the issued share capital of the Company was comprised of 222,446,249 Ordinary Shares, each with a nominal value of 0.5 pence.

