

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should seek your own personal financial advice from your broker, bank manager, solicitor, accountant, or other financial adviser authorised under the Financial Services and Markets Act 2000.**

If you have sold or otherwise transferred all your Ordinary Shares in the Company, please send this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

The section of the Circular entitled “Definitions” contains a list of definitions of terms used in the Circular, including these cover pages.

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## **Jubilee Metals Group Plc**

*(Incorporated and registered in England and Wales under company registration number 04459850)*

Share code on AIM: JLP • ISIN: GB0031852162 • Share code JSE: JBL

### **Letter from the Chair Notice of General Meeting**

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This document should be read as a whole. Your attention is drawn to the letter from the Chair of the Company which is set out on pages 6 to 8 of this document and which recommends that you vote in favour of the resolutions to be proposed at the General Meeting and the notice convening General Meeting of the Company to be held at 11 a.m. (UK time), 12 p.m. (SA time) on Monday, 16 May 2022 as set out at the end of this document.

#### **IMPORTANT NOTE**

#### **COVID-19 AND THE COMPANY'S GENERAL MEETING**

**In making arrangements for the General Meeting, the Board has been closely monitoring public health guidance and legislation issued by the UK Government relating to the COVID-19 pandemic, as it affects England and Wales.**

**At the time of preparing this document, there are no legal COVID-19 restrictions in place in England. However, the safety of our employees, Shareholders and other stakeholders is of paramount importance to us, and we will be taking measures to reduce the COVID-19 risks associated with the holding of our General Meeting. We therefore encourage shareholders who wish to attend the General Meeting in person to wear face coverings while inside the meeting venue, including for the duration of the meeting.**

**Due to the constantly evolving nature of the pandemic, it is possible that physical participation at the General Meeting may be restricted. We will ensure that any changes to the General Meeting arrangements are published on our website and/or via the London Stock Exchange's Regulatory News Service. Please also check the latest Government guidance before you consider travelling to the venue.**

**Shareholders are reminded of their right to appoint a proxy and their ability to submit their voting instructions in advance of the meeting, rather than attend in person.**

**All votes at the General Meeting will be taken on a poll in any event and appointing the chair of the meeting as proxy will ensure that an appointing Shareholder's votes will be counted even if they do not attend the meeting in person. Further information and instructions on how to do this are provided below.**

**If you nevertheless plan to attend in person we would appreciate prior confirmation, by email to [info@jubileemetalsgroup.com](mailto:info@jubileemetalsgroup.com), to allow us to plan appropriately.**

Proxies may be submitted electronically using Link Group's Signal Shares share portal service at [www.signalshares.com](http://www.signalshares.com) or in hard copy form if you request a hard copy form of proxy from the Company's registrar, Link Group. In order to be valid, proxy appointments must be submitted using Link Group's Signal Shares share portal service or in hard copy form to Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL, in each case, by no later than 11 a.m (UK time) 12 p.m. (SA time) on Thursday, 12 May 2022 or 48 hours before any adjourned meeting, or in South Africa, Computershare Investor Services Proprietary Limited, Rosebank Tower, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonworld, 2132) Johannesburg, South Africa or emailed to [proxy@computershare.co.za](mailto:proxy@computershare.co.za), as soon as possible but in any event so as to arrive no later than 11 a.m. (UK time) 12 p.m. (SA time) on Thursday, 12 May 2022.

Further instructions relating to submitting proxy votes are set out in the Notice of General Meeting.

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### EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Shareholders on the register who are entitled to receive the notice of GM (SA)	Friday, 08 April 2022
Notice of GM posted to shareholders	Tuesday, 19 April 2022
Last date to trade in order to be eligible to participate in and vote at the GM (SA)	Monday, 9 May 2022
Record date for the purposes of determining which shareholders are entitled to participate in and vote at the GM (SA)	Thursday, 12 May 2022
Record date for the purposes of determining which shareholders are entitled to participate in and vote at the GM (UK)	Thursday, 12 May 2022
Latest time and date for receipt of CREST Proxy Instruction and other uncertificated instructions (UK)	11:00 a.m. (UK time) Thursday, 12 May 2022
Latest time and date for receipt of Proxy Forms, Dematerialised Holding Instruction and other uncertificated instructions (SA)	12:00 p.m. (SA time) Thursday, 12 May 2022
General Meeting	11:00 a.m. (UK time) 12:00 p.m. (SA time) Monday, 16 May 2022
Results of the General Meeting released on RNS and SENS	Monday, 16 May 2022

## DEFINITIONS

In this document the following expressions have the following meanings unless the context otherwise requires:

<b>“Act” or “Companies Act”</b>	the UK Companies Act 2006 (as amended from time to time);
<b>“AIM”</b>	the AIM market operated by the London Stock Exchange;
<b>“Board” or “Directors”</b>	the directors of the Company whose names are set out on page 6 of this document;
<b>“Certificated Shareholders”</b>	holders of Certificated Shares;
<b>“Certificated Shares”</b>	shares which are evidenced by a certificate or other physical document of title and which have not been Dematerialised;
<b>“Circular”</b>	this circular dated 19 April 2022;
<b>“Company” or “Jubilee”</b>	Jubilee Metals Group PLC;
<b>“CREST”</b>	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear which facilitates the transfer of title to shares in uncertificated form;
<b>“CREST Regulations”</b>	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;
<b>“Dematerialised”</b>	the process by which Certificated Shares are or are to be converted into electronic form under the Strate system for trading on the JSE or are converted into electronic form under CREST for trading on AIM, and “dematerialisation” or “dematerialising” shall have a corresponding meaning;
<b>“Dematerialised Shareholder”</b>	a Shareholder whose Ordinary Shares have been incorporated into the Strate system and CREST and which are no longer evidenced by a share certificate or other Documents of Title;
<b>“Documents of Title”</b>	share certificates, certified transfer deeds, balance receipts or any other documents of title to Ordinary Shares;
<b>“Euroclear”</b>	Euroclear UK & Ireland Limited, a company incorporated in England & Wales with registration number 02878738, being the Operator of CREST;
<b>“GM”</b>	the general meeting of the Company to be held on Monday, 16 May 2022;
<b>“Group”</b>	the Company and its subsidiaries;
<b>“JSE”</b>	JSE Limited, a public company incorporated under the laws of South Africa and registered under registration number 2005/022939/06 and licensed as an exchange under the South African Financial Markets Act;

<b>“London Stock Exchange”</b>	London Stock Exchange PLC;
<b>“Notice”</b>	the notice of the General Meeting, which is set out at the end of this document;
<b>“Ordinary Shares”</b>	ordinary shares of 1 penny each in the capital of the Company;
<b>“Resolutions”</b>	the resolutions to be proposed at the General Meeting, as set out in the Notice;
<b>“RNS”</b>	the Regulatory News System;
<b>“Shareholders”</b>	holders of Ordinary Shares;
<b>“South Africa”</b>	the Republic of South Africa;
<b>“Statutory Pre-Emption Rights”</b>	the statutory pre-emption rights contained in section 561 of the Companies Act;
<b>“Strate”</b>	an electronic settlement environment for transactions to be settled and transfer of ownership to be recorded electronically, operated by Strate Proprietary Limited, a private company incorporated in accordance with the laws of South Africa and registered under registration number 1998/022242/07, and a registered central securities depository in terms of the South African Financial Markets Act and responsible for the electronic custody and settlement system used by the JSE;
<b>“UK” or “United Kingdom”</b>	the United Kingdom of Great Britain and Northern Ireland, its territories and dependencies;
<b>“£” or “Pounds Sterling”</b>	Pounds Sterling, the lawful currency of the UK from time to time.

## LETTER FROM THE CHAIR OF JUBILEE METALS GROUP PLC



### Jubilee Metals Group Plc

*(Incorporated and registered in England and Wales under company registration number 04459850)*

Share code on AIM: JLP • ISIN: GB0031852162 • Share code JSE: JBL

*Directors:*

Colin Bird *(Non-executive Chair)*  
Leon Coetzer *(Chief Executive Officer)*  
Dr Evan Kirby *(Technical Director)*  
Dr NM Phosa *(Non-executive Director)*  
Christopher Molefe *(Non-executive Director)*  
Nicholas Taylor *(Non-executive Director)*

*Registered office:*

First Floor  
7/8 Kendrick Mews  
London  
SW7 3HG

19 April 2022

*To the Shareholders (and for information only) to holders of options and warrants over the Company's Ordinary Shares*

Dear Shareholder,

#### **1. Introduction**

This circular contains formal notice of a General Meeting (GM) of the Company to be held at 11 a.m. (UK time) 12 p.m. (SA time) on Monday, 16 May 2022.

#### **2. Attendance at the General Meeting**

##### **THE FOLLOWING INFORMATION IS VERY IMPORTANT AND MUST BE READ CAREFULLY**

In making arrangements for the General Meeting, the Board has been closely monitoring public health guidance and legislation issued by the UK Government relating to the COVID-19 pandemic, as it affects England and Wales. At the time of preparing this document, there are no legal COVID-19 restrictions in place in England. However, the safety of our employees, Shareholders and other stakeholders is of paramount importance to us, and we will be taking measures to reduce the COVID-19 risks associated with the holding of our General Meeting.

We therefore encourage shareholders who wish to attend the General Meeting in person to wear face coverings while inside the meeting venue, including for the duration of the meeting.

Due to the constantly evolving nature of the pandemic, it is possible that physical participation at the General Meeting may be restricted. We will ensure that any changes to the General Meeting arrangements are published on our website and/or via the London Stock Exchange's Regulatory News Service. Please also check the latest Government guidance before you consider travelling to the venue.

**We remind Shareholders of their right to appoint a proxy and to submit their voting instructions in advance of the meeting, rather than attend in person.**

**All votes at the General Meeting will be taken on a poll in any event and appointing the chair of the meeting as proxy will ensure that an appointing Shareholder's votes will be counted even if they do not attend the meeting in person.**

If you nevertheless plan to attend in person we would appreciate prior confirmation, by email to [info@jubileemetalsgroup.com](mailto:info@jubileemetalsgroup.com), to allow us to plan appropriately.

### **3. Changes to arrangements for the General Meeting**

Although there are currently no legal COVID-19 restrictions in place in England, the Company will continue to closely monitor the legal and regulatory developments relating to COVID-19, including potential reintroduction of measures by the UK Government and advice given from time to time by UK and South African Governments. As a result, it might be necessary to alter the arrangements for the GM, in which case shareholders will be notified promptly via RNS and the Company's website. Please also check the latest Government guidance before you consider travelling to the venue.

### **General Meeting**

The General Meeting will be held at 11 a.m. (UK time), 12 p.m. (SA time) on Monday, 16 May 2022 at Fladgate LLP, 16 Great Queen Street, London, WC2B 5DG.

The Notice of Meeting is on pages 9 to 10 of this document. All of the business of the meeting is deemed special business, with your Directors seeking the renewal of the standard authorities granted at previous GMs. The resolutions to be proposed at the GM are set out in the Notice at the end of this document.

### **4. Purpose and Recommendation**

The purpose of the GM is to address the special resolution carried over from the Annual General Meeting ("AGM") held on 29 December 2021 which, further to the ordinary resolution passed (as Resolution 5) at the AGM, empowers the directors of the Company to allot equity securities for cash as more fully described in the Notice of General Meeting below. Although the Company has no immediate target for such issuance of equity, this resolution is proposed by the Board to offer additional flexibility in the structuring of potential future transactions as part of the Company's global drive to seek value accretive opportunities.

Your Board considers that the Resolutions to be proposed at the General Meeting are in the best interests of Shareholders and the Company as a whole and unanimously recommends that Shareholders vote in favour of the Resolutions, as the Directors intend to do in respect of their own beneficial shareholdings, which amount in aggregate to 3,755,194 Ordinary Shares, representing approximately 0.14 percent of the issued share capital of the Company as at Thursday, 14 April 2022 (being the last business day before the date of this document).

### **5. Action to be taken**

Shareholders on the SA register as at close of business on Thursday, 12 May 2022 are entitled to vote at the General Meeting. Shareholders on the UK register as at close of business on Thursday 12 May 2022 are entitled to attend and vote at the General Meeting.

Proxies may be submitted electronically using Link Group's Signal Shares share portal service at [www.signalshares.com](http://www.signalshares.com) or in hard copy form if you request a hard copy form of proxy from the Company's registrar, Link Group. In order to be valid, proxy appointments must be submitted using Link Group's Signal Shares share portal service or in hard copy form to Link Group at PXS 1, **Central Square, 29 Wellington Street, Leeds LS1 4DL, or 48 hours before any adjourned meeting**, or in South Africa, Computershare Investor Services Proprietary Limited, Computershare Investor Services Proprietary Limited, Rosebank Tower, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132) Johannesburg, South Africa or emailed to [proxy@computershare.co.za](mailto:proxy@computershare.co.za), in each case, by no later than 11 a.m. (UK time), 12 p.m. (SA time) on Thursday, 12 May 2022 or 48 hours before any adjourned meeting.

## **South Africa**

### *Dematerialised Shareholders without “own name” registration*

If you have Dematerialised your Ordinary Shares without “own name” registration, then the following actions are relevant to you in connection with the General Meeting:

Voting at the General Meeting:

- If you have not been contacted by your Central Securities Depository Participant (“CSDP”) or broker, it would be advisable for you to contact your CSDP or broker and furnish them with your voting instructions.
- If your CSDP or broker does not obtain voting instructions from you, they will vote in accordance with the instructions contained in the agreement concluded between you and your CSDP or broker.

In accordance with the mandate between you and your CSDP or broker, you must advise your CSDP or broker that you wish to send a proxy to represent you at the General Meeting. Your CSDP or broker will issue the necessary letter of representation to your proxy to attend the General Meeting.

Shareholders are encouraged to appoint the Chair of the meeting as their proxy, rather than a named person who may not be permitted or able to attend the physical meeting in person. Shareholders are further asked to appoint the Chair of the meeting as their proxy electronically where possible.

### *Dematerialised Shareholders with “own name” registration and Certificated Shareholders*

If you have not Dematerialised your Ordinary Shares or have Dematerialised your Ordinary Shares with “own name” registration, then the following is relevant to you in connection with the General Meeting:

- The Company does not accept responsibility and will not be held liable, under any applicable law or regulation, for any action of, or omission by, the CSDP or broker of a Dematerialised Shareholder, including, without limitation, any failure on the part of the CSDP or broker of any beneficial owner to notify such beneficial owner of the General Meeting or of the matters set forth in this Circular.

## **United Kingdom**

CREST members who wish to appoint a proxy or proxies for the General Meeting through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors 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’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 Company’s agent, Link Group (RA10), no later than 11 a.m. (UK time) on Thursday, 12 May 2022. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

Yours faithfully,

**Colin Bird**

*Chair*



## NOTICE OF GENERAL MEETING

# Jubilee Metals Group Plc

*(Incorporated and registered in England and Wales under company registration number 04459850)*

Share code on AIM: JLP • ISIN: GB0031852162 • Share code JSE: JBL

Notice is hereby given that a General Meeting (the “GM”) of Jubilee Metals Group PLC (the “Company”) will be held at held on Monday, 16 May 2022 at 11 a.m. (UK time) 12 p.m. (SA time) to consider and, if thought fit, pass the following Resolutions 1 to 2 as Special Resolutions:

### SPECIAL BUSINESS

#### Resolution 1

##### Explanatory note to Resolution 1

Resolution 1 authorises your Directors to allot equity securities by way of rights in favour of the existing holders of equity securities or as required by the rights attached to existing equity securities, up to the limits authorised at the Company’s AGM held in December 2021.

The Directors may also (within those overall limits) make allotments generally or may sell treasury shares for cash to a total not exceeding 10% of the current aggregate nominal value of the issued share capital of the Company (excluding treasury shares).

The power granted by this resolution will (unless renewed, extended, revoked or varied by the Company in general meeting) expire on the conclusion of the next annual general meeting of the Company or, if earlier, on 31 December 2022.

However, the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities pursuant to any such offer or agreement; as if the authority conferred hereby had not expired.)

#### Resolution

THAT, further to the ordinary resolution passed (as Resolution 5) at the Annual General Meeting of the Company held on 29 December 2021 (the “Authorising Resolution”), the Directors be and they are hereby empowered pursuant to Section 570 of the Companies Act 2006 (the “Act”) to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by the Authorising Resolution (including where such allotment constitutes an allotment of equity securities by virtue of section 560(2) of the Act) and/or to sell ordinary shares held by the Company as treasury shares as if section 561(1) of the Act did not apply to such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities pursuant to an offer or issue by way of rights, open offer or other pre-emptive offer to the holders of ordinary shares, other equity securities as required by the rights of those securities, and any other person entitled to participate therein in proportion (as nearly as may be practicable) to their respective holdings or as the Directors of the Company otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (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 £ 2 642 051 (representing approximately 10% of the issued share capital of the Company as at the last practicable date prior to the date of this notice);

and this power shall be in substitution for all such powers previously given (but without prejudice to the continuing power of Directors to allot equity securities pursuant to an offer or agreement made by the Company before the date this resolution is passed) and unless previously renewed, varied or revoked by the Company in general meeting shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company or 31 December 2022.

## **Resolution 2**

### **Explanatory note to special resolution 2**

This resolution, which will be proposed as a special resolution, proposes to amend the articles of association to permit the company to hold hybrid shareholder meetings, including Annual General Meetings. The Board believes that hybrid meetings will allow for greater shareholder and stakeholder engagement over the coming years in a way that is more convenient for all parties. The Board believes this flexibility is particularly necessary at the moment given the ongoing uncertainty as regards the duration of social distancing measures, restrictions on gatherings, and the need to maintain open channels of communication between shareholders, directors and stakeholders. This change to the articles of association will allow the Board to continue to fulfil its legal obligation to hold shareholder meetings irrespective of any legislation or government guidance preventing physical meetings taking place or limiting the number of people who may attend a physical meeting.

If the Board determines that a hybrid meeting is the most appropriate form of shareholder meeting in any circumstances, the Board will seek to comply with the Code of Best Practice produced by GC100 in order to ensure the meeting continues to fulfil its purpose of facilitating shareholder engagement and Board scrutiny.

The proposed amendment to the articles of association will be made by replacing the current Articles 61-90 (inclusive), which govern the holding of and procedures at general meetings, with new Articles 61-90, the text of which is set out in the Appendix to this Notice; and making certain conforming changes elsewhere in the current articles.

Please note that the proposed new Articles include provision for dealing with technical difficulties at any meeting at which participation may rely on electronic facilities, so that if it appears to the chair of the general meeting that an electronic facility has become inadequate for the purposes referred to in new Articles 63 and/or 65.7, then the chair may, without having to seek the consent of the meeting given that this may not be practicable in the circumstances, exercise his or her rights to manage the meeting (for example, under the company's articles) to pause, interrupt or adjourn the general meeting. All business conducted at that general meeting up to the time of that adjournment shall be valid. The provisions of new Articles 72-74 shall apply to that adjournment.

### **The Resolution**

THAT with effect from the conclusion of the meeting the articles of association of the Company be amended by:-

- 2.1 deleting the defined term "Act" from Article 1.1 and replacing it with the text in the form set out under "Amendment A" in the Appendix to this notice of meeting;
- 2.2 deleting the defined term "Electronic Form" from Article 1.1 and replacing it with the text in the form set out under "Amendment B" in the Appendix to this notice of meeting;
- 2.3 inserting into Article 1.2 as new Articles 1.2.5 to 1.2.9, inclusive, the text in the form set out under "Amendment C" in the Appendix to this notice of meeting; and
- 2.4 deleting Articles 61 to 90 (inclusive) and replacing them with the text in the form set out under "Amendment D" in the Appendix to this notice of meeting.

By order of the board

### **Link Company Matters Limited**

Company Secretary

19 April 2022

*Registered office:*  
United Kingdom  
First Floor  
7/8 Kendrick Mews  
London SW7 3HG

*South African office:*  
South Africa  
Ground floor, Support Services Place  
Jigsaw Office Park, 7 Einstein Street,  
Highveld Techno Park, Centurion, 0157

## Notes to the Notice of the General Meeting

1. In order to be valid, proxy appointments must be submitted using Link Group's Signal Shares share portal service at [www.signalshares.com](http://www.signalshares.com) or in hard copy form to Link Group at PXS 1, **Central Square, 29 Wellington Street, Leeds LS1 4DL**, or 48 hours before any adjourned meeting, or in South Africa, Computershare Investor Services Proprietary Limited, Computershare Investor Services Proprietary Limited, Rosebank Tower, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132) Johannesburg, South Africa or emailed to [proxy@computershare.co.za](mailto:proxy@computershare.co.za), by no later than 11 a.m. (UK time), 12 p.m. (SA time) on Thursday, 12 May 2022, or 48 hours before any adjourned meeting.
2. You will need to log into your Signal Shares account or register if you have not previously done so. To register you will need your Investor Code which is detailed on your share certificate or available from our Registrar, Link Group.
3. If you need help with voting online, please contact our Registrar, Link Group, on Tel: +44 (0) 371 664 0391, (Calls are charged at the standard geographic rate and will vary by provider). Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09.00 a.m. and 5.30 p.m. (UK time), Monday to Friday excluding public holidays in England and Wales. Alternatively you can email Link at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk).
4. Proxy votes must be received by no later than 11 a.m. (UK time), 12 p.m. (SA time) on Thursday, 12 May 2022. A member entitled to attend and vote at the Meeting is also entitled to appoint a proxy to attend and vote on a poll instead of him. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company.

To be effective, the proxy vote must be received at the office of Link Group, PXS1, **Central Square, 29 Wellington Street, Leeds LS1 4DL**, or to Computershare Investor Services (Pty) Limited at their registered office at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 or Private Bag X9000, Saxonwold, 2132 or emailed to [proxy@computershare.co.za](mailto:proxy@computershare.co.za), no later than 11 a.m. (UK time), 12 p.m. (SA time) on Thursday, 12 May 2022, or if the Meeting is adjourned no later than 48 hours prior to the adjourned Meeting, together, if appropriate, with the power of attorney or other authority (if any) under which it is signed or a notarial certified copy of such power or, where the proxy form has been signed by an officer on behalf of a corporation, a notarial certified copy of the authority under which it is signed.

5. In the case of a joint holding, a proxy need only be completed by one joint holder. If more than one such joint holder lodges a proxy only that of the holder first on the register of members will be counted.
6. 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 Link Group, PXS1, **Central Square, 29 Wellington Street, Leeds LS1 4DL**, or Computershare Investor Services (Pty) Limited at their registered office at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 or Private Bag X9000, Saxonwold, 2132.

7. 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.
8. In order to revoke a proxy instruction, you will need to inform the Registrar by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment as above. In the case of a member that is a company, the revocation notice 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 revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Link Group, PXS1, **Central Square, 29 Wellington Street, Leeds LS1 4DL**, or Computershare Investor Services (Pty) Limited no later than 11 a.m. (UK time) on Thursday, 12 May 2022. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

9. In the case of a corporation the proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised.
10. 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 form of proxy.
11. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members in order to have the right to attend and vote at the General Meeting at close of business (UK time) on Thursday, 12 May 2022, (being not more than 48 hours prior to the time fixed for the Meeting) or, if the Meeting is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned Meeting. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the Meeting.
12. If you are a Dematerialised Shareholder and are not an own name Dematerialised Shareholder then you must instruct your Central Securities Depository Participant ("CSDP") or broker as to how you wish to cast your vote at the General Meeting in order for them to vote in accordance with your instructions.

13. CREST members who wish to appoint a proxy or proxies through the CREST proxy appointment service may do so for the Meeting (and any adjournment thereof) by following the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, 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 & Ireland 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 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 Link Group, RA10, by 11 a.m. (UK time) on Thursday, 12 May 2022. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which Link Market Services Limited 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 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 take (or if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) 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 (available at [www.euroclear.com/CREST](http://www.euroclear.com/CREST)) 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 (as amended).

14. As at 6:00 p.m. (UK time) on 14 April 2022 the Company's issued share capital comprised 2,642,051,370 ordinary shares of 1p each. Each ordinary share carries the right to one vote at the General meeting of the Company and, therefore, the total number of voting rights in the Company as at 6:00 p.m. (UK time) on 14 April 2022 was 2,642,051,370.
15. A statement or summary of transactions of directors (and their family interests) in the share capital of the Company and copies of their service contracts will be available for inspection at the Company's registered office during normal business hours (Weekends and public holidays excepted) from the date of this notice until the conclusion of the GM and will also be available for inspection at the place of the GM for at least 15 minutes prior to and during the Meeting. However, in light of the ongoing pandemic, its possible effects on the arrangements for this year's GM and the need to take measures for the safety of the Company's Directors, employees, agents and stakeholders (which may include restricting access to the Company's registered office), please contact the Company at [info@jubileemetalsgroup.com](mailto:info@jubileemetalsgroup.com) to request suitable alternative arrangements.

## ADDITIONAL SHAREHOLDER INFORMATION

### Shareholder Communications

The majority of Shareholders choose to receive Notices of meetings electronically. This has a number of advantages for the Company and its shareholders. It increases the speed of communication, saves you time and reduces print and distribution costs and our impact on the environment.

If you would like to receive notifications by email, you can register your email address via the Share Portal [www.signalshares.com](http://www.signalshares.com) or write to FREEPOST SAS, **CENTRAL SQUARE, 29 WELLINGTON STREET, LEEDS LS1 4DL**

- (no stamp or further address detail is required. Please write in BLOCK CAPITALS)

If you would like to receive shareholder information in hard copy form, you can register your request via the Share Portal [www.signalshares.com](http://www.signalshares.com) or write to FREEPOST SAS, **CENTRAL SQUARE, 29 WELLINGTON STREET, LEEDS LS1 4DL**

- (no stamp or further address detail is required. Please write in BLOCK CAPITALS)

Please note that you still have the right to request hard copies of shareholder information at no charge.

Please note that if you hold your shares corporately or in a CREST account, you are not able to use the Share Portal to inform us of your preferred method of communication and should instead write to FREEPOST SAS, **CENTRAL SQUARE, 29 WELLINGTON STREET, LEEDS LS1 4DL**

- (no stamp or further address detail is required. Please write in BLOCK CAPITALS).

## APPENDIX TO NOTICE OF GENERAL MEETING

### AMENDMENT A

“**Act**” the Companies Act 2006.

“**address**” includes any number or address used for the purposes of sending or receiving documents or information by electronic means.

### AMENDMENT B

**electronic facility:** includes, without limitation, website addresses and conference call systems, and any device, system, procedure, method or other facility whatsoever providing an electronic means of attendance at or participation in (or both attendance at and participation in) a general meeting determined by the Board pursuant to Article 63.

**Electronic Form:** has the meaning given to it in section 1168 of the Act.

**electronic means:** has the meaning given to it in section 1168 of the Act.

### AMENDMENT C

1.2.5 A reference to a document **being signed** or to **signature** includes references to its being executed under hand or under seal or by any other method and, in the case of a communication in electronic form, such references are to its being authenticated as specified by the Companies Acts.

1.2.6 A reference to documents or information **being sent or supplied by or to** a company (including the Company) shall be construed in accordance with section 1148(3) of the Act.

1.2.7 A reference to a **meeting:**

(a) shall mean a meeting convened and held in any manner permitted by these Articles, including a general meeting at which some (but not all) those entitled to be present attend and participate by means of electronic facility or facilities, and such persons shall be deemed to be present at that meeting for all purposes of the Act and these Articles, and **attend, participate, attending, participating, attendance** and **participation** shall be construed accordingly; and

(b) shall not be taken as requiring more than one person to be present if any quorum requirement can be satisfied by one person.

1.2.8 References to a person's **participation** in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly appointed representative) to speak, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Companies Acts or these Articles to be made available at the meeting and **participate** and **participating** in the business of a general meeting shall be construed accordingly.

1.2.9 Nothing in these Articles precludes the holding and conducting of a general meeting in such a way that persons who are not present together at the same place or places may by electronic means attend and participate in it.

### AMENDMENT D

#### **61. Annual general meetings**

An annual general meeting shall be held once a year, at such time (consistent with the terms of the Companies Acts) and place, including partly (but not wholly) by means of electronic facility or facilities, as may be determined by the Board.

## **62. Convening of general meetings**

- 62.1 The Board may, whenever it thinks fit, and shall on requisition in accordance with the Companies Acts, proceed to convene a general meeting.
- 62.2 Subject always to Article 71.3, the Board may make whatever arrangements it considers fit to allow those entitled to do so to attend and participate in any general meeting.
- 62.3 The Board shall determine in relation to each general meeting the means of attendance at and participation in the meeting, including whether the persons entitled to attend and participate in the meeting shall be enabled to do so:
- (a) (subject to Article 71.3) by means of electronic facility or facilities pursuant to Article 63; and/or
  - (b) by simultaneous attendance and participation at a satellite meeting place or places pursuant to Article 65.7.
- 62.4 Unless otherwise specified in the notice of meeting or determined by the chair of the meeting, a general meeting is deemed to take place at the place where the chair of the meeting is at the time of the meeting.
- 62.5 Two or more persons who may not be in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 62.6 A person is able to participate in a meeting if that person's circumstances are such that if they have (or were to have) rights in relation to the meeting, they are (or would be) able to exercise them.
- 62.7 In determining whether persons are attending or participating in a meeting, other than at a physical place or places, it is immaterial where any of them are or how they are able to communicate with each other.
- 62.8 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 62.9 A person is able to exercise the right to vote at a general meeting when:
- (a) that person is able to vote, during the meeting (or, in the case of a poll, within the time period specified by the chair of the meeting) on resolutions put to the vote at the meeting; and
  - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 62.10 If, at any general meeting at which Members are entitled to participate by means of electronic facility or facilities determined by the Board pursuant to Article 63, any document is required to be on display or to be available for inspection at the meeting (whether prior to or for the duration of the meeting or both), the Company shall ensure that it is available in electronic form to persons entitled to inspect it for at least the required period of time, and this will be deemed to satisfy any such requirement.

## **63. Simultaneous attendance and participation by electronic facilities**

Without prejudice to Article 65.7, the Board may resolve to enable persons entitled to attend and participate in a general meeting to do so partly (but not wholly) by simultaneous attendance and participation by means of electronic facility or facilities, and may determine the means, or all different means, of attendance and participation used in relation to the general meeting. The Members present in person or by proxy by means of an electronic facility or facilities (as so determined by the Board) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the



chair is satisfied that adequate facilities are available throughout the meeting to ensure that Members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:

- (a) participate in the business for which the meeting has been convened;
- (b) hear all persons who speak at the meeting; and
- (c) be heard by all other persons attending and participating in the meeting.

#### **64. Notice of general meetings**

A general meeting shall be called by at least such minimum notice as is required or permitted by the Companies Acts. The period of notice shall in either case be exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is to be held and shall be given to all Members other than those who are not entitled to receive such notices from the Company. The Company may give such notice by any means or combination of means permitted by the Companies Acts, provided that any notice sent by post shall be mailed to Members who are resident in the Republic of South Africa either by surface mail from a branch office in the Republic of South Africa or by airmail from the Office or any of the Company's other offices in the United Kingdom. At the same time as notices are sent by the Company to its Members, the Company shall send a copy of such notice to the Stock Exchange in accordance with the rules of the Stock Exchange in force from time to time.

#### **65. Contents of notice of general meetings**

- 65.1 Every notice calling a general meeting shall specify the place (including any satellite meeting place or places determined pursuant to Article 65.7), date and time of the meeting. There shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to a proxy or (if the Member has more than one share) proxies to exercise all or any of the Member's rights to attend, speak and vote and that a proxy need not be a Member of the Company. Such notice shall also include the address of the website on which the information required by the Act is published, state the procedures with which Members must comply in order to be able to attend and vote at the meeting (including the date by which they must comply), provide details of any forms to be used for the appointment of a proxy and state that a Member has the right to ask questions at the meeting in accordance with the Act.
- 65.2 The notice shall specify the general nature of the business to be transacted at the meeting and shall set out the text of all resolutions to be considered by the meeting and shall state in each case whether it is proposed as an ordinary resolution or as a special resolution.
- 65.3 In the case of an annual general meeting, the notice shall also specify the meeting as such.
- 65.4 If pursuant to Article 63 the Board determines that a general meeting shall be held partly by means of electronic facility or facilities, the notice shall:
  - (a) include a statement to that effect;
  - (b) specify the means, or all different means, of attendance and participation thereat, and any access, identification and security arrangements determined pursuant to Article 75; and
  - (c) state how it is proposed that persons attending or participating in the meeting electronically should communicate with each other during the meeting.
- 65.5 The notice shall specify such arrangements as have at that time been made for the purpose of Article 65.7.
- 65.6 For the purposes of determining which persons are entitled to attend or vote at a meeting and how many votes a person may cast, the Company may specify in the notice of meeting a time, not more than 48 hours before the time fixed for the meeting (not taking into account non-working days) by which a person must be entered in the Register in order to have the right to attend or vote at the meeting or appoint a proxy to do so.



65.7 Without prejudice to Article 63, the Board may resolve to enable persons entitled to attend and participate in a general meeting to do so by simultaneous attendance and participation at a satellite meeting place or places anywhere in the world. The Members present in person or by proxy at satellite meeting places shall be counted in the quorum for, and entitled to participate in, the general meeting in question, and the meeting shall be duly constituted and its proceedings valid if the chair is satisfied that adequate facilities are available throughout the meeting to ensure that Members attending at all the meeting places are able to:

- (a) participate in the business for which the meeting has been convened;
- (b) hear all persons who speak (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise) in the principal meeting place and any satellite meeting place; and
- (c) be heard by all other persons so present in the same way,

and the meeting shall be deemed to take place at the place where the chairman of the meeting presides (the principal meeting place, with any other location where that meeting takes place being referred in these Articles as a satellite meeting). The chair shall be present at, and the meeting shall be deemed to take place at, the principal meeting place and the powers of the chair shall apply equally to each satellite meeting place, including their power to adjourn the meeting as referred to in Article 72.

#### **66. Omission to give notice and non-receipt of notice**

The accidental omission to give notice of any meeting or to send an instrument of proxy (where this is intended to be sent out with the notice) to, or the non-receipt of either by, any person entitled to receive the same shall not invalidate the proceedings of that meeting.

#### **67. Postponement of general meeting**

If, after the sending of the notice of a general meeting but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute

discretion, considers that it is impracticable or unreasonable for any reason to hold a general meeting on the date or at the time or place specified in the notice calling the general meeting (including a satellite meeting to which Article 65.7 applies) and/or by means of the electronic facility or facilities specified in the notice, it may postpone the general meeting to another date, time and/or place (or in the case of a general meeting to be held at a principal meeting place and one or more satellite meeting places, to such other places) and/or change the electronic facility or facilities. If such a decision is made, the Board may then change the place (or any of the places in the case of a general meeting to which Article 65.7 applies) and/or the electronic facility or facilities and/or postpone the date and/or time again if it considers that it is reasonable to do so. No new notice of the general meeting need be sent but the Board shall take reasonable steps to ensure that notice of the change of date, time, place (or places, in the case of a general meeting to which Article 65.7 applies) of and/or electronic facility or facilities for the postponed meeting appear at the original time and at the original place (or places, in the case of a general meeting to which Article 65.7 applies) and/or on the original electronic facility or facilities. When a general meeting is so postponed, notice of the date, time and place (or places in the case of a meeting to which Article 65.7 applies), including any electronic facility if applicable, of the postponed meeting shall be given in such manner as the Board may, in its absolute discretion, determine. No business shall be transacted at any postponed meeting other than business which might properly have been transacted at the meeting had it not been postponed. Notice of the business to be transacted at such postponed meeting shall not be required. If a general meeting is postponed in accordance with this Article 67, the appointment of a proxy will be valid if it is delivered and received as required by these Articles not less than 48 hours before the time appointed for holding the postponed meeting. When calculating the 48-hour period mentioned in this Article, the Directors can decide not to take account of any part of a day that is not a working day.

## **68. Quorum at general meeting**

No business shall be transacted at any general meeting unless a quorum is present. If a quorum is not present a chair of the meeting can still be chosen and this will not be treated as part of the business of the meeting. Three Members present in person or by proxy and entitled to attend and to vote on the business to be transacted shall be a quorum.

## **69. Procedure if quorum not present**

If a quorum is not present within thirty minutes (or such longer interval as the chair in their absolute discretion thinks fit) from the time appointed for holding a general meeting, or if a quorum ceases to be present during a meeting, the meeting shall be dissolved if convened on the requisition of Members. In any other case, the meeting shall stand adjourned to such day (not being less than ten clear days after the date of the original meeting), and at such time and place or places, with such means of attendance and participation (including partly but not wholly by means of electronic facility or facilities), as the chair (or, in default, the Board) may determine. If at such adjourned meeting a quorum is not present within thirty minutes from the time appointed for holding the meeting, one person entitled to vote on the business to be transacted, being a Member or a proxy for a Member or a duly authorised representative of a corporation which is a Member, shall be a quorum and any notice of an adjourned meeting shall state this.

## **70. Chair of general meeting**

The chair of the Board shall preside at every general meeting of the Company. If there is no such chair or if at any meeting the chair shall not be present within five minutes after the time appointed for holding the meeting, or shall be unwilling to act as chair, the deputy chair (if any) of the Board shall, if present and willing to act, preside at such meeting. If more than one deputy chair is present they shall agree amongst themselves who is to take the chair or, if they cannot agree, the deputy chair who has been in office as a director the longest shall take the chair. If no chair or deputy chair shall be so present and willing to act, the Directors present shall choose one of their number to act or, if there be only one Director present, such director shall be chair if willing to act. If there be no Director present and willing to act, the Members present and entitled to vote shall choose one of their number to be chair of the meeting. Nothing in these Articles shall restrict or exclude any of the powers or rights of a chair of a meeting which are given by law.

## **71. Entitlement to attend, speak and participate**

- 71.1 A Director (and any other person invited by the chair to do so) may attend and speak at any general meeting and at any separate meeting of the holders of any class of shares of the Company, whether or not also a Member.
- 71.2 All persons seeking to attend and participate in a general meeting by way of electronic facility or facilities shall be responsible for maintaining adequate facilities to enable them to do so. Subject only to the requirement for the chair to adjourn a general meeting in accordance with the provisions of Article 72.2, any inability of a person or persons to attend or participate in a general meeting by way of electronic facility or facilities shall not invalidate the proceedings of that meeting.
- 71.3 Nothing in these Articles authorises or allows a general meeting to be held exclusively on an electronic basis.

## **72. Adjournments**

- 72.1 The chair may, with the consent of a meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time (or indefinitely) and from place to place (or, in the case of a meeting held at a principal meeting place and one or more satellite meeting places, such other places) and/or from such electronic facility or facilities for attendance and participation to such other electronic facility or facilities as the meeting shall determine. However, without prejudice to any other power which the chair may have under these Articles (including the power to adjourn a meeting conferred by Article 72.2) or at common law, the chair may, without the need for the consent of the meeting and before or after it has started and irrespective of whether a quorum is present, interrupt or adjourn

any meeting from time to time (or indefinitely) and from place to place (or places in the case of a meeting to which Article 65.7 applies) or from electronic facility to electronic facility, or for an indefinite period, if of the opinion that it has become necessary to do so in order:

- (a) to secure the proper and orderly conduct of the meeting; or
- (b) to give all persons entitled to do so a reasonable opportunity of attending, speaking and voting at the meeting; or
- (c) to ensure the safety and security of all participants at the meeting; or
- (d) to ensure that the business of the meeting is properly disposed of.

72.2 If it appears to the chair that the facilities at the principal meeting place or any satellite meeting place or an electronic facility or facilities or security at any general meeting have become inadequate for the purposes referred to in Articles 63 or 65.7, or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of meeting, then the chair shall, without the consent of the meeting, interrupt or adjourn the general meeting.

72.3 All business conducted at a meeting up to the time of any adjournment shall, subject to Article 72.4, be valid.

72.4 The chair may specify that only the business conducted at the meeting up to a point in time which is earlier than the time of the adjournment is valid, if in their opinion, to do so would be more appropriate.

### **73. Notice of adjournment**

Any adjournment pursuant to Article 72 may, subject to the Act, be for such time and with such means of attendance and participation (including at such place or places and/or by means of such electronic facility or facilities) as the chair (or, in default, the Board) may in their absolute discretion determine, notwithstanding that by reason of the adjournment some Members may be unable to attend and participate in the adjourned meeting. Whenever a meeting is adjourned for 14 days or more or indefinitely, at least seven clear days' notice, specifying the day, the time and the place or places of the adjourned meeting and the means of attendance and participation (including by means of electronic facility or facilities if applicable) as the chair (or, in default, the Board) may in their absolute discretion determine, and the general nature of the business to be transacted, shall be given in the same manner as in the case of the original meeting. Save as aforesaid and subject to the Act, no Member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting.

### **74. Business of adjourned meeting**

No business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting from which the adjournment took place.

### **75. Accommodation of Members, security arrangements and orderly conduct at general meetings**

75.1 The Board may, for the purpose of controlling the level of attendance or ensuring the safety of those attending at any place specified for the holding of a general meeting, ensuring the security of the meeting and ensuring the future orderly conduct of the meeting, from time to time make such arrangements as it shall in its absolute discretion consider to be appropriate and may from time to time vary any such arrangements or make new arrangements therefor. Any decision made under this Article 75.1 shall be final and the entitlement of any Member or proxy to attend a general meeting at such place (or places, in the case of a meeting to which Article 65.7 applies) shall be subject to any such arrangements as may be for the time being approved by the Board.

- 75.2 The Board may direct that any person wishing to attend any general meeting held at a physical place should provide evidence of identity and submit to such searches or other security arrangements or restrictions (including restrictions in items of personal property to be taken into the meeting) as the Board shall consider appropriate in the circumstances.
- 75.3 If a general meeting is held partly by means of an electronic facility or facilities pursuant to Article 63, the Board and the chair may make any arrangement and impose any requirement or restriction that is:
- (a) necessary to ensure the identification of those taking part by means of such electronic facility or facilities and the security of the electronic communication; and
  - (b) in its or the chair's view, proportionate to those objectives.

In this respect, the Board may authorise any voting application, system or facility for attendance and participation as it sees fit.

- 75.4 The Board shall be entitled in its absolute discretion to authorise one or more persons (including the Directors, the company secretary or the chair) to refuse physical or electronic entry to, or eject (physically or electronically) from, any meeting any person who fails to provide such evidence of identity or to submit to such searches or to otherwise comply with such security arrangements or restrictions as are required pursuant to this Article, or who causes the meeting to become disorderly.
- 75.5 Subject to the Act (and without prejudice to any other powers vested in the chair of a meeting) when conducting a general meeting, the chair may make whatever arrangement and take such action or give such directions as the chair considers, in their absolute discretion, to be appropriate or conducive to promote the orderly conduct of the meeting, to promote the conduct of the business laid down in the notice of the meeting with reasonable despatch and to maintain good order. The chair's decision on points of order, matters of procedure or on matters arising incidentally from the business of the meeting shall be final and conclusive, as shall their determination as to whether any point or matter is of such a nature.

## **76. Amendment to resolutions**

- 76.1 If an amendment to any resolution under consideration is proposed but is ruled out of order by the chair of the meeting in good faith, any error in such ruling shall not invalidate the proceedings on the original resolution.
- 76.2 In the case of a resolution duly proposed as a special resolution, no amendment to it (other than an amendment to correct a patent error) may in any event be considered or voted on. In the case of a resolution duly proposed as an ordinary resolution no amendment to it (other than an amendment to correct a patent error) may be considered or voted on unless either at least 48 hours prior to the time appointed for holding the meeting or adjourned meeting at which such ordinary resolution is to be proposed, notice in writing of the terms of the amendment and intention to move the same has been lodged at the Office or received in electronic form at the electronic address at which the Company has or is deemed to have agreed to receive it or the chair of the meeting in their absolute discretion decides that it may be considered or voted on.

## **77. Members' resolutions**

- 77.1 Members of the Company shall have the rights provided by the Companies Acts to have the Company circulate and give notice of a resolution which may be properly moved, and is intended to be moved, at the Company's next annual general meeting.
- 77.2 Expenses of complying with these rights shall be borne in accordance with the Companies Acts.

## **78. Method of voting**

- 78.1 A resolution put to the vote at a general meeting held partly by means of electronic facility or facilities shall be decided on a poll, which poll votes may be cast by such electronic means as the Board, in its sole discretion, deems appropriate for the purposes of the meeting. Any such poll shall be deemed to have been validly demanded at the time fixed for the holding of the meeting to which it relates. Subject thereto, at any general meeting a resolution put to a vote of the meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. Subject to the Companies Acts, a poll may be demanded by:
- (a) the chair of the meeting; or
  - (b) at least five Members present in person (or by proxy) and entitled to vote at the meeting; or
  - (c) a Member or Members present in person (or by proxy) representing at least one-tenth of the total voting rights of all the Members having the right to vote at the meeting; or
  - (d) a Member or Members present in person (or by proxy) holding shares conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to at least one-tenth of the total sum paid up on all the shares conferring that right.
- 78.2 The chair of the meeting may also demand a poll before a resolution is put to the vote on a show of hands.
- 78.3 At general meetings, resolutions shall be put to the vote by the chair of the meeting and there shall be no requirement for the resolution to be proposed or seconded by any person.
- 78.4 Unless a poll is duly demanded and the demand is not withdrawn, a declaration by the chair of the meeting that a resolution has on a show of hands been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book containing the minutes of proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

## **79. Objection to error in voting**

No objection shall be raised to the qualification of any voter or to the counting of, or failure to count, any vote, except at the meeting or adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chair of the meeting and shall only vitiate the decision of the meeting on any resolution if the chair decides that the same is of sufficient magnitude to vitiate the resolution or may otherwise have affected the decision of the meeting. The decision of the chair of the meeting on such matters shall be final and conclusive.

## **80. Procedure on a poll**

- 80.1 Any poll duly demanded on the election of a chair or on any question of adjournment shall be taken immediately. A poll duly demanded on any other matter shall be taken in such manner (including the use of ballot, voting papers, tickets or electronic means or any combination thereof) and at such time and place, not more than 30 days from the date of the meeting or adjourned meeting at which the poll was demanded, and by such means of attendance and participation (including at such place or places and/or by means of such electronic facility or facilities) as the chair shall direct. The chair may appoint scrutineers who need not be Members. It is not necessary to give notice of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least seven clear days' notice shall be given specifying the time, date and place at which the poll shall be taken. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

- 80.2 The demand for a poll (other than on the election of a chair or any question of adjournment) shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded.
- 80.3 The demand for a poll may, before the poll is taken, be withdrawn, but only with the consent of the chair of the meeting. A demand so withdrawn validates the result of a show of hands declared before the demand was made. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 80.4 On a poll votes may be given in person or by proxy. Members entitled to more than one vote need not, if they vote, use all their votes or cast all the votes they use in the same way.

## **81. Votes of Members**

- 81.1 Subject to Article 81.2, the Companies Acts, to any special terms as to voting on which any shares may have been issued or may for the time being be held and to any suspension or abrogation of voting rights under these Articles, at any general meeting every Member who is present in person (or by proxy) shall on a show of hands have one vote and every Member present in person (or by proxy) shall on a poll have one vote for each share of which a Member is the holder.
- 81.2 On a show of hands, a duly appointed proxy has one vote for and one vote against a resolution if the proxy has been appointed by more than one Member entitled to vote on the resolution and the proxy has been instructed:
- (a) by one or more of those Members to vote for the resolution and by one or more other of those Members to vote against it; or
  - (b) by one or more of those Members to vote either for or against the resolution and by one or more other of those Members to use their discretion as to how to vote.
- 81.3 If two or more persons are joint holders of a share, then in voting on any question the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names of the holders stand in the Register.
- 81.4 Where in England or elsewhere a receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any Member on the ground (however formulated) of mental disorder, the Board may in its absolute discretion, upon or subject to production of such evidence of the appointment as the Board may require, permit such receiver or other person on behalf of such Member to vote in person, on a show of hands or on a poll, by proxy on behalf of such Member at any general meeting or to exercise any other right conferred by membership in relation to meetings of the Company. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be deposited at the Office, or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy, at least 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and, in default, the right to vote shall not be exercisable.
- 81.5 In the case of equality of votes whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a casting vote.

## **82. No right to vote where sums overdue on shares**

No Member may vote at a general meeting (or any separate meeting of the holders of any class of shares), either in person or by proxy, or to exercise any other right or privilege as a Member in respect of a share held by them unless:



- (a) all calls or other sums presently due and payable by the Member in respect of that share whether alone or jointly with any other person together with interest and expenses (if any) have been paid to the Company; or
- (b) the Board determines otherwise.

### **83. Voting by Proxy**

- 83.1 Subject to Article 83.2, an instrument appointing a proxy shall be in writing in any usual form (or in another form approved by the Board) executed under the hand of the appointor or their duly constituted attorney or, if the appointor is a corporation, under its seal or signed by a duly authorised officer or attorney or other person authorised to sign.
- 83.2 Subject to the Companies Acts, the Board may accept the appointment of a proxy received by electronic means on such terms and subject to such conditions as it considers fit. The appointment of a proxy received by electronic means shall not be subject to the requirements of Article 83.1.
- 83.3 For the purposes of Articles 83.1 and 83.2, the Board may require such reasonable evidence it considers necessary to determine:
- (a) the identity of the Member and the proxy; and
  - (b) where the proxy is appointed by a person acting on behalf of the Member, the authority of that person to make the appointment.
- 83.4 A Member may appoint another person as proxy to exercise all or any of the Member's rights to attend and to speak and to vote (both on a show of hands and on a poll) on a resolution or amendment of a resolution, or on other business arising, at a meeting or meetings of the Company. Unless the contrary is stated in it, the appointment of a proxy shall be deemed to confer authority to exercise all such rights, as the proxy thinks fit.
- 83.5 A proxy need not be a Member.
- 83.6 A Member may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to different shares held by the Member. When two or more valid but differing appointments of proxy are delivered or received for the same share for use at the same meeting, the one which is last validly delivered or received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which appointment was last validly delivered or received, none of them shall be treated as valid in respect of that share.
- 83.7 Delivery or receipt of an appointment of proxy does not prevent a Member attending and voting in person at the meeting or an adjournment of the meeting or on a poll.
- 83.8 The appointment of a proxy shall (unless the contrary is stated in it) be valid for an adjournment of the meeting as well as for the meeting or meetings to which it relates. The appointment of a proxy shall be valid for 12 months from the date of execution or, in the case of an appointment of proxy delivered by electronic means, for 12 months from the date of delivery unless otherwise specified by the Board.
- 83.9 Subject to the Companies Acts, the Company may send a form of appointment of proxy to all or none of the persons entitled to receive notice of and to vote at a meeting. If sent, the form shall provide for three-way voting on all resolutions (other than procedural resolutions) set out in the notice of meeting.

#### 84. Receipt of proxy

84.1 An instrument appointing a proxy and any reasonable evidence required by the Board in accordance with Article 83.3 shall:

- (a) subject to Articles 84.1(c) and (d), in the case of an instrument of proxy in hard copy form, delivered to (i) the Office, or (ii) another place in the United Kingdom specified in the notice convening the meeting or in the form of appointment of proxy or other accompanying document sent by the Company in relation to the meeting, or (iii) (in the case of proxies from Members resident in the Republic of South Africa) the branch office of the Company in the Republic of South Africa (any such address identified in (i)-(iii) being a “**proxy notification address**”) not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote;
- (b) subject to Articles 84(1)(c) and (d), in the case of an appointment of a proxy sent by electronic means, where the Company has given an electronic address (a “**proxy notification electronic address**”):
  - (i) in the notice calling the meeting;
  - (ii) in an instrument of proxy sent out by the Company in relation to the meeting;
  - (iii) in an invitation to appoint a proxy issued by the Company in relation to the meeting; or
  - (iv) on a website maintained by or on behalf of the Company on which any information relating to the meeting is required by the Act to be kept,

it shall be received at such proxy notification electronic address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote;

- (c) in the case of a poll taken more than 48 hours after it is demanded, delivered or received at a proxy notification address or a proxy notification electronic address and not less than 24 hours before the time appointed for the holding of the adjourned meeting or the taking of the poll; or
- (d) in the case of a poll which is not taken at the meeting at which it is demanded but is taken 48 hours or less after it is demanded, or in the case of an adjourned meeting to be held 48 hours or less after the time fixed for holding the original meeting, received:
  - (i) at a proxy notification address or a proxy notification electronic address in accordance with Articles 84.1 (a) or (b);
  - (ii) by the chair of the meeting or the secretary or any director at the meeting at which the poll is demanded or, as the case may be, at the original meeting; or
  - (iii) at a proxy notification address or a proxy notification electronic address by such time as the chair of the meeting may direct at the meeting at which the poll is demanded.

In calculating the periods in this Article, no account shall be taken of any part of a day that is not a working day.

84.2 The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under Article 83.3 has not been received in accordance with the requirements of this Article.

84.3 Subject to Article 84.2, if the proxy appointment and any of the information required under Article 83.3 is not received in the manner set out in Article 84.1, the appointee shall not be entitled to vote in respect of the shares in question.



- 84.4 Without limiting the foregoing, in relation to any uncertificated shares, the Board may from time to time:
- (a) permit appointments of a proxy by means of a communication sent in electronic form in the form of an uncertificated proxy instruction; and
  - (b) permit supplements to, or amendments or revocations of, any such uncertificated proxy instruction by the same means.

The Board may in addition prescribe the method of determining the time at which any such uncertificated proxy instruction is to be treated as received by the Company or a participant acting on its behalf. The Board may treat any such uncertificated proxy instruction which purports to be or is expressed to be sent on behalf of a holder of a share as sufficient evidence of the authority of the person sending that instruction to send it on behalf of that holder.

#### **85. Revocation of proxy**

A vote given or poll demanded by a proxy shall be valid in the event of the death or mental disorder of the principal or the revocation of the instrument of proxy, or of the authority under which the instrument of proxy was executed, or the transfer of the share for which the instrument of proxy is given, unless notice in writing of such death, mental disorder, revocation or transfer shall have been received by the Company at the Office, or at such other place as has been appointed for the deposit of instruments of proxy, no later than the last time at which an appointment of a proxy should have been received in order for it to be valid for use at the meeting or on the holding of the poll at which the vote was given or the poll taken.

#### **86. Corporate representatives**

- 86.1 A corporation (whether or not a company within the meaning of the Act) which is a Member may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative (or, as the case may be, representatives) at any meeting of the Company or at any separate meeting of the holders of any class of shares.
- 86.2 Any person so authorised shall be entitled to exercise the same powers on behalf of the corporation (in respect of that part of the corporation's holdings to which the authority relates) as the corporation could exercise if it were an individual Member.
- 86.3 The corporation shall for the purposes of these Articles be deemed to be present in person and at any such meeting if a person so authorised is present at it, and all references to attendance and voting in person shall be construed accordingly.
- 86.4 A Director, the Secretary or some person authorised for the purpose by the Secretary may require the representative to produce a certified copy of the resolution so authorising the representative or such other evidence of their authority reasonably satisfactory to them before permitting the representative to exercise their powers.
- 86.5 A vote given or a poll demanded by a corporate representative shall be valid notwithstanding that the representative is no longer authorised to represent the Member unless notice of the revocation of appointment was delivered in writing to the Company at such place or address and by such time as is specified in Article 85 for the revocation of the appointment of a proxy.

#### **87. Failure to disclose interests in shares**

- 87.1 If a Member, or any other person appearing to be interested in shares held by that Member, has been issued with a notice under section 793 of the Act (**section 793 notice**) and has failed in relation to any shares (**default shares**, which expression includes any shares issued after the date of such notice in right of those shares) to give the Company the information required by the section 793 notice within the prescribed period from the service of the notice, the following sanctions shall apply unless the Board determines otherwise:

- (a) the Member shall not be entitled in respect of the default shares to be present or to vote (either in person or by representative or proxy) at any general meeting or at any separate meeting of the holders of any class of shares or on any poll or to exercise any other right conferred by membership in relation to any such meeting or poll; and
  - (b) where the default shares represent at least 0.25% in nominal value of the issued shares of their class (calculated exclusive of any shares held as treasury shares):
    - (i) any dividend or other money payable for such shares shall be withheld by the Company, which shall not have any obligation to pay interest on it; and
    - (ii) no transfer, other than an excepted transfer, of any shares held by the Member shall be registered unless the Member themselves are not in default of supplying the required information and the Member proves to the satisfaction of the Board that no person in default of supplying such information is interested in any of the shares that are the subject of the transfer.
  - (c) For the purposes of ensuring Article 87.1(b)(ii) can apply to all shares held by the Member, the Company may in accordance with the uncertificated securities rules, issue a written notification to the Operator requiring conversion into certificated form of any share held by the Member in uncertificated form.
- 87.2 Where the sanctions under Article 87.1 apply in relation to any shares, they shall cease to have effect (and any dividends withheld under Article 87.1 (b) shall become payable):
- (a) if the shares are transferred by means of an excepted transfer but only in respect of the shares transferred; or
  - (b) at the end of the period of seven days (or such shorter period as the Board may determine) following receipt by the Company of the information required by the section 793 notice and the Board being fully satisfied that such information is full and complete.
- 87.3 Where, on the basis of information obtained from a Member in respect of any share held by them, the Company issues a section 793 notice to any other person, it shall at the same time send a copy of the notice to the Member, but the accidental omission to do so, or the non-receipt by the Member of the copy, shall not invalidate or otherwise affect the application of Article 87.1.
- 87.4 For the purposes of this Article:
- (a) a person, other than the Member holding a share, shall be treated as appearing to be interested in that share if the Member has informed the Company that the person is, or may be, so interested, or if the Company (after taking account of any information obtained from the Member or, pursuant to a section 793 notice, from anyone else) knows or has reasonable cause to believe that the person is, or may be, so interested;
  - (b) **interested** shall be construed as it is for the purpose of section 793 of the Act;
  - (c) reference to a person having failed to give the Company the information required by a notice, or being in default as regards supplying such information, includes reference:
    - (i) to the person's having failed or refused to give all of any part of it; and
    - (ii) to the person's having given information which they know to be false in a material particular or having recklessly given information which is false in a material particular;
  - (d) **prescribed period** means 14 days;
  - (e) **excepted transfer** means, in relation to any shares held by a Member:
    - (i) a transfer by way of or pursuant to acceptance of a takeover offer for the Company (within the meaning of section 974 of the Act); or

- (ii) a transfer in consequence of a sale made through a recognised investment exchange (as defined in section 285 of the FSMA) or any other stock exchange outside the United Kingdom on which the Company's shares are normally traded; or
- (iii) a transfer which is shown to the satisfaction of the Board to be made in consequence of a sale of the whole of the beneficial interest in the shares to a person who is unconnected with the Member and with any other person appearing to be interested in the shares.

87.5 Nothing contained in this Article shall be taken to limit the powers of the Company under section 794 of the Act.

## **88. Power of sale of shares of untraced Members**

88.1 The Company shall be entitled to sell at the best price reasonably obtainable any share of a Member, or any share to which a person is entitled by transmission, if and provided that:

- (a) during the period of 12 years before the date of sending of the notice referred to in Article 88.1(b) no cheque, order or warrant in respect of such share sent by the Company through the post in a pre-paid envelope addressed to the Member or to the person entitled by transmission to the share, at their address on the Register or other last known address given by the Member or person to which cheques, orders or warrants in respect of such share are to be sent has been cashed and the Company has received no communications in respect of such share from such Member or person entitled, provided that during such period of 12 years the Company has paid at least three cash dividends (whether interim or final) and no such dividend has been claimed by the person entitled to it;
- (b) on or after expiry of the said period of 12 years, the Company has given notice of its intention to sell such share by sending a notice to the Member or person entitled by transmission to the share at their address on the Register or other last known address given by the Member or person entitled by transmission to the share and before sending such a notice to the Member or other person entitled by transmission, the Company must have used reasonable efforts to trace the Member or other person entitled, engaging, if considered appropriate, a professional asset reunification company or other tracing agent and/or giving notice of its intention to sell the share by advertisement in a national newspaper and in a newspaper circulating in the area of the address of the Member or person entitled by transmission to the share shown in the Register;
- (c) during the further period of three months following the date of such notice and prior to the exercise of the power of sale the Company has not received any communication in respect of such share from the Member or person entitled by transmission; and
- (d) the Company has given notice to the UKLA of its intention to make such sale, if shares of the class concerned are listed on the Official List or dealt in on the London Stock Exchange.

88.2 To give effect to any sale of shares under this Article, the Board may authorise any person to transfer the shares in question and may enter the name of the transferee in respect of the transferred shares in the Register even if no share certificate has been lodged for such shares and may issue a new certificate to the transferee. An instrument of transfer executed by that person shall be as effective as if it had been executed by the holder of, or the person entitled by transmission to, the shares. The buyer shall not be bound to see to the application of the purchase monies, nor shall the buyer's title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale. If the shares are in uncertificated form, in accordance with the uncertificated securities rules, the Board may issue a written notification to the Operator requiring the conversion of the share to certificated form.

88.3 If during the period of 12 years referred to in Article 88.1, or during any period ending on the date when all the requirements of Articles 88.1(a) to 88.1(d) have been satisfied, any additional shares have been issued in respect of those held at the beginning of, or previously so issued during, any such period and all the requirements of Articles 88.1(b) to 88.1(d) have been satisfied in regard to such additional shares, the Company shall also be entitled to sell the additional shares.

**89. Application of proceeds of sale of shares of untraced Members**

The Company shall account to the Member or other person entitled to the share for the net proceeds of a sale under Article 88 by carrying all monies relating to such sale to a separate account. The Company shall be deemed to be a debtor to, and not a trustee for, such Member or other person in respect of such monies. Monies carried to such separate account may either be employed in the business of the Company or invested in such investments as the Board may think fit. No interest shall be payable to such Member or other person in respect of such monies and the Company does not have to account for any money earned on them. If no valid claim for the money has been received by the company during a period of two years from the date on which the relevant shares were sold by the company under this Article, the money will be forfeited and will belong to the company.

**90. NOT USED**