

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.



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 Chairperson

Notice of Annual General Meeting

This document should be read as a whole. Your attention is drawn to the letter from the Chairperson of the Company which is set out on pages 5 to 7 of this document and which recommends that you vote in favour of the resolutions to be proposed at the Annual General Meeting and the notice convening an Annual General Meeting of the Company to be held at 11 a.m. (UK time) on 16 November 2022 at Fladgate LLP, 16 Great Queen Street, London, WC2B 5DG as set out at the end of this document.

Attendance of AGM

The AGM is an important event in the Company’s corporate calendar and provides an opportunity for the Company’s directors to engage with shareholders.

If it is necessary to alter the arrangements for the AGM, shareholders will be notified promptly via RNS and the Company’s website. Proxies may be submitted electronically using Link Group’s Signal Shares share portal service at 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) on 14 November 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, as soon as possible but in any event so as to arrive no later than 1 p.m. (SA time) on 14 November 2022.

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

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Expected timetable of principal events

Shareholders on the register who are entitled to receive the notice of AGM (SA)	14 October 2022
Notice of AGM posted to shareholders	25 October 2022
Last date to trade in order to be eligible to participate in and vote at the AGM (SA)	9 November 2022
Record date for the purposes of determining which shareholders are entitled to participate in and vote at the AGM (SA)	14 November 2022
Record date for the purposes of determining which shareholders are entitled to participate in and vote at the AGM (UK)	14 November 2022
Latest time and date for receipt of CREST Proxy Instruction and other Uncertificated instructions (UK)	11:00 a.m. (UK time) 14 November 2022
Latest time and date for receipt of Dematerialised Holding Instruction and other uncertified instructions (SA)	1 p.m. (SA time) 14 November 2022
Annual General Meeting	11:00 a.m. (UK time) 16 November 2022
2022 Results of the Annual General Meeting released on RNS and SENS	16 November 2022

Definitions

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

“Act” or “Companies Act”	the UK Companies Act 2006 (as amended from time to time);
“AGM”	the annual general meeting of the Company to be held on 16 November 2022;
“AIM”	the AIM market operated by the London Stock Exchange;
“Board” or “Directors”	the directors of the Company whose names are set out on page 5 of this document;
“Certificated Shareholders”	holders of Certificated Shares;
“Certificated Shares”	shares which are evidenced by a certificate or other physical document of title and which have not been Dematerialised;
“Circular”	this circular;
“Company” or “Jubilee”	Jubilee Metals Group PLC;
“CREST”	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear which facilitates the transfer of title to shares in uncertificated form;
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755) including any enactment or subordinate legislation which amends or supersedes those regulations and any applicable rules made under those regulations or any such enactment or subordinate legislation for the time being in force;
“Dematerialised”	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;
“Dematerialised Shareholder”	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;
“Documents of Title”	share certificates, certified transfer deeds, balance receipts or any other documents of title to Ordinary Shares;
“Euroclear”	Euroclear UK & Ireland Limited, a company incorporated in England & Wales with registration number 02878738, being the Operator of CREST;
“Group”	the Company and its subsidiaries;
“JSE”	JSE Limited, a 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;
“London Stock Exchange”	London Stock Exchange PLC;
“Notice”	the notice of the Annual General Meeting, which is set out at the end of this document;
“Ordinary Shares”	ordinary shares of 1 penny each in the capital of the Company;
“Resolutions”	the resolutions to be proposed at the Annual General Meeting, as set out in the Notice;
“RNS”	the Regulatory News System;
“Shareholders”	holders of Ordinary Shares;
“South Africa”	the Republic of South Africa;

“Statutory Pre-Emption Rights”	the statutory pre-emption rights contained in section 561 of the Companies Act;
“Strate”	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;
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland, its territories and dependencies;
“£” or “Pounds Sterling”	Pounds Sterling, the lawful currency of the UK from time to time.

Letter from the Chairperson



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:

Ollie Oliveira (*Non-executive Chairperson*)
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*)
Tracey Kerr (*Non-executive Director*)

Registered office:

First Floor
7/8 Kendrick Mews
London
SW7 3HG

24 October 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 the formal notice of the Company's 2022 Annual General Meeting ("AGM") to be held at 11 a.m. UK time on 16 November 2022.

2. Attendance at the AGM

The AGM is an important event in the Company's corporate calendar and provides an opportunity for the Company's directors to engage with shareholders.

3. Changes to the AGM arrangements

If it is necessary to alter the arrangements for the AGM, shareholders will be notified promptly via RNS and the Company's website.

4. Annual General Meeting

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

The Notice of the Annual General Meeting is on pages 8 to 12 of this document and contains routine items of business, with your Directors seeking renewal of the standard authorities granted at previous AGMs. The resolutions to be proposed at the AGM are set out in the Notice at the end of this document.

5. Recommendation

Your Board considers that the Resolutions to be proposed at the Annual 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 3 255 194 Ordinary Shares, representing approximately 0.120 percent of the issued share capital of the Company as at 21 October 2022 (being the last business day before the date of this document).

6. Action to be taken

Shareholders on the register as at close of business on 14 November 2022 are entitled to vote at the Annual General Meeting.

Proxies may be submitted electronically using Link Group's Signal Shares share portal service at 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 by no later than 11 a.m. (UK time) on 14 November 2022 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, by no later than 1 p.m. (SA time) on 14 November 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 Annual General Meeting:

Voting at the Annual 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 Annual General Meeting. Your CSDP or broker will issue the necessary letter of representation to your proxy to attend the Annual General Meeting.

Shareholders are encouraged to appoint the Chairperson of the meeting as their proxy, rather than a named person who may not be able to attend the physical meeting in person. Shareholders are further asked to appoint the Chairperson 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 Annual 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 Annual 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 Annual 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 14 November 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,

Ollie Oliveira
Chairperson

Notice of Annual 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 the Annual General Meeting (the “AGM”) of Jubilee Metals Group PLC (the “Company”) will be held on 16 November 2022 at Fladgate LLP, 16 Great Queen Street, London, WC2B 5DG at 11 a.m. (all times are United Kingdom times unless otherwise stated) to consider and, if thought fit, pass the following Resolutions 1 to 7 as Ordinary Resolutions and Resolutions 8 and 9 as Special Resolutions:

Ordinary business

Ordinary Resolution 1

To receive, consider and adopt the Directors’ report and financial statements of the Group and Company for the year ended 30 June 2022, together with the report of the auditors thereon.

Ordinary Resolution 2

To re-elect as Director, Mr Ollie Oliveira, who is retiring in accordance with Article 128 of the Company’s Articles of Association and who being eligible is offering himself for re-election.

Ordinary Resolution 3

To re-elect as Director, Ms Tracey Kerr, who is retiring in accordance with Article 128 of the Company’s Articles of Association and who being eligible is offering herself for re-election.

Ordinary Resolution 4

To re-elect as Director, Mr Leon Coetzer, who is retiring in accordance with Article 121 of the Company’s Articles of Association and who being eligible is offering himself for re-election.

Ordinary Resolution 5

To re-elect as Director, Mr Christopher Molefe, who is retiring in accordance with Article 121 of the Company’s Articles of Association and who being eligible is offering himself for re-election.

Ordinary Resolution 6

To confirm the appointment of Crowe U.K. LLP, 55 Ludgate Hill, London, EC4M 7JW, United Kingdom as auditors of the Company for the year ending 30 June 2023 and to authorise the Directors to determine their remuneration.

Ordinary Resolution 7

That the Directors be generally and unconditionally authorised, pursuant to and in accordance with Section 551 of the Companies Act 2006 of the United Kingdom (“the Act”), in substitution for all previous powers granted to them thereunder, (but without prejudice to the continuing power of the Directors pursuant to an offer or agreement made by the Company before the date this resolution is passed to allot Relevant Securities (as defined below)):

- (i) to allot shares in the Company or grant rights, warrants or options to subscribe for, or convert any relevant security into shares in the Company (together “Relevant Securities”) up to an aggregate nominal amount of £3 985 577 representing approximately 15% of the total issued share capital of the Company, as at the last practicable date prior to the date of this notice, pursuant to arrangements made between the 2022 AGM and the 2023 AGM; and
- (ii) to exercise all the powers of the Company to allot and make offers to allot Relevant Securities up to an aggregate nominal amount £7 971 154 (representing approximately 30% of the total issued share capital of the Company, as at the last practicable date prior to the date of this notice);

and such authority shall, unless previously 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 31 December 2023 (whichever is earlier) provided that 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.

Special business

Special Resolution 8

That, subject to and conditional on the passing of Resolution 7 above, 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 resolution 7 above and to allot equity securities (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 £2 657 051 (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 2023.

Special Resolution 9

That the Company be generally and unconditionally authorised for purpose of Section 701 of the Companies Act 2006 (the “Act”) to make one or more market purchase (as defined in section 693(4) of the Act) of ordinary shares of the Company on such terms and in such a manner as the Directors shall determine, provided that:

- (a) the maximum aggregate value of ordinary shares which may be purchased is £3 972 292 (representing approximately 14.95 % of the issued share capital of the Company as at the last practicable date prior to the date of this notice);
- (b) the minimum price (excluding expenses) which may be paid for such ordinary share is 1 pence;
- (c) the maximum price (excluding expenses) which may be paid for such ordinary share does not exceed the higher of:
 - (i) 5% above the average closing price of such shares (as derived from the Daily Official List of the London Stock Exchange) for the five business days prior to the date of purchase; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out;

in each case, exclusive of expenses; and

- (d) this authority shall expire on the earlier of 31 December 2023 and the conclusion of the annual general meeting of the Company to be held in 2023, unless such authority is renewed prior to that time (except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry).

By order of the board

Link Company Matters Limited

Company Secretary

24 October 2022

Registered office:

United Kingdom
First Floor
7/8 Kendrick Mews
London SW7 3HG

South African office:

South Africa
Byls Bridge Office Park
Building 14 Block B, 2nd Floor
Cr Jean Ave & Olievenhoutbosch Rd,
Doringkloof, Centurion, 0157

Notes to the Notice of the Annual General Meeting

1. Proxies may be submitted electronically using Link Group's Signal Shares share portal service at 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 by no later than 11 a.m. (UK time) on 14 November 2022 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, by no later than 1 p.m. (SA time) on 14 November 2022.

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 9.00 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.
4. Proxy votes must be received by no later than 11 a.m. (UK time) on 14 November 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/her. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company.
5. To be effective, the proxy vote must be received at the office of Link Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL no later than 11 a.m. (UK time) on 14 November 2022 or 48 hours before any adjourned meeting, 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, no later than 1 p.m. (SA time) on 14 November 2022. If the Meeting is adjourned no later than 11 a.m. (UK time) on the day 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.
6. 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.
7. 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.
8. 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.
9. 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.
10. 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.
11. The revocation notice must be received by Link Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL no later than 11 a.m. (UK time) on 14 November 2022, or Computershare Investor Services (Pty) Limited no later than 1 p.m. (SA time) on 14 November 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.

12. 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.
13. 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.
14. 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 Annual General Meeting at close of business (UK time) on 14 November 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.
15. 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 Annual General Meeting in order for them to vote in accordance with your instructions.
16. 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 14 November 2022. On 14 November 2022 for this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Link 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) 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).

17. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11 a.m. on 14 November 2022 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity’s associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
18. As at 6:00 p.m. (UK time) on 21 October 2022 the Company’s issued share capital comprised 2,674,184,838 ordinary shares of 1p each. Each ordinary share carries the right to one vote at the annual 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 21 October 2022 was 2,674,184,838.

19. 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 AGM and will also be available for inspection at the place of the AGM for at least 15 minutes prior to and during the Meeting.

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 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 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).

* The Company reserves the right to send hard copy documents to Shareholders where, for example, overseas securities laws do not permit electronic communication or in other circumstances where the Company considers that electronic delivery may not be appropriate.

For your notes

For your notes

For your notes
