

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser, who is authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all your shares in MetalNRG plc, you should at once forward this document and the accompanying proxy form to the purchaser or transferee, or to the bank or stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



---

**NOTICE  
OF  
2022 ANNUAL GENERAL MEETING**

---

Shareholders are asked to refrain from attending the AGM if they are experiencing symptoms of Covid-19 or have recently been in contact with anyone who has tested positive. Wearing a face covering is recommended for everyone attending the AGM in person.

Given the continued presence of Covid-19 and the rate at which the virus and new mutations can spread, shareholders should be aware that arrangements for the AGM may change at short notice. Any relevant updates regarding the AGM will be made as early as possible before the date of the AGM via the Company's website [www.metalnrg.com](http://www.metalnrg.com) or via a regulatory announcement.

## CONTENTS

	<i>Page</i>
Letter from the Chairman	4
Notice of AGM and Resolutions to be proposed	9
Important Notes	11
Form of Proxy (enclosed)	11

---

## KEY TIMES AND DATES

Dispatch of this document	<b>Thursday, 26 May 2022</b>
Latest time & date for receipt of forms of proxy	<b>9.00am on Friday, 17 June 2022</b>
<b>AGM</b>	<b>9.00am on Monday, 20 June 2022</b>

## HOW TO VOTE

Your votes matter. If you are not planning to attend the AGM, please vote your shares by appointing the Chairman of the Company as your proxy. You can vote by returning the form of proxy (the “**Form of Proxy**”) that has been sent to you. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact City Group PLC on 07702 868460.

**In accordance with Article 66.1 of the Company’s Articles of Association, the voting on all resolutions put to the meeting must be decided on a poll. This means that your votes will all be counted for all the shares that you hold.**

If you attend the AGM having previously submitted a completed Form of Proxy, you will be able to submit a poll card (if you wish to change your votes contained in your Form of Proxy) in a short window after the meeting has formally closed. Instructions on how to do this are included in the documents sent to you.

A shareholder may appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the AGM provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a member of the Company. To be valid, the Form of Proxy provided or other instrument appointing a proxy must be emailed to [info@metalnrg.com](mailto:info@metalnrg.com) or received by post at the offices of City Group PLC, the Company’s Company Secretary, at the address shown on the Form of Proxy. To avoid any delays in posting, we recommend that Forms of Proxy are sent by email if possible.

## ATTENDANCE AT THE AGM

If you or your proxy are planning to attend the AGM in person, please contact our Company Secretary, City Group PLC, by email to [mail@city-group.com](mailto:mail@city-group.com) to register your planned attendance and enable us to get a clear idea of the number of shareholders who intend to attend the AGM.

## HOW TO SPEAK AT THE AGM

If you are not planning to attend the AGM but wish to raise a question to be considered at the AGM, we ask that you submit your question in advance. We would politely remind you that the Directors will not answer questions relating to the individual rights of shareholders at the AGM itself, but if you wish to submit such a question via the link set out below, we will respond to the extent we are able.

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

There will, in addition, be a short period at the end of the AGM for additional questions, but we would be very grateful if any questions could be raised in advance.

Please submit any questions to [info@metalnrg.com](mailto:info@metalnrg.com) with the heading "**AGM Question.**"

## LETTER FROM THE CHAIRMAN

---

### **MetalNRG plc**

*(Registered in England & Wales Company No. 05714562)*

### **Registered Office**

1 Ely Place  
London EC1N 6RY  
United Kingdom

[www.metalnrg.com](http://www.metalnrg.com)

### **Directors:**

Christopher Latilla-Campbell, Non-Executive Chairman

Rolf Gerritsen, Chief Executive Officer

Christian Schaffalitzky de Muckadell, Non-Executive Director

**26 May 2022**

Dear Shareholder,

I am writing to you with details of the Annual General Meeting (the “**AGM**”) of the Company which will be held at 1 Ely Place, London EC1N 6RY on **Monday, 20 June 2022** at **9.00am**. The formal Notice of AGM is set out on pages 9 to 10 of this document.

I will now explain the operation of the AGM and the voting process in some detail.

### **1. Before the AGM**

If you or your proxy are planning to attend the AGM in person, please contact our Company Secretary, City Group PLC, by email to [mail@city-group.com](mailto:mail@city-group.com) to register your planned attendance and enable us to get a clear idea of the number of shareholders who intend to attend the AGM.

In the usual way we ask and encourage shareholders, whether they are planning to attend and participate in the AGM or not, to vote for the AGM resolutions by appointing the Chairman as a shareholder’s proxy. Accordingly, shareholders are encouraged to complete the enclosed form of proxy (the “**Form of Proxy**”) and return it by email to [info@metalnrg.com](mailto:info@metalnrg.com) or by post to our Company Secretary, City Group PLC, at 1 Ely Place, London EC1N 6RY, as soon as possible. To be valid, the Form of Proxy provided or other instrument appointing a proxy must be received by email at [info@metalnrg.com](mailto:info@metalnrg.com) or by post at the offices of City Group PLC, the Company’s Company Secretary, at the address shown on the Form of Proxy.

**In accordance with Article 66.1 of the Company’s Articles of Association, the voting on all resolutions put to the meeting must be decided on a poll. This means that your votes will all be counted for all the shares that you hold.**

If you have any questions for the AGM, please remember to submit your questions in advance in accordance with the instructions on page 3 to [info@metalnrg.com](mailto:info@metalnrg.com) with the heading “**AGM Question.**”

If you wish to appoint a corporate representative please contact City Group PLC, the Company Secretary, by telephone on 07702 868460.

## 2. On the Day of the AGM

The AGM takes place at 1 Ely Place, London EC1N 6RY at **9.00am** on **Monday, 20 June 2022**.

When the AGM opens at the appointed time, the Chairman will open the AGM and address any questions that have been submitted in advance. The AGM will then proceed with the formal business of the meeting and the Chairman will then formally put the AGM resolutions to the meeting and advise of the proxy voting received in advance. The AGM will then formally close.

Poll process. Shareholders attending the AGM will have the option to submit a poll card if they wish to record a change in their Form of Proxy vote. The proxy voting process will close 30 minutes after the formal closing of the AGM.

The voting results of the AGM will be announced by RNS and posted to the Company's website by 4.00 pm on the day of the meeting. The full poll results will also be published on this website at the same time.

There will be a short opportunity, at the end of the formal business of the AGM, for shareholders attending the meeting to put any additional questions to the Board.

The business of the AGM is as follows:

### **Resolution 1 – Report and Accounts**

#### ***Ordinary Resolution***

This first resolution is for the Directors to present the Company's Annual Report and Accounts for the period ended 31 December 2021 (the "**2021 Report & Accounts**") to shareholders. The 2021 Report and Accounts contain the financial statements for the year ended 31 December 2021, together with the Strategic Report, the Directors' Report, the Corporate Governance Statement, the Remuneration Report and the Auditors' Report.

### **Resolution 2 to 4 – Re-appointment of Directors**

#### ***Ordinary Resolutions***

Pursuant to the Company's Articles of Association, at each annual general meeting of the Company, all Directors of the Company shall retire from office and, each being eligible, offer himself for re-election. Biographies for all the Directors are set out in the 2021 Report and Accounts and are also set out in the Company's website ([www.metalnrg.com](http://www.metalnrg.com)).

Accordingly, **Resolution 2** is to approve the re-election, as a Director, of Christopher Latilla-Campbell who retires as a Director and offers himself for re-election.

**Resolution 3** is to approve the re-election, as a Director, of Rolf Gerritsen who retires as a Director and offers himself for re-election.

**Resolution 4** is to approve the re-election as a Director, of Christian Schaffalitzky de Muckadell who retires as a Director and offers himself for re-election.

## **Resolution 5 – Re-appointment of Auditors**

### ***Ordinary Resolution***

The auditors of a company must be appointed or re-appointed at each AGM at which the financial statements are put before shareholders. This resolution is for the shareholders to formally approve the reappointment of Edwards Veeder (UK) Limited as auditor of the Company until the conclusion of the next AGM of the Company at which financial statements are laid. The resolution also authorises the Directors to agree the auditor's remuneration.

## **Resolution 6 - Directors' Remuneration Policy**

### ***Ordinary Resolution***

**Resolution 6** proposes the approval, on a binding basis, of the Company's Remuneration Policy as set out in the Directors' Remuneration Report in the 2021 Report and Accounts.

## **Resolution 7 - Directors' Remuneration Report**

### ***Ordinary Resolution***

The annual report on Directors' Remuneration, as set out in the Directors' Remuneration Report in the 2021 Report and Accounts, provides information on the Directors' remuneration. **Resolution 7** proposes the approval of the Directors' Remuneration Report, other than the parts containing the Directors' Remuneration Policy, which will be the subject of Resolution 6.

## **Resolution 8 – Authority to issue shares**

### ***Ordinary Resolution***

**Resolution 8** is to grant the Directors authority to allot new Ordinary Shares. The last such authority was approved by Shareholders in June 2021 and the authority under this resolution will replace the previous authority.

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

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

If approved by Shareholders, this resolution will allow the Directors to allot new ordinary shares and grant rights to subscribe for, or convert other securities into, Ordinary Shares up to 66 per cent of the Company's issued Ordinary Share capital and up to a further 66 per cent of the Company's issued Ordinary Share capital in connection with a pre-emptive offer by way of a rights issue to shareholders. This new authority will expire at the conclusion of the Company's next AGM in 2023.

## **Resolution 9 – General authority to disapply pre-emption rights**

### ***Special Resolution***

Subject to the passing of Resolution 8, **Resolution 9** is to grant the Directors authority to disapply pre-emption rights in respect of the issue of new Ordinary Shares up to 50 per cent of the Company’s issued Ordinary Share capital.

If the Directors wish to allot new ordinary shares and other equity securities for cash, the Companies Act requires that these shares are offered first to shareholders in proportion to their existing holdings. There may be circumstances, however, when it is in the interests of the Company to be able to allot new equity securities for cash other than on a pre-emptive basis. For example, this Resolution will give the Directors authority to exclude certain categories of shareholders in a rights issue where their inclusion would be impractical or illegal and also to issue shares other than by way of rights issues which are, for regulatory reasons, complex, expensive, time consuming and impractical for a company the size of MetalNRG.

The authority under this resolution, which will replace a similar authority which was approved by Shareholders in June 2021, will expire at the conclusion of the Company’s next AGM in 2023.

## **Resolution 10 - Holding of shareholder meetings on shortened notice**

### ***Special Resolution***

**Resolution 10** is a procedural matter to ensure that the Company has the power to call a general meeting which is not an annual general meeting on 14 days’ notice rather than 21 days’ notice. In accordance with institutional guidelines the Board would only use shortened notice if the business concerned was of an urgent nature.

If approved, the new authority, granted under this resolution, will be effective until the conclusion of the Company’s next AGM in 2023 when it is intended that a similar resolution will be proposed.

The authority under this resolution will replace a similar authority which was approved by Shareholders in June 2021.

## **DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the Service Contract for Rolf Gerritsen, the Company’s Chief Executive Officer, and the Letters of Appointment for Christopher Latilla-Campbell, the Non-Executive Chairman, and Christian Schaffalitzky de Muckadell, Non-Executive Director, and the Company’s Articles of Association will be available for inspection at the Company’s Registered Office, 1 Ely Place, London EC1N 6RY during normal business hours until the conclusion of the AGM.

## **ACTION TO BE TAKEN**

Shareholders will have received a Form of Proxy for use at the AGM. Shareholders are encouraged to complete and return the Form of Proxy by email to [info@metalnrg.com](mailto:info@metalnrg.com) or by post to the Company Secretary, City Group PLC, at 1 Ely Place, London EC1N 6RY in accordance with the instructions printed thereon as soon as possible. To be valid, the Form of Proxy provided or other instrument appointing a proxy must be received by email at

[info@metalnrg.com](mailto:info@metalnrg.com) or by post at the offices of City Group PLC, the Company's Company Secretary, at the address shown on the Form of Proxy. For proxy appointments to be valid, they must be received no later than **9.00am on Friday, 17 June 2022**.

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

The Directors have established an e-mail list for all shareholders who would like to receive information and updates from the Company electronically. If you are not already on the e-mail list and would like to receive Company information electronically please complete the section on the Proxy Form. This will not affect existing channels of communication and distribution of Notices and other corporate documents.

## **RECOMMENDATION**

The Board believes that the resolutions to be proposed at the AGM are in the best interests of the Company and the shareholders as a whole. The Board therefore unanimously recommends to shareholders that they vote in favour of the resolutions as the Directors intend to do in respect of their own beneficial shareholdings totalling in aggregate 81,805,743 ordinary shares (representing 7.21 per cent of the issued ordinary share capital of the Company).

Yours faithfully

**Christopher Latilla-Campbell**  
Chairman



## NOTICE OF ANNUAL GENERAL MEETING

---

**NOTICE IS HEREBY GIVEN** that the AGM of the Company will be held on **Monday, 20 June 2022** at **9.00am** for the following purposes:

To consider and, if thought fit, to pass **Resolutions 9 and 10** as **special resolutions** with the remaining Resolutions to be passed as **ordinary resolutions**:

1. To receive the Annual Report and Accounts for the year ended 31 December 2021
2. To re-elect Christopher Latilla-Campbell as a Director, who retires and offers himself for re-election.
3. To re-elect Rolf Gerritsen as a Director, who retires and offers himself for re-election.
4. To re-elect Christian Schaffalitzky de Muckadell as a director, who retires and offers himself for re-election.
5. To reappoint Edwards Veeder (UK) Limited as auditor of the Company and to authorise the Directors to agree its remuneration.
6. To approve the Directors' Remuneration Policy in the form set out in the Directors' Remuneration Report in the Company's Annual Report and Accounts for the year ended 31 December 2021.
7. To approve the Directors' Remuneration Report, other than the parts containing the Directors' Remuneration Policy, in the form set out in the Company's Annual Report and Accounts for the year ended 31 December 2021.
8. **THAT**, the Directors be generally and unconditionally authorised, pursuant to and in accordance with Section 551 of the Companies Act 2006 (the "**Act**"), to exercise all the powers of the Company to allot:
  - (a) shares in the Company and to grant rights to subscribe for, or to convert any security into shares in the Company up to an aggregate nominal amount of £74,924.48 (consisting of 749,244,843 ordinary shares of 0.01 pence each and representing 66 per cent. of the aggregate nominal amount of the issued ordinary share capital of the Company); and in addition
  - (b) equity securities (as defined in Section 560(1) of the Act) up to an aggregate nominal amount of £74,924.48 (consisting of 749,244,843 ordinary shares of 0.01 pence each and representing 66 per cent. of the aggregate nominal amount of the issued ordinary share capital of the Company) in connection with an offer of such securities by way of a rights issue;

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Act and to expire at the conclusion of the next AGM of the Company, to be held in 2023, save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require ordinary shares to be allotted or rights to subscribe for or to convert any security into ordinary shares after the authority ends.

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

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities, to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

9. **THAT**, conditional upon the passing of Resolution 8, the Directors be authorised, pursuant to and in accordance with Section 570 of the Act, to allot equity securities (as defined in the Act) for cash under the authority given by Resolution 8 and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, such authority to be limited:

- (a) to allotments of equity securities in connection with an offer such securities by way of a rights issue; and
- (b) to the allotment of equity securities or the sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £56,760.97 (consisting of 567,609,730 ordinary shares of 0.01 pence each and representing 50 per cent. of the aggregate nominal amount of the issued ordinary share capital of the Company);

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Act and to expire at the at the conclusion of the next AGM of the Company, to be held in 2023, save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be allotted (and treasury shares to be sold) after the authority ends and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

10. **THAT** a general meeting other than an annual general meeting may be called on not less than 14 clear days’ notice.

**BY ORDER OF THE BOARD**

**City Group PLC**  
 Company Secretary  
**26 May 2022**

MetalNRG plc  
 Registered Office: 1 Ely Place, London EC1N 6RY

## IMPORTANT NOTES:

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

1. To be entitled to participate in and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at **6.00 pm on Friday, 17 June 2022** (or, in the event of any adjournment, 6.00 pm on the date which is 48 hours before the time of the adjourned meeting).

Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting. There are no other procedures or requirements for entitled shareholders to comply with in order to participate in and vote at the AGM. In alignment with best practice for Listed Companies, and as required by the articles of association of the Company, voting at the AGM will be conducted by way of a poll and not by a show of hands. The Company believes that a poll is more representative of shareholders' voting intentions because shareholder votes are counted according to the number of ordinary shares held and all votes tendered are taken into account.

2. Whether they intend to attend and participate in the AGM or not, shareholders are encouraged to vote by proxy. The AGM will commence at **9.00am on Monday, 20 June 2022**. If you or your proxy are planning to attend the AGM in person, please advise our Company Secretary, City Group PLC, by email to [mail@city-group.com](mailto:mail@city-group.com) of your planned attendance or the attendance of your proxy so that we can get a clear idea of the number of shareholders planning to attend the AGM.
3. Members are entitled to appoint a proxy to exercise all or part of their rights to participate in and to speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company. Shareholders are encouraged to appoint the Chairman as their proxy but a third party may be appointed instead.

A Form of Proxy which may be used to make such appointment and give the proxy voting instructions has been sent to you. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact City Group PLC on 07702 868460.

4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
5. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or

does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

6. The statement of the rights of shareholders in relation to the appointment of proxies in notes 3, 4 and 8 (below) do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
7. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes “**For**” or “**Against**” the resolution. A shareholder who does not give any voting instructions in relation to a resolution should note that his proxy will have authority to vote or withhold a vote on that resolution as he thinks fit. A proxy will also have authority to vote or to withhold a vote on any other business (including amendments to resolutions) which is properly put before the AGM, as he or she thinks fit.
8. To be valid, any Form of Proxy or other instrument appointing a proxy must be sent by email to [info@metalnrg.com](mailto:info@metalnrg.com) or by post to the Company’s Company Secretary, City Group PLC, at the address shown on the Form of Proxy. For proxy appointments to be valid, Forms of Proxy must be received by no later than **9.00am on Friday, 17 June 2022**. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by email at [info@metalnrg.com](mailto:info@metalnrg.com) or by post by City Group PLC before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use for the Form of Proxy carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
9. The return of a completed Form of Proxy, or other such instrument will not prevent a shareholder participating in the AGM and submitting a poll card following the meeting to change his or her vote if he/she wishes to do so.
10. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that no more than one corporate representative exercises powers in relation to the same shares.

## OTHER INFORMATION

A copy of this notice and other information required by Section 311A of the Companies Act 2006 can be found at [www.metalnrg.com](http://www.metalnrg.com).

### 1. Information rights

Under the Companies Act 2006, there are a number of rights that may now be available to indirect investors of the Company, including the right to be nominated by the registered holder to receive general shareholder communications direct from the Company.

The rights of indirect investors who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 (“**Nominated Persons**”) do not include the right to appoint a proxy. However, Nominated Persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

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

Any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to us in error. The only exception to this is where the Company is exercising one of its powers under the Companies Act 2006 and writes to you directly for a response.

### 2. Statements related to the audit

Members satisfying the thresholds in Section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to:

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

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

### 3. Shareholder requisition rights

Members satisfying the thresholds in Sections 338 and 338A of the Companies Act 2006 can require the Company:

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

### 4. Total voting rights and share capital

The Company has one class of authorised ordinary shares. The holders of ordinary shares are entitled to one vote per share and are entitled to one vote per share on all matters that are subject to shareholder vote.

As at **25 May 2022** (the latest practicable date before the publication of this notice), the issued share capital of the Company was comprised of **1,135,219,460** ordinary shares, each with a nominal value of 0.01 pence per share. The Company holds no ordinary shares in Treasury.