

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document, you should consult a person authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities.**

If you have sold or otherwise transferred your ordinary shares in Iofina plc (the "**Company**"), please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to whoever now holds the shares. If you have sold only part of your holding of shares in the Company, please contact the person through whom the sale was arranged immediately.



**Iofina plc**

*(Registered in England and Wales with registered no. 5393357)*

## **Notice of Annual General Meeting**

on 22 June 2022 at 10:00 a.m.

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This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company set out on pages 2 and 3 of this document, which contains the recommendation by the directors of the Company to shareholders to vote in favour of the resolutions to be proposed at the 2022 Annual General Meeting (the "**AGM**").

**Formal notice of the AGM (the "AGM Notice"), which will take place at finnCap, One Bartholomew Close, London EC1A 7BL on 22 June 2022 at 10:00 a.m., is set out on pages 7 and 8 of this document.**

If you are unable to attend the AGM, please complete and submit an online form of proxy in accordance with the instructions set out in this document or, if a hard copy is requested, details on how to complete the form are set out in the explanatory notes to this document set on pages 9 and 10. Appointment of a proxy will not preclude shareholders from attending and voting at the AGM should they choose to do so.

Proxies may be submitted electronically using Link Group's Signal shares online portal at [www.signalshares.com](http://www.signalshares.com) or in hard copy form if you request a hard copy Form of Proxy from Link Asset Services. To be valid, proxy appointments must be submitted using Link Group's Signal shares online portal 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 10:00 a.m. on 20 June 2022 or 48 hours (excluding any part of a day that is not a working day) before any adjourned meeting. The electronic submission of a proxy using Link Group's Signal shares online portal or the completion and return of a Form of Proxy in hard copy form would ordinarily not preclude shareholders from attending and voting at the AGM should they so wish.

If you require a hard copy Form of Proxy (or assistance with how to complete, sign and return it) or assistance in submitting your proxy appointment electronically, please call Link Group on +44 (0)371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open 9:00 a.m. to 5:30 p.m., Monday to Friday, excluding public holidays in England and Wales.

If you hold your ordinary shares in uncertificated form (i.e. in CREST), you may appoint a proxy for the AGM by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual issued by Euroclear so that it is received by Link Group (under CREST Participation ID RA10) by no later than 10:00 a.m. on 20 June 2022. The time of receipt will be taken to be the time from which the Registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.



#### **Directors**

Lance Baller (*Chairman*)  
Dr Thomas Becker  
Malcolm Lewin  
Dr William Bellamy  
J. Frank Mermoud  
Mary Fallin Christensen

#### **Registered Office**

48 Chancery Lane  
London  
WC2A 1JF

27 May 2022

Dear Shareholder

### **1. Annual General Meeting 2022**

I have pleasure in enclosing the Notice of the Annual General Meeting ("**AGM Notice**" or "**AGM**", as the context requires) of Iofina plc (the "**Company**" or "**Iofina**") which will be held at finnCap, One Bartholomew Close, London EC1A 7BL on 22 June 2022 at 10:00 a.m. The AGM Notice is set out on pages 7 and 8 of this document and an explanation of the business to be considered and voted on at the AGM is set out in the Appendix on pages 4 to 6.

### **2. Attendance at AGM**

I am pleased, for the first time in three years, to be able to invite shareholders to attend our AGM in person on 22 June 2022. The AGM is an important event in the Company's corporate calendar, providing an opportunity for the Board to engage with shareholders and for shareholders to pass the necessary resolutions for the conduct of the business and affairs of the Company.

While it is currently anticipated that there will be no restrictions on social contact or meeting format at the time of the AGM, shareholders should carefully consider whether or not it is appropriate to attend the AGM. The health and safety of our shareholders and colleagues is always our utmost priority, and we therefore request that no shareholder attends the AGM if they are experiencing any COVID-19 symptoms or have recently been in contact with anyone who has tested positive.

While we do not anticipate any changes to the arrangements set out above, it is possible that the Company may be required to change the arrangements for the AGM at short notice should Government guidance change or restrictions be reintroduced to prevent the spread of COVID-19. While unlikely, in such circumstances Iofina may be required to hold the meeting entirely in electronic form, without shareholders being able to attend the meeting in person. If this is the case, we would communicate this to the London Stock Exchange via a Regulatory Information Service announcement and publish the relevant information on the Company's website.

*Directions: The AGM will be held at finnCap, whose offices are located at One Bartholomew Close, London EC1A 7BL. Anticipating that most attendees will use public transport, the easiest way to the AGM venue is, from the direction of St Paul's underground station, to travel left along Newgate Street and turn right into King Edward Street, travel along King Edward Street and turn left into Little Britain. The venue will be on the right-hand side of the corner of Little Britain and attendees should travel alongside the venue until reaching the entrance.*

### **3. Resolutions**

In addition to the routine business, we are asking shareholders to approve three items of special business at the AGM. An explanation of all items of ordinary and special business is set out in the Appendix to this letter.

#### 4. Action to be taken

It is important to Iofina that shareholders have the opportunity to vote on the AGM resolutions, even if they are unable to attend in person. Shareholders can submit proxies for the 2022 AGM electronically by logging in to [www.signalshares.com](http://www.signalshares.com). Electronic proxy appointments must be received by the Company's Registrar no later than 10:00 a.m. on 20 June 2022 (or not less than 48 hours before the time fixed for any adjourned meeting).

Iofina is committed to reducing paper and improving efficiency in its shareholder communications. Given this, you will not receive a hard copy form of proxy for the 2022 AGM in the post automatically.

If you require a hard copy Form of Proxy (or assistance with how to complete, sign and return it) or assistance in submitting your proxy appointment electronically, please call Link Group on +44 (0)371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open 9:00 a.m. to 5:30 p.m., Monday to Friday, excluding public holidays in England and Wales.

If you hold your ordinary shares in uncertificated form (i.e. in CREST), you may appoint a proxy for the AGM by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual issued by Euroclear so that it is received by the Registrars (under CREST Participation ID RA10) by no later than 10:00 a.m. on 20 June 2022. The time of receipt will be taken to be the time from which the Registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

You are encouraged to appoint the Chairman of the AGM as your proxy.

#### 5. Formal business and Board recommendation

The AGM Notice is set out on pages 7 and 8, with full details of the resolutions to be proposed at the AGM contained in the Appendix on pages 4 to 6 of this document.

The Board believes that all of the resolutions to be put to the meeting are in the best interests of the Company's members as a whole and will promote the success of the Company for their and its other stakeholders' benefit. The Board unanimously recommends that you vote in favour of the resolutions to be put to the meeting, as members of the Board intend to do in respect of their own beneficial shareholdings.

Thank you, on behalf of the Board, for your continued support of Iofina.

Yours faithfully



**Lance Baller**  
*Chairman*

Iofina plc  
48 Chancery Lane  
London  
WC2A 1JF

Tel: +1 (859) 356-8000  
Registered in England and Wales; Company No. 05393357

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

## APPENDIX

### **Ordinary Business**

The following notes summarise the purpose of each resolution being proposed. Resolutions 1 to 5 comprise the ordinary business of the AGM and will be proposed as ordinary resolutions:

#### *Report and Accounts (Resolution 1)*

The Directors are required to lay the Strategic Report, the Directors' Report, the audited accounts and the Auditor's Report before the Company in general meeting. The shareholders are therefore requested to receive and adopt the Report and Accounts for the year ended 31 December 2021.

#### *Re-appointment of Directors (Resolutions 2 and 3)*

The Company's Articles of Association require that, at the AGM, one-third of the Directors (excluding any retiring Directors) shall retire. Accordingly, those Directors who have served in office for the longest period of time since their last re-appointment shall retire and, being eligible, offer themselves for re-appointment. Resolutions 2 and 3 propose their re-appointment.

#### *Re-appointment of Auditor (Resolution 4)*

At each general meeting at which the accounts are laid before shareholders, the Company is required to appoint auditors to serve until the next such meeting. Resolution 4 proposes the re-appointment of UHY Hacker Young LLP as the Company's auditor and that the Directors be authorised to fix its remuneration.

#### *Authority to allot shares (Resolution 5)*

By an ordinary resolution of the Company passed on 18 June 2021 at the 2021 AGM, shareholders authorised the Directors under section 551 of the Companies Act 2006 to issue equity securities without the prior consent of shareholders for a period from 18 June 2021 until the earlier of 30 June 2022 and the conclusion of the 2022 AGM. Resolution 5 proposes to authorise the Directors to allot equity securities up to a maximum nominal amount of £959,292.04 (which equates to 95,929,204 ordinary shares), being approximately 50% of the nominal value of issued share capital of the Company at 26 May 2022 (being the latest practicable date before the publication of this document).

Other than pursuant to the exercise of share options, the Directors have no present intent to issue any ordinary shares. This authority will expire on the earlier of 30 June 2023 and the conclusion of the 2023 AGM.

### **Special Business**

The following notes explain the items of special business, which will be proposed as special resolutions.

#### *Disapplication of pre-emption rights (Resolution 6)*

By a special resolution of the Company passed on 18 June 2021 at the 2021 AGM, shareholders authorised the Directors to allot equity securities for cash without first being required to offer such shares to existing shareholders in proportion to their existing holdings for a period from 18 June 2021 until the earlier of 30 June 2022 and the conclusion of the 2022 AGM. It is proposed that this authority also be renewed. The authority relates to pre-emptive issues and 57,557,522 shares, which represents approximately 30% of the issued ordinary share capital of the Company at 26 May 2022 (being the latest practicable date before the publication of this document). This authority will expire on the earlier of 30 June 2023 and the conclusion of the 2023 AGM.

#### *Market purchase of own shares (Resolution 7)*

It is proposed that, in common with many other UK public companies, the Company be given authority to make market purchases of its own shares, subject to specific conditions relating to price and volume.

This resolution will give the Company authority to purchase its own shares in the market up to a limit of 10% of its issued ordinary share capital, being 19,185,841 ordinary shares as calculated at 26 May 2022 (being the latest practicable date before the publication of this document). The maximum and minimum prices are stated in the resolution.

The Board will continue to monitor the capital requirements of the Company carefully and, although there are no plans to buy-back ordinary shares at the moment, the Directors consider it prudent to be able to act at short notice if the circumstances warrant it. The Board will only make use of this authority if it is satisfied that it would promote the success of the Company to do so, would result in an increase in earnings per share and accordingly that the purchase would be in the interests of shareholders.

As at 26 May 2022 (being the latest practicable date prior to the publication of this document), options to be satisfied by new issued shares were outstanding and not exercised over a total number of 5,000,400 ordinary shares, representing approximately 2.61% of the issued ordinary share capital at that date. It would represent approximately 2.9% of the Company's issued ordinary share capital calculated at that date if the authority to buy the Company's own shares were to be used in full.

Any purchases would be made through the London Stock Exchange and purchased shares would be cancelled (in which case the number of shares in issue would thereby be reduced) or, alternatively, held as treasury shares depending on which course of action is considered by the Directors to be in the best interests of the shareholders at that time. The Companies Act 2006 permits the Company to hold shares purchased as treasury shares rather than treat them as cancelled. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options and share awards under an employees' share scheme. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings, in respect of the shares. Further, no dividend or distribution of the Company's assets may be made to the Company in respect of the treasury shares.

#### *Adoption of new articles of association (Resolution 8)*

It is proposed in Resolution 7, which is a special resolution, that the Company adopts new Articles of Association. The Board has concluded that a number of changes should be made to the Company's existing Articles of Association (which were last amended in June 2009) and that the most efficient way to make the changes is to adopt a fresh document as the new Articles of Association.

The principal changes between the current and proposed new Articles of Association are set out below.

Copies of the existing Articles of Association and the proposed new Articles of Association will be available for inspection on the Company's website at <https://iofina.com/shareholder-documents/>.

#### **Share warrants to bearer**

The Small Business, Enterprise and Employment Act 2015 prohibits companies from issuing share warrants to bearer ("Bearer Shares"). The authority to issue Bearer Shares and related provisions have not been incorporated into the new Articles. The Company has no Bearer Shares in issue.

#### **Untraced shareholders**

Article 32 facilitates the process for the Company to unite "lost" Shareholders with their dividends and/or shares. The current Articles allow the Company, subject to certain conditions, to sell the shares of a member if, in the 12 years before such sale, at least three dividends have become payable and the member has not claimed them during that period. The current Articles require the Company to give notice of its intention to sell any untraced shares by advertisement in national and local newspapers. Under Article 32 of the proposed new Articles, the Company is required to use reasonable efforts to trace the member before sending a notice of its intention to sell any untraced shares. This could be, for example, the use of a professional asset reunification company or other tracing agent to search for Shareholders who have not kept their details up to date. This change reflects current market practice and provides greater flexibility so that the Company can improve shareholder services, while continuing to safeguard shareholder rights.

#### **Electronic participation in general meetings**

Articles 48 and 49 provide that the Company may hold 'hybrid' general meetings (including annual general meetings) so that members can participate in the meeting at a physical venue or via an electronic facility. This will allow the Company to take advantage of technological advances and evolving best practice, while also considering investor sentiment. In line with the views expressed by the Investment Association and other investor bodies the changes will not permit meetings to be held solely by electronic means, so a physical meeting will still be required.

#### **Voting in accordance with instructions**

Under the Companies Act 2006 (as amended by the Companies (Shareholders' Rights) Regulations 2009), a proxy is required to vote in accordance with the instructions given to them by the member who appointed them. Article 69.2 clarifies that the Company is not obliged to check whether a proxy has voted in accordance with the instructions given to them.

#### **Directors below minimum through vacancies**

The current Articles provide that where the number of directors falls below the minimum number permitted, they may only act either to appoint more directors themselves or to call a general meeting so that new directors can be appointed by Shareholders. The proposed new Articles (article 100) provide greater flexibility, as they

allow the remaining director(s) to act notwithstanding any vacancy (including to appoint new directors or to call a general meeting to appoint new directors). The Board considers it prudent to give the Directors increased flexibility to ensure the Company has a functioning board at all times.

### **Service of notices**

The provisions in the articles (from article 138 onwards) dealing with the service of notices by and on the Company have been updated to reflect changes in technology over the last 12 years and the greater use of electronic communication, while retaining appropriate provisions relating to traditional forms of communication, such as postal services.

### **General**

As it is proposed to adopt the new Articles to make the changes noted above, the opportunity has been taken to tidy up and simplify the articles as well. Such changes include the use of more straightforward language where possible without changing the meaning (including making the language gender neutral) and removing articles which duplicate provisions in legislation.



## IOFINA PLC

(Registered in England and Wales with registered no. 5393357)

### Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2022 Annual General Meeting ("**AGM**") of Iofina plc (the "**Company**") will be held at finnCap, One Bartholomew Close, London, EC1A 7BL on 22 June 2022 at 10:00 a.m. to transact the following business:

#### Ordinary Business

To consider and, if thought fit, to pass the following resolutions, all of which will be proposed as ordinary resolutions:

1. To receive and adopt the reports of the directors and the auditors and the audited financial statements of the Company for the year ended 31 December 2021.
2. To re-appoint Lance Baller as a director.
3. To re-appoint Jules Frank Mermoud as a director.
4. To re-appoint UHY Hacker Young LLP as the Company's auditors to hold office from the conclusion of the AGM to the conclusion of the next meeting at which the accounts are laid before the Company and to authorise the directors to determine its remuneration.
5. That the directors are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "**CA 2006**") to exercise all the powers of the Company to allot shares in its capital and to grant rights to subscribe for or convert any security into such shares ("**allotment rights**") up to a maximum aggregate nominal amount of £959,292.04, such authority to expire at the close of business on 30 June 2023 or, if earlier, at the conclusion of the Company's next annual general meeting (or adjournment thereof) after the passing of this resolution.

Notwithstanding such expiry, the authority shall still permit the Company to make allotments of shares or grant allotment rights in respect of offers or agreements made before such expiry, which would or might require shares to be allotted or allotment rights to be granted after such expiry and the directors may allot shares or grant allotment rights under any such offer or agreement as if the authority had not expired. All authorities vested in the directors on the date of this notice to allot shares and grant allotment rights that remain unexercised at the commencement of the meeting are hereby revoked without prejudice to any allotment of securities pursuant thereto.

#### Special Business

As special business, to consider and if thought fit, to pass the following resolution, which will be proposed as a special resolution:

6. That, subject to the passing of resolution 5 above, the directors are empowered pursuant to sections 570 and 573 of the CA 2006 to allot equity securities (as defined in section 560 of the CA 2006) for cash, pursuant to the authority conferred on them by resolution 5 or by way of sale of treasury shares as if section 561 of the CA 2006 did not apply to any such allotment, provided that this power is limited to:
  - (a) the allotment of equity securities in connection with any rights issue or open offer or any other pre-emptive offer which is open for acceptance for a period determined by the directors, to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to (i) fractions of such

securities, (ii) the use of one or more currencies for making payments in respect of such offer, (iii) any such shares or other securities being represented by depositary receipts, (iv) treasury shares or (v) any legal or practical problems arising under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory; and

- (b) the allotment of equity securities (other than pursuant to paragraph (a) above) up to a maximum aggregate nominal amount of £575,575.22.

The power given by this resolution shall expire on the revocation or expiry (unless renewed) of the authority granted under resolution 5 in the notice of this meeting. Notwithstanding such expiry, the power shall still permit the Company to make allotments of equity securities in respect of offers or agreements made before such expiry which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities under any such offer or agreement as if the power had not expired. All previous powers under sections 570 and 573 of the CA 2006 are revoked without prejudice to any allotment of securities pursuant thereto.

- 7. That the Company is generally and unconditionally authorised pursuant to section 701 of the CA 2006 to make market purchases (as defined by section 693 of the CA 2006) of any of its ordinary shares upon and subject to the following conditions:

- (a) the maximum number of ordinary shares authorised to be purchased under this authority is 19,185,841;
- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is its nominal value;
- (c) the maximum price which may be paid for an ordinary share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is purchased and (ii) the higher of the price of the last independent trade and the highest current bid on the London Stock Exchange at the time the purchase is carried out (in each case, exclusive of expenses); and
- (d) the authority hereby conferred shall (unless previously renewed) expire at the close of business on 30 June 2023 or, if earlier, at the conclusion of the Company's next annual general meeting (or adjournment thereof) after the passing of this resolution except that the Company may at any time prior to the expiry of such authority enter into a contract for the purchase of ordinary shares which would or might be completed wholly or partly after the expiry of such authority and the Company may complete a purchase of ordinary shares in pursuance of any such contract as if the authority had not expired.

- 8. That the regulations contained in the document produced to the meeting are adopted as the Company's new articles of association in substitution for, and to the exclusion of, the Company's existing articles of association.

27 May 2022

Registered office:  
48 Chancery Lane  
London  
WC2A 1JF

By order of the Board:

**Simon Holden**  
*Company Secretary*



## EXPLANATORY NOTES

### *Entitlement to vote*

1. To be entitled to vote at the meeting (and for the purposes of the determination by the Company of the votes that may be cast in accordance with Regulation 41 of the Uncertificated Securities Regulations 2001), only those members registered in the Company's register of members at close of business on 20 June 2022 (or, if the meeting is adjourned, at the close of business on the day two business days prior to the adjourned meeting) shall be entitled to vote at the meeting. Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

### *Appointment of proxies*

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting. You can appoint a proxy only using the procedures set out in these notes and any explanatory notes provided on Link Group's Signal shares online portal.
3. A proxy does not need to be a member of the Company but in ordinary circumstances would need to attend the meeting to represent you.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please indicate on your proxy submission how many shares it relates to.
5. 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. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

### *Appointment of proxy using hard copy Form of Proxy*

6. A hard copy Form of Proxy has not been sent to you, but you can request one directly from the Registrars. Link Group's general helpline is +44 (0)371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open 9:00 a.m. to 5:30 p.m., Monday to Friday, excluding public holidays in England and Wales. Alternatively, you can request a hard copy via email at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk) or via postal address at Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL. In the case of a member which is a company, the Form of Proxy 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 Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

### *Appointment of a proxy online*

7. You may submit your proxy electronically using the online portal at [www.signalshares.com](http://www.signalshares.com). Shareholders can use this service to vote or appoint a proxy online. The voting deadline is 10:00 a.m. on 20 June 2022. Shareholders will need to use the unique personal identification Investor Code printed on your share certificate. If you need help with voting online, please contact our Registrars on +44 (0)371 664 0391 or via email at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk). Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open 9:00 a.m. to 5:30 p.m., Monday to Friday, excluding public holidays in England and Wales.

### *Appointment of proxies through CREST*

8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. For a proxy appointment 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 ("**EUI**") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted to be received by the issuer's agent (ID: RA10) by no later than 10:00 a.m. on 20 June 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 the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time.

In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. 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.

#### *Appointment of Proxy by Joint Holders*

9. 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.

#### *Changing Proxy Instructions*

10. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off times for receipt of proxy appointments (see above) also apply 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 a hard copy Form of Proxy and would like to change the instructions using another hard copy Form of Proxy, please contact Link Group as per the communication methods shown in note 6. 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.

#### *Termination of Proxy Appointments*

11. To revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Link Group, at the address shown in note 6. In the case of a member which 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 no later than 48 hours before the meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the remainder of this paragraph, your proxy appointment will remain valid. Ordinarily, completion of a proxy would not preclude you from attending the AGM and voting in person if you so wish.

#### *Corporate representatives*

12. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

#### *Issued shares and total voting rights*

13. As at close of business on the day immediately prior to the date of posting of this AGM Notice, the Company's issued share capital comprised 191,858,408 ordinary shares. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business on the day immediately prior to the date of posting of this AGM Notice is 191,858,408.

#### *Electronic address*

14. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this AGM Notice (or in any related documents including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.