

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek advice from your solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom or, if not, by another appropriately authorised independent financial adviser.

If you sell or have sold or otherwise transferred all your Ordinary Shares in the Company please immediately forward this Circular to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. However, these documents should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws and restrictions of such jurisdiction. Persons into whose possession this Circular and any accompanying documents should come, should inform themselves about and observe any such laws and restrictions. If you have sold only part of your holding of Ordinary Shares, please contact immediately your stockbroker, bank or other agent through whom the sale or transfer was effected.

SCIROCCO ENERGY LIMITED

(Incorporated and registered in England and Wales under the Companies Act 2006 with company number 05542880)

Recommended proposal for the members' voluntary liquidation of the Company

and

Notice of General Meeting

This Circular should be read in its entirety. Your attention is drawn to the letter from the Chairman of the Company set out in Part I of this Circular which includes a recommendation of the Directors that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

A notice to convene the General Meeting of Scirocco Energy Limited, to be held at the offices of Buchanan Communications, 107 Cheapside, London, EC2V 6DN at 10 a.m on 10 July 2024, is set out in Part II of this Circular. The action to be taken by Shareholders is set out on page 10 of this document.

A Form of Proxy for use at the General Meeting accompanies this document and, to be valid, must be completed and returned to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX as soon as possible but in any event to be received not later than 10 a.m. on 8 July 2024 or 48 hours before any adjourned meeting.

This document contains forward looking statements, including, without limitation, statements containing the words "believe", "anticipated", "expect", and similar expressions. Such forward looking statements involve unknown risk, uncertainties and other factors which may cause the actual results, financial condition, performance or achievements expressed or implied by such forward looking statements to be materially different. In light of these issues, uncertainties and assumptions, the events described in the forward looking statements in this document may not occur. Subject to legal or regulatory requirements, the Company disclaims any obligation to update any such forward looking statements in this document to reflect future events or developments.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS⁽¹⁾⁽²⁾

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| Publication of this Circular and the Form of Proxy | 24 June 2024 |
| Latest time and date for receipt of online proxy votes or completed Forms of Proxy in respect of the General Meeting | 10 a.m. on 8 July 2024 |
| Close of Register of Members, Record Date for participation in the members' voluntary liquidation | 6 p.m. on 9 July 2024 |
| General Meeting | 10 a.m. on 10 July 2024 |
| Appointment of Liquidators | 10 July 2024 |

Notes:

- (1) All of the times referred to in this Circular refer to London time, unless otherwise stated.
- (2) Each of the times and dates in the above timetable is subject to change. If any of the above times and/or dates change, the revised times and dates will be notified to Shareholders by an announcement through the Company's website.

DEFINITIONS

The following definitions apply throughout this Circular, unless the context requires otherwise:

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| “AIM” | AIM, the market operated by the London Stock Exchange |
| “Circular” | this document, containing information about the Proposal and the General Meeting |
| “Company” or “Scirocco” | Scirocco Energy Limited, a company incorporated in England and Wales with Registered Number 05542880 |
| “CREST” | the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in those regulations) |
| “CREST Manual” | the rules governing the operation of CREST, as published by Euroclear |
| “CREST member” | a person who has been admitted by Euroclear as a system-member (as defined in the CREST Regulations) |
| “CREST participant” | a person who is, in relation to CREST, a system participant (as defined in the CREST Regulations) |
| “CREST Regulations” | the Uncertificated Securities Regulations 2001 (S.I. 2001 No 3755) (as amended), and any applicable rules made thereunder |
| “CREST sponsor” | a CREST participant admitted to CREST as a CREST sponsor |
| “Directors” or “Board” | the directors of the Company, whose names are set out on page 7 of this document |
| “EAG Limited” | Energy Acquisitions Group Limited (company number NI665002) |
| “Euroclear” | Euroclear UK & International Limited |
| “Form of Proxy” | the form of proxy for use at the General Meeting |
| “General Meeting” | the General Meeting of the Company convened for 10 a.m. on 10 July 2024 and any adjournment thereof, notice of which is set out in Part II of this Circular |
| “Liquidators” | Chad Griffin and Callum Angus Carmichael of FRP Advisory Trading Limited, Apex 3, 93 Haymarket Terrace, Edinburgh EH12 5HD |
| “Liquidators’ Engagement Letter” | the agreement entered into between the Company and FRP Advisory Trading Limited, effective from 11 June 2024 |
| “London Stock Exchange” | London Stock Exchange plc |
| “Notice of General Meeting” or “Notice” | the notice of General Meeting which is set out in Part II of this Circular |
| “Ordinary Shares” | ordinary shares of 0.2p each in the capital of the Company |
| “Proposal” | the proposal that the Company be placed into members’ voluntary liquidation pursuant to the Resolutions |

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|--------------------------------------|---|
| “Record Date” | 9 July 2024 |
| “Register of Members” | the Company’s Register of Members |
| “Registrars” | Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX |
| “Resolutions” | the resolutions to be proposed at the General Meeting in the form set out in the Notice (and each of which shall be a “Resolution”) |
| “Ruvuma” | means the 25% interest in the Ruvuma asset located in Tanzania |
| “Sanctions Authority” | <p>each of the following:</p> <ul style="list-style-type: none"> • the United States government; • the United Nations; • the United Kingdom; • the European Union (or any of its member states); • any other relevant governmental or regulatory authority, institution or agency which administers economic, financial or trade sanctions; or <p>the respective governmental institutions and agencies of any of the foregoing including, without limitation, the Office of Foreign Assets Control of the US Department of the Treasury, the United States Department of State, the United States Department of Commerce and Her Majesty’s Treasury</p> |
| “Sanctions Restricted Person” | <p>each person or entity:</p> <ul style="list-style-type: none"> • that is organised or resident in a country or territory which is the target of comprehensive country sanctions administered or enforced by any Sanctions Authority; or • that is, or is directly or indirectly owned or controlled by a Person that is, described or designated in (a) the current “Specially Designated Nationals and Blocked Persons” list (which as of the date hereof can be found at: https://www.treasury.gov/ofac/downloads/sdnlist.pdf); and/or (b) the current “Consolidated list of persons, groups and entities subject to EU financial sanctions” (which as of the date hereof can be found at: https://data.europa.eu/data/datasets/consolidated-list-of-persons-groups-and-entities-subject-to-eu-financial-sanctions?locale=en); or the current “Consolidated list of financial sanctions targets in the UK” (which as of the date hereof can be found at: https://ofsistorage.blob.core.windows.net/publishlive/2022format/ConList.html or • that is otherwise the subject of or in violation of any sanctions administered or enforced by any Sanctions Authority, other than solely by virtue of their inclusion in: (a) the current “Sectoral Sanctions Identifications” list (which as of the date hereof can be found at: https://www.treasury.gov/ofac/downloads/ssi/ssilist.pdf (the “SSI List”), (b) Annexes 3, 4, 5 and 6 of Council Regulation No. 833/2014, as amended by Council Regulation No. 960/2014 (the “EU Annexes”), or (c) any other list maintained by a |

Sanctions Authority, with similar effect to the SSI List or the EU Annexes

“Shareholders”

holders of Ordinary Shares from time to time and **“Shareholder”** means any one of them

“United Kingdom”

the United Kingdom of Great Britain and Northern Ireland A reference to “£” is to pounds sterling, being the lawful currency of the UK.

PART I

LETTER FROM THE CHAIRMAN OF SCIROCCO ENERGY LIMITED

(Incorporated in England and Wales with Registered Number 05542880)

Directors:

Alastair Ferguson (Non-Executive Chairman)

Matt Bower (Non-Executive Director)

Jonathan ("Niall") Roberts (Non-Executive Director)

Registered Office: 1 Park Row, Leeds, United Kingdom, LS1 5AB

24 June 2024

Dear Shareholder,

Recommended proposal for the members' voluntary liquidation of the Company

and

Notice of General Meeting

1. Introduction

Following approval by Shareholders at the general meeting of the Company held on 7 May 2024, the Company's Ordinary Shares have been cancelled from trading on AIM (the "**Cancellation**"). At the time of the Cancellation, the Board confirmed its intention to seek Shareholder approval for the members' voluntary liquidation of the Company with the aim of distributing the Company's net assets (which comprise of cash) to Shareholders.

The Board has, therefore, resolved to recommend to Shareholders that the Company enter into a members' voluntary liquidation (the "**Proposal**"). The Board unanimously considers the Proposal to be in the best interests of the Company and its Shareholders as a whole, and recommends that Shareholders vote in favour of the Resolutions at the General Meeting.

The General Meeting is to be held at the offices of Buchanan Communications at 107 Cheapside, London EC2V 6DN at 10 a.m. on 10 July 2024 for the purpose of seeking Shareholder approval of the Resolutions.

The business to be conducted at the General Meeting is set out in the Notice of General Meeting at page 12 of this document. You will be asked to consider and vote on the Resolutions set out in the Notice. An explanation of the Resolutions is given below.

2. Background and reasons for the members' voluntary liquidation

At a general meeting of the Company held on 19 March 2024 Shareholders voted in favour of a resolution to "...put in place a strategy to return the Company's cash to shareholders and to sell the Company's material assets and return any cash proceeds from such disposals to shareholders...". At that time all material assets of the Company had been sold (being Ruvuma and the shareholding in EAG Limited).

The Directors have progressed the divestment of the Company's last remaining asset – a non-operated interest in the Kiliwani PSC in Tanzania. The Kiliwani interest is held as a contingent liability corresponding to the decommissioning costs net to the Scirocco interest, estimated as £166,000. The

terms of the divestment are likely to include a payment by Scirocco to the purchaser to cover this liability and to facilitate transfer.

After consideration of available options – and as highlighted in the circular published on 23 February 2024 - it was clear that the most efficient method to return cash to Shareholders was to enter into a members' voluntary liquidation.

As part of the members' voluntary liquidation process the Company would be required to delist from AIM and in order to minimise administrative costs involved in the listing the Directors called a general meeting of the Company on 7 May 2024 to approve the cancellation of the Company's admission to AIM. This was emphatically approved by Shareholders and the Company's admission to trading on AIM was cancelled on 17 May 2024.

Therefore, following careful consideration, and in particular as a result of the 7 May 2024 general meeting, the Board believes that it is in the best interests of the Company and Shareholders to recommend that the company enters into a members' voluntary liquidation.

3. The members' voluntary liquidation

The Board is recommending the Company be placed into members' voluntary liquidation. This requires the approval of Shareholders by way of special resolution at the General Meeting.

Following the general meeting of the Company held on 7 May 2024 the Directors have assessed prospective candidates to perform the liquidation taking account of relevant experience (of both asset/industry and managing extended liquidations) and cost. Following this assessment FRP Advisory Trading Limited was selected.

It is proposed that Chad Griffin and Callum Angus Carmichael, both licensed insolvency practitioners of FRP Advisory Trading Limited, Apex 3, 93 Haymarket Terrace, Edinburgh EH12 5HD be appointed as joint liquidators of the Company (the "**Liquidators**"), and that their remuneration shall be determined in accordance with the letter of engagement between the Liquidators and the Company and as set out in in the Resolutions.

The winding-up of the Company will be a solvent winding-up in which it is intended that all creditors will be paid in full. The winding up will require a declaration of solvency to be sworn by the Directors. The appointment of the Liquidators becomes effective immediately upon the passing of the Resolutions at the General Meeting, at which point the powers of the Directors will cease.

The Liquidators will then assume responsibility for the winding-up of the Company, including the realisation of the remaining assets of the Company, the payment of fees, costs and expenses, the discharging of the liabilities of the Company, and the distribution of the Company's surplus assets to Shareholders.

4. Distributions to Shareholders during the members' voluntary liquidation

The Liquidators will retain the Company's cash balance to meet the current, future and contingent liabilities of the Company, including the costs and expenses (inclusive of VAT, if applicable) of the liquidation not already paid at the point of liquidation, and potential tax liabilities.

Once the Liquidators have satisfied all the claims of creditors of the Company and paid the costs and expenses of the liquidation, it is expected the Liquidators will make a series of distributions to Shareholders. The final distribution, if any, will be at a time to be determined solely by the Liquidators.

Guidance on distribution amounts and timings will be provided to Shareholders by the Liquidators in due course. Timing of distribution payments will be determined solely by the Liquidators.

Distributions are expected to be made following the receipt of contingent payments from ARA Petroleum Tanzania, the purchaser of the Company's interest in Ruvuma. The contingent payments are linked to the development of the Ruvuma field as follows:

- US\$3 million payable upon final investment decision being taken by the parties to the Ruvuma Asset Production Sharing Agreement or the JOA as the case may be (the “**FID Payment**”). As advised by the Ruvuma operator FID is expected in late 2025 or possibly H1 2026 following a planned assessment of early production from existing wells, although this may be delayed;
- Deferred consideration of up to US\$8 million payable in the form of a 25% net revenue share from the point when Ruvuma commences delivery of gas to the gas buyer (the “**Revenue Share**”), with the earliest expected payment from this commencing in H1 2025 via the early production from existing wells, although again this may be delayed; and
- Contingent consideration of US\$2 million payable on gross production reaching a level equal to or greater than 50Bcf (the “**Upside Payment**”), which is expected no earlier than late 2026 and may be delayed into 2027 or later, depending on production rates.

Taking the current cash balances and above deferred consideration into account aggregate distributions are envisaged to be in the region of 1.1 pence per share. However, this is based on current assumptions and the actual amount of distribution may differ.

All Shareholders on the Register of Members as at 6.00 p.m. on 9 July 2024, being the Record Date, will be entitled to any distributions made during the course of the liquidation. After the liquidation of the Company and the making of the final distribution to Shareholders (if any), existing certifications in respect of the Ordinary Shares will cease to be of value and any existing credit of the Ordinary Shares in any stock account in CREST will be redundant.

In order to comply with the Company's obligations under the UK's domestic and international sanctions regimes, no distribution made pursuant to the implementation of the Proposal will be paid to a Sanctions Restricted Person.

Once in liquidation, the Company will not make any further investments.

5. Costs and expenses of the Proposal and Disposal

If appointed, the Liquidators will be entitled to receive remuneration for their services by reference to the terms set out in the Liquidators' Engagement Letter and in the Resolutions.

The Liquidators will provide updates on costs of the liquidation process to Shareholders in periodic progress updates and formal liquidation reporting. The costs will be discharged by the Company in due course following the General Meeting.

6. Service Providers

If the Resolutions are passed, it is intended that Tom Reynolds, given his expertise and knowledge of the Company, will assist the Liquidators as required during the course of the liquidation. In addition, the Company's Registrar, Share Registrars Limited, will be retained by the Company during the liquidation period.

Save as set out above, the Company is taking steps to ensure that the appointment of its other service providers will terminate should the Resolutions be passed.

7. Secondary market trading facility

Following the general meeting of the Company held on 7 May 2024 and the subsequent cancellation of the Company's admission to AIM on 17 May 2024, Shareholders have been able to trade their Ordinary Shares via the matched bargain facility operated by JP Jenkins (<https://jpienkins.com/company/scirocco-energy-plc/>).

This facility will cease to be available if the Company enters liquidation following Shareholder approval of the Resolutions set out in the Notice.

8. Taxation

Upon receipt of any capital distribution in the course of the liquidation of the Company, Shareholders will be treated as making a part disposal of their Ordinary Shares for consideration equal to the amount of any cash received.

For a UK tax-resident individual this will give rise to a capital gain or capital loss on the difference between the amount of the consideration received, less the determined amount of cost attributable to this partial disposal of their parcel of Ordinary Shares. In the event of a capital gain, to the extent there are no offsetting capital losses, Capital Gains Tax will be payable at a rate of 20% of that gain. The tax due on capital distributions received before 5 April 2025 will become payable on 31 January 2026 and should be reported to HM Revenue & Customs through a Self Assessment Tax Return. In the event of a capital loss, this will normally be available to reduce any other capital gain of the same year or be available to carry forward indefinitely against future capital gains.

A UK tax-resident company will include any distribution it receives from the liquidation as part of its taxable profits for the accounting period the distribution is received in; the distribution being a capital gain for the company. Assuming the company is profitable, it will pay Corporation Tax on the Capital Gains at its marginal rate 9 months after the end of the accounting period in which the distribution is received. Similarly, a capital loss arising on the distribution may be carried forward and offset against future capital gains or alternatively, it will be available to reduce any capital gains the company has received in the same accounting period with any balance being carried forward.

Non-UK resident investors will be subject to the rules prevailing in their respective tax jurisdictions.

This information is provided for general guidance only and should not be construed as comprising taxation advice. Shareholders should seek tax advice on their own particular circumstances from appropriate professional advisors.

9. General Meeting

The General Meeting will be held at the offices of Buchanan Communications, 107 Cheapside, London EC2V 6DN commencing at 10 a.m. on 10 July 2024.

The implementation of the Proposal will require Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting.

Resolutions

The Resolutions are for the approval of the Company being wound-up voluntarily and the appointment of the Liquidators for the purpose of the winding-up. It also grants the Liquidators authority to make distributions in specie and in cash to the Shareholders (after payment of the Company's liabilities and after deducting the costs of implementation of the Company's winding-up), in proportion to their holdings of Ordinary Shares in accordance with the provisions of the articles of association of the Company. It also determines the remuneration of the Liquidators by reference to the time spent attending to matters connected with the liquidation.

The Resolutions will be proposed as special resolutions. A special resolution requires a majority of at least 75 per cent. of votes cast by Shareholders to be cast in favour, in order for it to be passed.

If the Resolutions are not passed at the General Meeting, the Company shall continue in operation until other proposals can be put forward following consultation with Shareholders.

The Notice of General Meeting at the end of this Circular sets out the full text of the Resolutions.

10. Action to be taken

Voting on all resolutions can be done by completing a proxy appointment form appointing the 'Chair of the General Meeting' as your proxy. All valid proxy votes to be exercised by the 'Chair of the General Meeting' will also be included in any vote taken at the General Meeting.

Shareholders will find enclosed a Form of Proxy for use at the General Meeting. The Form of Proxy should be completed and delivered in accordance with the instructions printed on it to Share Registrars Limited in hard copy to 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX as soon as possible and in any event to be received by Share Registrars Limited not later than 10 a.m. on 8 July 2024.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual.

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.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with CRESTCO Limited’s specifications and must contain the information required for such instructions, as described in the CREST Manual.

The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer’s agent 7RA36 by the latest time(s) for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCO Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of CREST by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. 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.

11. Recommendation

For the reasons noted above, the Directors consider that the Resolutions to be put to the meeting are in the best interests of the Company and its Shareholders as a whole and therefore unanimously recommend that you vote in favour of all of the Resolutions to be proposed at the General Meeting, as the Directors intend to do in respect of their Ordinary Shares in the Company, representing approximately 2.7 per cent. (%) of the Company’s issued share capital as of the date of this Circular.

Yours faithfully,

Alastair Ferguson
Non-Executive Chairman

PART II
SCIROCCO ENERGY LIMITED

(the “Company”)

(Incorporated in England and Wales with Registered No. 05542880)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the Company (the “**Meeting**”) will be held pursuant to section 303 of the Companies Act 2006 at the offices of Buchanan Communications at 107 Cheapside, London EC2V 6DN at 10 a.m. on 10 July 2024 for the purpose of considering and, if thought fit, passing all of the following resolutions as special resolutions:

Special Resolutions

1. **THAT**, the Company be wound-up voluntarily;
2. **THAT**, Chad Griffin and Callum Angus Carmichael, both licensed insolvency practitioners of FRP Advisory Trading Limited, Apex 3, 93 Haymarket Terrace, Edinburgh EH12 5HD be and are hereby appointed as joint liquidators (the “**Liquidators**”) of the Company for the purposes of the voluntary winding-up of the Company and distributing the Company's assets and any power conferred on them by law, the articles of association of the Company or by this resolution and any act required or authorised under any enactment to be done by them may be exercised by them jointly or by each of them alone;
3. **THAT**, the Liquidators be and are hereby authorised to make distributions in specie of all or part of the Company's assets to the Shareholders of the Company in accordance with the Company's articles of association and that the amount to be received by each Shareholder will be weighted proportionately to the number of Ordinary Shares held;
4. **THAT**, the Liquidators be and hereby are authorised to make distributions in cash to the Shareholders of the Company in accordance with the Company's articles of association and that the amount to be received by each Shareholder will be weighted proportionately to the number of Ordinary Shares held;
5. **THAT**, the Liquidators be and hereby are authorised under the provisions of section 165(2) of the Insolvency Act 1986 to exercise the powers laid down in Part I of Schedule 4 of the Insolvency Act 1986;
6. **THAT**, the Liquidators be and hereby are entitled to receive remuneration for their services by reference to the time properly given by them and their staff, as well as raise and draw invoices in respect of disbursements, in respect of assisting the Directors and members of the Company in placing the Company into liquidation and attending to matters arising on the winding-up; and
7. **THAT**, the Company's books and records be held by the Directors to the order of the Liquidators until the expiry of twelve months after the date of dissolution of the Company, when they may be disposed of.

Defined terms in the Resolutions above have the same meaning as given in the Circular to Shareholders of which this notice forms part.

By order of the Board,
24 June 2024

Matt Bower
Director

Registered office: 1 Park Row, Leeds, LS1 5AB

Notes to the Notice of General Meeting:

Appointment of proxies

1. Any member entitled to attend and vote at the General Meeting is entitled to appoint one or more proxies (who need not be a member of the Company) of his own choice to attend and, on a poll, to vote in his place.
2. Forms of Proxy together with any power of attorney or other authority under which it is executed or a notarially certified copy thereof, must be completed and to be valid, must be delivered to Share Registrars Limited, in hard copy to 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX by 10 a.m. on 8 July 2024.
3. The appointment of a proxy does not preclude a member from attending and voting at the General Meeting.
4. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
5. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote of the other registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
6. If you wish to appoint as proxy someone other than the Chair of the General Meeting, please delete the words "the Chair of the General Meeting" and insert the name and address of the person you wish to appoint in the space provided. A proxy need not be a member of the Company.
7. Only those members on the register of members at 10 a.m. on 8 July 2024 shall be entitled to attend and vote at the General Meeting in respect of the number of shares registered in their names at that time. If the General Meeting is adjourned by more than forty-eight (48) hours, then to be so entitled, members must be entered on the Company's register of members at 10 a.m. on the day which is two days before the time appointed for holding the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.
8. You can register your vote(s) for the General Meeting either:
 - by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions;
 - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice; and
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 10 - 13 below.
9. In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 10 a.m. on 8 July 2024.

Appointment of proxy using CREST

10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. 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.

11. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with Euroclear UK & International Limited'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 Share Registrars Limited (CREST Participant ID: 7RA36), no later than 48 hours (excluding non-working days) before the time appointed for the General Meeting. 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.
12. CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to 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 sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
13. 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.

