

**THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are a resident of the United Kingdom or, if not, another appropriately authorised independent professional adviser.**

If you have sold or otherwise transferred all of your Ordinary Shares, please send this document (but not the accompanying personalised proxy form) as soon as possible to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. However, this document should not be distributed, forwarded or transmitted in or into the United States of America, Canada, Australia, New Zealand, Russia, the Republic of South Africa or Japan or any other jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction. If you have sold or otherwise transferred some (but not all) of your Ordinary Shares, please retain these documents and consult the stockbroker or other agent through whom the sale or transfer was effected. **This document should be read in conjunction with the Notice of General Meeting as set out at the end of this document. The whole text of this document should be read.**

This document does not constitute an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for), Ordinary Shares or an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for), the Placing Shares. This document does not contain an offer of transferable securities within the meaning of section 102B of FSMA and does not constitute a prospectus within the meaning of section 85 of FSMA. This document has not been examined or approved by the Financial Conduct Authority or the London Stock Exchange or any other regulatory authority.

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# EnSilica plc

(Registered in England and Wales with company number 04220106)

## Placing of 2,230,000 new Ordinary Shares at 50 pence per share

### Authority to allot shares and disapply pre-emption rights

#### Notice of General Meeting



**Nominated Adviser and Broker**

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**Conditional upon passing of the Placing Resolutions, application has been made to London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that Admission will occur and dealings will commence in the Placing Shares on 20 March 2024. Any change to these times and/or dates will be announced by the Company.**

**The Placing Shares will, when issued, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends or other distributions declared, made or paid on or after they are issued. No application has been made or is currently intended to be made for the Placing Shares to be admitted to trading or dealt on any other exchange.**

Notice convening a General Meeting of the Company to be held at Fieldfisher's offices, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom on 18 March 2024 at 10.00 a.m. is set out at the end of this document. Shareholders will also find enclosed with this document a proxy form. To be valid, the proxy form must be signed and returned in accordance with the instructions printed on it so as to be received by the Company's registrars, Equiniti Limited ("**Equiniti**"), Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA as soon as possible but in any event no later than 10.00 a.m. on 14 March 2024.

Shareholders who hold their shares in uncertificated form may use the CREST electronic proxy appointment service. In order for a proxy appointment made using the CREST service to be valid, the appropriate CREST message must be properly authenticated and contain the information required for such instructions as described in the CREST Manual. The message must be transmitted so as to be received by the Registrars (ID RA19), by no later than 10.00 a.m. on 14 March 2024.

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 10.00 a.m. on 14 March 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.

The completion and posting of a proxy form or the appointment of a proxy through electronic platforms will not preclude shareholders from attending and voting in person at the General Meeting should they wish to do so.

Allenby Capital Limited ("**Allenby Capital**"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority ("**FCA**"), is acting as nominated adviser and sole broker to the Company in connection with the Placing and the proposed admission of the Placing Shares to trading on AIM and the proposals described in this document. It will not regard any other person as its client and will not be responsible to anyone else for providing the protections afforded to the clients of Allenby Capital or for providing advice in relation to such proposals. Allenby Capital has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Allenby Capital for the accuracy of any information or opinions contained in this document or for the omission of any information, and no representation or warranty, express or implied, is given by Allenby Capital in respect of such information or opinions, save that nothing shall limit the liability of Allenby Capital for its own fraud. Allenby Capital as nominated adviser to the Company owes certain responsibilities to the London Stock Exchange which are not owed to the Company, the Directors, Shareholders or any other person.

The Placing Shares referred to in this document have not been and will not be registered under the US Securities Act of 1933, as amended (the "**Securities Act**") and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the requirements of the Securities Act. There will be no public offer of the Placing Shares in the United States, the United Kingdom or elsewhere. The Placing Shares are being offered and sold outside the United States in reliance on Regulation S under the Securities Act. The Placing Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission or other regulatory authority, nor have the foregoing authorities passed upon or endorsed the merits of this offering. Any representation to the contrary is a criminal offence in the United States and any re-offer or resale of any of the Placing Shares in the United States or to a US Person may constitute a violation of US law or regulation.

The distribution of this document and the offer of the Placing Shares in certain jurisdictions may be restricted by law. Accordingly, this document must not be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons outside of the UK into whose possession this document comes should inform themselves about and observe any such restrictions. In particular, the Placing Shares will not be registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States.

This document is directed only at members of the Company falling within the meaning of Article 43(2)(a) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (all such persons together being referred to as "**Relevant Persons**"). This document must not be acted on or relied on by persons who are not Relevant Persons. This document does not constitute an offer of securities and accordingly is not a prospectus, neither does it constitute an admission document drawn up in accordance with the AIM Rules.

## **FORWARD LOOKING STATEMENTS**

This document includes forward looking statements (that is, statements other than statements of historical facts), including (without limitation) those regarding the Group's financial position, business strategy, plans and objectives of management for future operations, and any statement preceded or followed by, or including, words such as "target", "believe", "expect", "aim", "intend", "will", "may", "anticipate", "would" or "could", or negatives of such words. Such forward looking statements involve known and unknown risks, uncertainties and other factors beyond the Company's control, that could cause the actual results, performance or achievements of the Group to be materially different to future results, performance or achievements expressed or implied by such statements. Such forward looking statements are based on numerous assumptions regarding the Group's present and future business strategies and the environment in which the Group will operate in the future. They speak only as at the date of this document. The Company expressly disclaims any obligation to disseminate any update or revision to any forward looking statement in this document to reflect any change in the Company's expectations or any change in events, conditions or circumstances on which any such statement is based, unless required to do so by applicable law or the AIM Rules.

Copies of this document will be available free of charge from the Company's registered office during normal business hours on each day (excluding Saturday, Sunday and public holidays) from the date hereof until the date of the General Meeting. Copies will also be available from the Company's website at [www.ensilica.com](http://www.ensilica.com).

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Dispatch of this document	28 February 2024
Latest time and date for receipt of proxy appointments	10.00 a.m. on 14 March 2024
<b>General Meeting</b>	<b>10.00 a.m. on 18 March 2024</b>
Results of the General Meeting announced	18 March 2024
Admission of Placing Shares to trading on AIM and commencement of dealings	8.00 a.m. on 20 March 2024
CREST accounts to be credited for Placing Shares to be held in uncertificated form (where applicable)	20 March 2024
Dispatch of definitive share certificates for Placing Shares to be held in certificated form (where applicable)	by 3 April 2024

### Notes:

- (a) Unless otherwise specified, references in this document to time are to Greenwich Mean Time.
- (b) The times and dates above are indicative only. If there is any change, revised times and dates will be notified to shareholders by means of an announcement through a Regulatory Information Service.

## PLACING STATISTICS

Placing Price	50 pence
Number of Existing Ordinary Shares	82,007,658
Number of Placing Shares	2,230,000
Number of Ordinary Shares in the Enlarged Share Capital	84,237,658
Percentage of the Enlarged Share Capital represented by the Placing Shares	2.65 per cent.
Gross proceeds of the Placing	£1.1 million
Estimated cash proceeds of the Placing receivable by the Company (net of expenses)	£1 million
ISIN	GB00BN7F1618
SEDOL	BN7F161
LEI	213800R6VXRU7MJTAF04

## DEFINITIONS

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

<b>“Act”</b>	the Companies Act 2006 (as amended)
<b>“Admission”</b>	the admission of the Placing Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules
<b>“AIM”</b>	AIM, a market operated by the London Stock Exchange
<b>“AIM Rules”</b>	the AIM Rules for Companies published by London Stock Exchange from time to time
<b>“Allenby Capital”</b>	Allenby Capital Limited, incorporated with company number 06706681, the Company’s nominated adviser and sole broker pursuant to the AIM Rules
<b>“Board” or “Directors”</b>	the directors of the Company whose names are set out on page 8 of this document
<b>“Business Day”</b>	any day (other than a Saturday or Sunday) upon which commercial banks are open for business in London, UK
<b>“Circular”</b>	this document
<b>“Company” or “EnSilica”</b>	EnSilica plc (incorporated and registered in England and Wales with registered number 04220106) whose registered office is at 100 Park Drive, Milton Park, Abingdon, Oxfordshire, England, OX14 4RY
<b>“CREST”</b>	the settlement system operated by Euroclear UK & International
<b>“Directors” or “Board”</b>	the directors of the Company
<b>“Enlarged Share Capital”</b>	the 84,237,658 Ordinary Shares in issue immediately following Admission
<b>“Euroclear UK &amp; International”</b>	Euroclear UK & International Limited, the operator of CREST
<b>“Existing Ordinary Shares” or “Existing Share Capital”</b>	the existing Ordinary Shares prior to Admission
<b>“FCA”</b>	the Financial Conduct Authority of the United Kingdom
<b>“FSMA”</b>	the Financial Services and Markets Act 2000 (as amended)
<b>“General Meeting”</b>	the general meeting of the Company to be held at Fieldfisher’s offices, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom on 18 March 2024 at 10.00 a.m., notice of which is set out at the end of this document, and including any adjournment of such general meeting
<b>“Group”</b>	the Company and its subsidiary undertakings
<b>“London Stock Exchange”</b>	the London Stock Exchange plc
<b>“Notice of General Meeting”</b>	the notice of General Meeting set out at the end of this Circular
<b>“Ordinary Shares”</b>	the ordinary shares of 0.1 pence each in the capital of the Company

<b>“Placing”</b>	the conditional placing of the Placing Shares at the Placing Price pursuant to the Placing Agreement
<b>“Placing Agreement”</b>	the conditional agreement dated 27 February 2024 between the Company and Allenby Capital relating to the Placing
<b>“Placing Price”</b>	50 pence per Placing Share
<b>“Placing Resolutions”</b>	means resolutions 1 and 3 set out in the Notice of General Meeting to be proposed at the General Meeting
<b>“Placing Shares”</b>	2,230,000 new Ordinary Shares to be issued in connection with the Placing
<b>“Proxymity”</b>	Voting electronic platform <a href="http://www.proxymity.io">www.proxymity.io</a>
<b>“Registrars”</b>	Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA
<b>“Resolutions”</b>	all the resolutions set out in the Notice of General Meeting to be proposed at the General Meeting (including, for the avoidance of doubt, the Placing Resolutions)
<b>“Shareholder(s)”</b>	holder(s) of Existing Ordinary Shares

## LETTER FROM THE CHAIR

# EnSilica plc

(Registered in England and Wales with company number 04220106)

### **Directors:**

Mark Hodgkins (*Executive Chair*)  
Ian Lankshear (*Chief Executive Officer*)  
Janet Collyer (*Non-executive Director*)  
David Tilston (*Non-executive Director*)  
Noel Hurley (*Non-executive Director*)  
Wasim Ahmed (*Non-executive Director*)

### **Registered Office:**

100 Park Drive  
Milton Park  
Abingdon  
Oxfordshire  
England  
OX14 4RY

28 February 2024

*To holders of ordinary shares in the Company and, for information only, to holders of share options and warrants*

Dear Shareholder,

## **Placing of new Ordinary Shares**

### **Notice of General Meeting to grant authority to allot shares and disapply pre-emption rights**

#### **Introduction**

I am writing to you to give notice of a General Meeting of the Company to be held at Fieldfisher's offices, 9th Floor, Riverbank House, 2 Swan Lane, London, EC4R 3TT, United Kingdom on 18 March 2024 at 10.00 a.m., formal notice of which is set out at the end of this document.

It was announced on 27 February 2024 that the Company had conditionally raised approximately £1.1 million (before expenses) through the placing of 2,230,000 new Ordinary Shares at 50 pence per share. The Placing is conditional, amongst other things, on the passing of Resolutions 1 and 3 to be proposed at the General Meeting (the "**Placing Resolutions**").

**The purpose of this document is, amongst other things, to explain the background to and reasons for the Placing, to explain why the Directors believe that the Placing will promote the growth and success of the Company for the benefit of the Shareholders as a whole and to seek Shareholders' approval to the passing of the Resolutions at the General Meeting. This document also contains the Directors' recommendation that Shareholders vote in favour of all of the Resolutions.**

#### **Background to and reasons for the Placing and use of proceeds**

On 26 February 2024, the Company announced its unaudited interim results for the six months ended 30 November 2023 (the "**Results**"). As detailed in the Results, EnSilica has delivered a resilient performance in the first half of the current financial year ending 30 May 2024, due to a combination of continued new business momentum and the execution of a number of significant contracts with several key customers. New business generation remains strong with EnSilica's current sales pipeline of opportunities and potential contracts standing at an estimated US\$512 million of lifetime revenues. This includes EnSilica being in advanced discussions for several significant design and supply contracts, including an expected follow-on contract worth approximately US\$3.8 million following initial consultancy work that commenced in December 2023.

The net proceeds of the Placing will provide the Company with additional working capital and as detailed in the Results, further cashflow is expected from R&D tax credits and significant customer payments in March and April 2024. Notwithstanding this, the Company continues discussions for invoice financing facilities and potential debt funding of up to £1.0 million.

## Details of the Placing

The Placing comprises the issue of the Placing Shares at the Placing Price to conditionally raise £1,115,000 before expenses for the Company (approximately £1 million after expenses but excluding VAT).

The issue and allotment of the Placing Shares is conditional, *inter alia*, upon i) the passing of the Placing Resolutions; and ii) Admission on or before 8.00 a.m. on 20 March 2024 (or such later date as Allenby Capital and the Company may agree being not later than 8.00 a.m. on 5 April 2024). Accordingly, if such conditions are not satisfied or, if applicable, waived, the Placing will not proceed.

When issued, the Placing Shares will represent approximately 2.65 per cent. of the Enlarged Share Capital of the Company and will rank *pari passu* with the Existing Ordinary Shares.

The Placing Price represents a discount of approximately 3 per cent. to the 30-day volume-weighted average price of an Ordinary Share for the period ended on 26 February 2024, being the latest practicable date prior to the publication of the announcement setting out details of the Placing made by the Company on 27 February 2024.

The Company and Allenby Capital have entered into a Placing Agreement. The Placing Agreement contains provisions entitling Allenby Capital to terminate the Placing (and the arrangements associated with it), at any time prior to Admission in certain circumstances, including in the event of a material breach of the warranties given in the Placing Agreement, the failure of the Company to comply with its obligations under the Placing Agreement, or the occurrence of a force majeure event or a material adverse change affecting the financial position or business or prospects of the Company. If this right is exercised, the Placing will not proceed and any monies that have been received in respect of the Placing will be returned to the applicants without interest and Admission will not occur. The Company has agreed to pay Allenby Capital a placing commission and all other costs and expenses of, or in connection with, the Placing.

The Placing Shares are not being offered to the public and are not being offered or sold in any jurisdiction where it would be unlawful to do so.

The Placing is not being underwritten by Allenby Capital or any other person.

## Admission to trading on AIM

Subject to, *inter alia*, the approval of the Placing Resolutions, application has been made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. Assuming the Placing Resolutions are passed at the General Meeting, it is anticipated that Admission will become effective and that dealings in the Placing Shares will commence on AIM at 8.00 a.m. on or around 20 March 2024.

## Notice of General Meeting

You will find at the end of this document a notice convening a General Meeting to be held at Fieldfisher's offices, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom on 18 March 2024 at 10.00 a.m. The Resolutions proposed for consideration at the General Meeting are set out in full in the Notice of General Meeting at the end of this document. The General Meeting is being held for the purpose of considering and, if thought fit, passing the Resolutions to permit the directors of the Company to:

1. allot Ordinary Shares or grant rights to subscribe for or convert any securities into Ordinary Shares up to an aggregate nominal amount of £2,230.00 in connection with the Placing;
2. allot Ordinary Shares or convert any securities into Ordinary Shares, otherwise than in connection with the Placing, up to an aggregate nominal amount of £28,079.22 representing approximately one third of the issued ordinary share capital of the Company immediately following completion of the Placing;
3. allot Ordinary Shares or grant rights to subscribe for or convert any securities into Ordinary Shares for cash otherwise than in accordance with the statutory pre-emption rights which would otherwise apply up to an aggregate nominal amount of £2,230.00 in connection with the Placing; and
4. allot Ordinary Shares or convert any securities into Ordinary Shares for cash otherwise than in accordance with the statutory pre-emption rights which would otherwise apply;

- (a) otherwise than in connection with the Placing, up to an aggregate nominal amount of £8,423.77 representing approximately 10 per cent. of the Enlarged Share Capital; and
- (b) in connection with rights issues or other pre-emptive offers where Ordinary Shares or rights are offered first to existing holders of Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings of Ordinary Shares.

These Resolutions enable the Directors to effect the Placing as well as to issue up to 10 per cent. of the Enlarged Share Capital for cash on a non-pre-emptive basis within the limits set out in the Resolutions without requiring further shareholder approval. The Resolutions will expire at the conclusion of the next annual general meeting of the Company. Apart from the Placing, the Directors have no present intention to exercise this power, but they consider having it in place would put the Company in a strong position to address any short-term funding requirements in a cost effective and efficient manner.

Resolutions 1 and 2 will be proposed as ordinary resolutions. For an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 3 and 4 will be proposed as special resolutions. For a special resolution to be passed, at least three quarters of the votes cast must be in favour of the resolution.

Completion of the Placing is conditional *inter alia* upon the passing of Resolutions 1 and 3, but is not conditional upon the passing of Resolutions 2 and 4.

### **Action to be taken in respect of the General Meeting**

You can vote in respect of your shareholding by attending the General Meeting or by appointing one or more proxies to attend the meeting and vote on your behalf. If you appoint a proxy, you may still attend and vote at the General Meeting in person should you decide to do so.

Whether or not you propose to attend the General Meeting in person, you are requested to appoint a proxy who will be able to vote for you if you are prevented from attending. You will find enclosed a form of proxy for use at the General Meeting.

Proxies may be appointed by either:

- completing and returning the enclosed proxy form;
- using the CREST electronic proxy appointment service (for CREST members only); or
- using Proxymity electronic proxy appointment service (for institutional investors only)

In either case, the notice of appointment of a proxy should reach the Company's registrars, Equiniti Limited ("Equiniti"), Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA by no later than 10.00 a.m. on 14 March 2024. Please refer to the Notes to the Notice of General Meeting starting on page 12 and the enclosed proxy form for detailed instructions.

The attention of Shareholders is drawn to the voting intentions of the Directors set out below.

### **Recommendation**

**The Directors believe that the Placing and the authority sought to issue up to a further one third of the Enlarged Share Capital (and 10 per cent. of the Enlarged Share Capital for cash on a non-pre-emptive basis) is important for the Company to be able to raise working capital and will promote the success of the Company for the benefit of its shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of all of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their own beneficial holdings, amounting to (in aggregate) 16,702,260 Ordinary Shares, representing 20.3 per cent. of the share capital of the Company at the date of this document.**

Shareholders are reminded that the Placing is conditional, amongst other things, on the passing of the Placing Resolutions to be proposed at the General Meeting. Should the Placing Resolutions not be passed, the Placing will not proceed and all subscription monies will be returned to investors and, therefore, the additional working capital will not be available to the Company.

Yours sincerely

**Mark Hodgkins**  
*Chair*

# EnSilica plc

(Registered in England and Wales with company number 04220106)

## NOTICE OF GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a General Meeting of EnSilica plc (the “**Company**”) will be held on 18 March 2024 at 10.00 a.m. at Fieldfisher’s offices, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom. The business of the meeting will be to consider and, if thought appropriate, to pass the following Resolutions, of which Resolutions 1 and 2 will be proposed as ordinary resolutions and Resolutions 3 and 4 will be proposed as special resolutions:

### ORDINARY RESOLUTIONS

1. THAT the directors of the Company are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the “**Act**”) in addition to all previous authorisations to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company (“**Rights**”) up to an aggregate nominal amount of £2,230.00 in connection with the placing of the Company’s ordinary shares of 0.1 pence each (“**Ordinary Shares**”) by Allenby Capital Limited, as agent of the Company, to certain institutional and other investors at a price of 50 pence per share (the “**Placing**”) and this authorisation shall, unless previously revoked by resolution of the Company, expire on the date which is 12 months after the date of the passing of this Resolution or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2024, and that the Company may, at any time before such expiry, make offers or enter into agreements which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights in pursuance of any such offer or agreement as if this authorisation had not expired.
2. THAT the directors of the Company are generally and unconditionally authorised for the purposes of section 551 of the Act in addition to all previous authorisations to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company (“**Rights**”), otherwise than in connection with the Placing, up to an aggregate nominal amount of £28,079.22, and this authorisation shall, unless previously revoked by resolution of the Company, expire on the date which is 12 months after the date of the passing of this Resolution or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2024, and that the Company may, at any time before such expiry, make offers or enter into agreements which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights in pursuance of any such offer or agreement as if this authorisation had not expired.

### SPECIAL RESOLUTIONS

3. THAT, subject to the passing of Resolution 1 above, the directors of the Company are empowered pursuant to section 570 of the Act in addition to all previous authorisations to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorisation conferred by Resolution 1 above as if section 561 of the Act did not apply to the allotment, provided that this power is limited to the allotment of equity securities up to an aggregate nominal amount of £2,230.00 in connection with the Placing and this power shall, unless previously revoked by resolution of the Company, expire on the date which is 12 months after the date of the passing of this Resolution or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2024, and that the Company may, at any time before the expiry of this power, make offers or enter into agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired.
4. THAT, subject to the passing of Resolution 2 above, the directors of the Company are empowered pursuant to section 570 of the Act in addition to all previous authorisations to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorisation conferred by

Resolution 2 above as if section 561 of the Act did not apply to the allotment, provided that this power is limited to:

- (a) the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities made (i) to holders of Ordinary Shares in proportion (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them on the record date for such offer, and (ii) to holders of other equity securities as may be required by the rights attached to those securities or, if the directors consider it desirable, as may be permitted by such rights, but subject in each case to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (b) the allotment (otherwise than pursuant to paragraph (a) above) of further equity securities otherwise than in connection with the Placing, up to an aggregate nominal amount of £8,423.77,

and this power shall, unless previously revoked by resolution of the Company, expire on the date which is 12 months after the date of the passing of this Resolution or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2024, and that the Company may, at any time before the expiry of this power, make offers or enter into agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired.

**BY ORDER OF THE BOARD**

**Mark Hodgkins**  
*Director*

28 February 2024

***Registered Office:***

100 Park Drive  
Milton Park  
Abingdon  
Oxfordshire  
England  
OX14 4RY

## Notes to the Notice of General Meeting:

### *Entitlement to attend and vote*

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only shareholders entered on the register of members of the Company at 6.30 p.m. on 14 March 2024 (or in the event that this meeting is adjourned, on the register of members at 6.30 p.m. on the day preceding the date fixed for the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of the Company registered in their name at that time. Changes to the register after the relevant time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

### *Appointment of proxies*

2. A shareholder is entitled to appoint one or more proxies to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
3. The appointment of a proxy will not preclude a shareholder from attending in person at the meeting and voting if he or she wishes to do so.

### *Appointment of proxy using the accompanying proxy form*

4. A proxy form is enclosed. To appoint more than one proxy, please photocopy the form. Please state each proxy's name and the number of shares in relation to which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) in the boxes indicated on the form. Please also indicate if the proxy form is one of multiple forms being returned. All proxy forms must be signed and should be returned together in the same envelope. In the case of joint shareholders, the signature of any one of them will suffice, but the names of all joint holders should be stated.
5. To be valid, a duly completed proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be delivered by post to the offices of the Company's registrars, Equiniti Limited ("**Equiniti**"), Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, so as to be received not less than 48 hours (excluding non-business days) before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be).

### *Appointment of proxy through CREST*

6. CREST members who wish to appoint a proxy or proxies for the meeting, including any adjournments of the meeting, through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). 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.
7. In order for a proxy appointment made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's ("**Euroclear**") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 Equiniti (ID RA19) no later than 48 hours (excluding non-business days) before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be). 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 Equiniti 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.
8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. 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 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.
9. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

### *Appointment of proxy through Proxymity*

10. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 10.00 a.m. on 14 March 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.

#### *Changing proxy instructions*

11. To change your proxy instructions, simply submit a new proxy appointment using one of the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If the Company receives more than one appointment of a proxy in respect of any one share, the appointment received last revokes each earlier appointment and the Company's decision as to which appointment was received last is final.

#### *Termination of proxy appointments*

12. In order to revoke a proxy appointment you must notify the Company of the termination at least three hours before the commencement of the meeting.

#### *Joint shareholders*

13. In the case of joint shareholders, the vote of the senior who tenders a vote, whether in person (including by corporate representative) or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholders. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.

#### *Corporate representatives*

14. A corporation which is a shareholder may, by resolution of its directors or other governing body, authorise one or more persons to act as its representative at the meeting. Corporate representatives should bring with them to the meeting: (i) an original or certified copy of the resolution authorising them; or (ii) an original letter on the shareholder's letterhead, signed by an authorised signatory, confirming that they are so authorised.

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

15. As at the date of this notice of general meeting, the Company's issued share capital comprised 82,007,658 ordinary shares of 0.1 pence each fully paid. The Company does not hold any shares in treasury. 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 the date of this notice of general meeting is 82,007,658.

#### *Communication*

16. Shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):
  - (a) calling Equiniti's shareholder helpline on +44 (0) 371 384 2030 (calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open from 8.30 a.m. to 5.30 p.m. on business days (i.e. Monday to Friday but excluding public holidays). For deaf and speech impaired customers, we welcome calls via Relay UK. Please see [www.relayuk.bt.com](http://www.relayuk.bt.com) for more information;
  - (b) in writing to the Company at its registered office: or
  - (c) visiting the Company website [www.shareview.co.uk](http://www.shareview.co.uk).
17. You may not use any electronic address provided in this Note of General Meeting or in any related documents (including the accompanying proxy form) to communicate with the Company for any purposes other than those expressly stated.

