

Notice of Meeting

Notice is hereby given that the Annual General Meeting of Aukett Swanke Group Plc will be held at 10:00am on Friday 26 April 2024 at 10 Bonhill Street, London, EC2A 4PE for the following purposes:

Ordinary business

- 1 To receive and adopt the annual report for the year ended 30 September 2023.
- 2 To elect Freddie Jenner as a director.
- 3 To elect Tandeep Minhas as a director.
- 4 To re-appoint Moore Kingston Smith LLP as auditors of the Company to hold office, from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company, at a remuneration to be fixed by the directors.

Special business

- 5 That the directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the 'Act') to exercise all powers of the Company to allot shares in the Company up to an aggregate nominal amount of £1,603,279 to such persons and upon such conditions as the directors may determine, such authority to expire at the conclusion of the next annual general meeting of the Company save that the Company may before such expiry make an offer or agreement which would or might require shares in the Company to be allotted after such expiry and the directors may allot shares in the Company in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.
- 6 That the directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Act to allot, grant rights to subscribe for or to convert any security into, shares in the Company up to an aggregate nominal amount of £425,000 for the sole purpose of allotting shares pursuant to the exercise of any of the 42,500,000 warrants to be issued on or around the date of this resolution with an exercise price of £0.01 per warrant (the "Warrants"). Unless renewed, varied, or revoked by the Company, this authority shall expire on the date which is three years from the date of this resolution, save that the Company may before such expiry accept the exercise of any Warrant or Warrants agreement which would or might require shares in the Company to be allotted after such expiry and the directors may allot the shares in the Company in pursuance of such acceptance as if the authority conferred hereby had not expired.

This authority is made in addition to any existing authorities, including the authority conferred by resolution 5 above, and without prejudice to any allotment of shares or grant of rights already made or offered or agreed to be made pursuant to such authorities.
- 7 To propose as a special resolution that the directors be and are hereby empowered pursuant to section 570 of the Act to allot shares in the Company up to an aggregate nominal amount of £641,311 for cash pursuant to the authority conferred by resolution 5 above as if section 561 of the Act did not apply to such allotment, such authority to expire at the conclusion of the next Annual General Meeting of the Company save that the Company may before such expiry make an offer or agreement which would or might require shares in the Company to be allotted after such expiry and the directors may allot shares in the Company in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.
- 8 To propose as a special resolution that, subject to the passing of resolution 6, the directors be and are hereby empowered pursuant to section 570 of the Act to allot shares in the Company up to an aggregate nominal amount of £425,000 for cash pursuant to the authority conferred by resolution 6 as if section 561 of the Act did not apply, such authority to expire three years from the date of this resolution save that the Company may before such expiry may accept the exercise of any Warrant or Warrants agreement which would or might require shares in the Company to be allotted after such expiry and the directors may allot the shares in the Company in pursuance of such acceptance as if the authority conferred hereby had not expired.

By order of the Board

Antony Barkwith, Company Secretary
28 March 2024

Notes

- 1 Any member entitled to attend and vote at the meeting may appoint another person, whether a member or not, as their proxy to attend and, on a poll, to vote instead of them. A form of proxy is enclosed for this purpose and to be valid must be lodged with the Company's registrars together with any power of attorney or other authority under which it is signed, not less than 48 hours before the time appointed for the meeting. Completion and return of the form of proxy will not preclude a member from attending and voting at the meeting.
- 2 In accordance with regulation 41 of Uncertificated Securities Regulations 2001, the Company gives notice that only those shareholders entered on the register of members at 6:30pm on Wednesday 24 April 2024 (the 'Specified Time') will be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after the Specified Time will be disregarded in determining the rights of any person to attend or vote at that meeting. Should the meeting be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. Should the meeting be adjourned for a longer period then to be so entitled members must be entered on the register at the time which is 48 hours before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in the notice.
- 3 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedure described in the CREST Manual (available at 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. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or 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 Company's agent (CREST participant ID RA19) 10:00am on Wednesday 24th April 2024. 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 instruction to proxies appointed through CREST should be communicated to the appointee through other means. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear UK & Ireland 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 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 (www.euroclear.com). The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).