

**THIS DOCUMENT AND THE ACCOMPANYING 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 are recommended to seek your own independent financial advice from 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 in the UK or, if not, another appropriately authorised independent financial adviser.**

If you have sold or otherwise transferred all your ordinary shares in Dukemount Capital Plc (the **Company**), please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into the United States, Canada, Australia, the Republic of South Africa or Japan or any other jurisdiction if to do so would constitute a violation of the laws of such jurisdiction. If you have sold or transferred only part of your holding of shares in the Company, please retain this document and the accompanying Form of Proxy and contact the stockbroker, bank or other agent who arranged the sale or transfer as soon as possible.

The distribution of this document in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdictions.

---

**DUKEMOUNT CAPITAL PLC**

*(incorporated in England and Wales with company number 07611240)*

**Notice of General Meeting**

---

**This document should be read in its entirety. Your attention is drawn to the letter from the Chairman of the Company set out on pages 2 and 3 of this document, which sets out the Directors' recommendations.**

**Notice of a General Meeting of Dukemount Capital Plc to be held at 11.00 a.m on Thursday 15 July 2021 at 50 Jermyn Street, London, SW1Y 6LX is set out at the end of this document. Shareholders are requested to complete, sign and return the Form of Proxy accompanying this document to the Company's registrar, Computershare Investor Services PLC, as soon as possible but in any event so as to be received by no later than 11.00 a.m. on Tuesday 13 July 2021 or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting (excluding non-working days). The return of a Form of Proxy will not preclude a Shareholder from attending and voting at the General Meeting in person should he or she subsequently decide to do so.**

The ordinary shares in the capital of the Company have not been and will not be registered under the US Securities Act of 1933, as amended ("**Securities Act**"), or under the securities laws or with any securities regulatory authority of any state or other jurisdiction of the United States or of Australia, Canada, Japan or the Republic of South Africa, or any province or territory thereof. Subject to certain exceptions, the Ordinary Shares may not be taken up, offered, sold, resold, transferred or distributed, directly or indirectly, and this document may not be distributed by any means including electronic transmission within, into, in or from the United States, Australia, Canada, Japan, or the Republic of South Africa or to or for the account of any national, resident or citizen of the United States or any person resident in Australia, Canada, Japan or the Republic of South Africa. The Ordinary Shares may only be offered or sold in offshore transactions as defined in and in accordance with Regulation S promulgated under the Securities Act. Acquirers of Ordinary Shares may not offer to sell, pledge or otherwise transfer such shares in the United States, or to any US Person as defined in Regulation S under the Securities Act, including resident corporations, or other entities organised under the laws of the United States, or non-US branches or agencies of such corporations unless such offer, sale, pledge or transfer is registered under the Securities Act, or an exemption from registration is available. The Company does not currently plan to register the Ordinary Shares under the Securities Act. The distribution of this document in or into other jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

## LETTER FROM THE CHAIRMAN

### DUKEMOUNT CAPITAL PLC

(Incorporated and Registered in England and Wales, with company number 07611240)

*Directors:*

Geoffrey Dart, *Executive Director and Chairman*  
Paul Gazzard, *Non-executive Director*

*Registered Office:*

Room 4, 1st Floor  
50 Jermyn Street  
London  
SW1Y 6LX

29 June 2021

To the holders of Existing Ordinary Shares

Dear Shareholder,

### Notice of General Meeting

#### 1. Introduction

On 22 March we announced the signing of heads of terms with HSKB Limited (“**HSKB**”) to establish a joint venture to develop two 11kv gas powered electricity generation facilities (“**JV**”). The JV requires funding of £6.25m approx to build out the facilities and begin operations. Under the terms of the JV, Dukemount has agreed to fund £3m of these build costs and HSKB will obtain the remaining £3.25m approx from a commercial lender.

Your board has had numerous discussions with its brokers and possible funding partners both before and since signing the heads of terms for the JV. To help the fundraising process, Chesterfield Capital Limited, of which I am a director and indirect shareholder, sold 97m shares and lent £500,000 out of the proceeds to the Company on 8 December 2020 in return for a convertible loan note (“**Chesterfield Note**”). The advantage of the convertible note as a method of funding is that it is quick to put in place, does not require the grant of security over the Company’s assets and is interest free. Depending on the conversion price, it is also no less dilutive to shareholders than a placing of equity. A placing of equity would also require the issue by the Company of a prospectus (since we will be increasing our share capital by more than 20% above our current level), and this adds both delay and uncertainty to the funding timetable, given that the prospectus requires approval of the FCA.

As discussions with HSKB continued, we became more convinced that the development of electricity generation assets was a beneficial development of the Company’s business and entry into the flexible power sector was an important development in the Company’s growth plan. Accordingly on 20 May we signed a definitive agreement for the JV (“**JVA**”) and, together with us, HSKB is now proceeding with the documentation to acquire the companies which hold the leases, planning permissions and all other authorities required for the sites on which the power plants will be built (“**SPVs**”).

On 5 May we signed a further convertible note deal with a consortium of individuals lead by Sanderson Partners (“**Sanderson Note**”). The facility is for a total of £1.0m, available in four tranches of £250,000 each. To date we have drawn down £500,000. The third tranche of £250,000 is intended to finance the acquisition of the SPVs, and the draw down notice for this will be issued as soon as the conditions precedent for that tranche are satisfied.

The purchase price for the Company’s 50% interest in the JV was £500.00. The purchase price for the SPVs will be equal to the costs incurred by the SPVs to date up to £400,000, such consideration to be left outstanding as a loan until the JV build costs have been funded. In the opinion of your board, the market value of a 50% interest of 2 sites with planning permission for the development of flexible power generation plants is approximately £6M. The market value of the fully developed sites is estimated to be £10M to £12M, of which your Company will have 50% in line with its interest in the JV.

Accordingly, completion of the acquisition of the SPVs and the eventual development of the Sites to operational readiness represents a valuable opportunity for the Company and its shareholders.

Timing is important to realise this opportunity. In the absence of a better alternative funding plan, the Company signed an agreement with Global Corporate Finance Opportunities 14 (“**Global**”) on 16 June for an equity line of credit of up to £6.50m (“**Global Facility**”). The advantage of such a facility is that, as for the Chesterfield Note and the Sanderson Note, the assets of the Company are not secured and the facility is interest free. The disadvantage is that it is potentially dilutive to shareholders, if the Company’s potential with the JV cannot be realised and the share price falls.

As stated in our announcement of 16 June, we require £3m from the Global Facility to fund our portion of the JV build costs. We may not need to draw down the remainder of the Global Facility for these costs, but we may choose to draw it down if further flexible power assets become available to us. The HSKB team are experienced in this sector and once Dukemount proves itself to be a good partner, we should reasonably expect further opportunities to be presented to us.

Draw down of the Global Facility is subject to two preconditions:

- Approval by the shareholders of resolutions to increase the Company’s share capital to allow the Board to issue the shares required by the Global Facility, and
- Issue of a prospectus approved by the FCA given that the total issued share capital of the Company will exceed 20% of its current issued share capital.

Notwithstanding the pre-conditions to the Global Facility, the Company currently has very limited headroom and a prospectus is needed in any event to allow for conversion of the Sanderson Note and the Chesterfield Note. We also wish to increase headroom generally to allow us the ability to raise further finance and/or acquire further assets on an opportunistic basis. As the country begins to emerge from the worst effects of the pandemic, we expect more opportunities to come our way in our historic residential and care home business, and we wish to be ready for this.

The maximum share capital required for the Global Facility and each of the Chesterfield and Sanderson Notes is as follows:

- Global Facility: 3,046,875,000 shares
- Sanderson Note: 180,769,230 shares
- Chesterfield Note: 119,237,077 shares

The total maximum required headroom is thus 3,346,881,307 shares. The headroom calculations have been done on the basis of full draw down of the Sanderson Note (the Chesterfield Note is already fully drawn down) and the Global Facility requires us to allow headroom of 150% of the shares required by each drawn down tranche assuming full draw down of the commitment amount of £6.5m. We have also included any warrants applicable to each Note or Facility plus any fees payable in shares. The share price used in our calculation is the price per share applicable in each Facility or Note, and otherwise 0.4 pence per share. The market price as at the date of this letter was 0.48 pence.

In addition to this we are recommending additional headroom of £3.5 million of shares, which at £0.004 per share represents 875,000,000 additional shares to meet the requirements of possible future opportunities mentioned above (“**Additional Purposes**”).

The resolutions to implement the recommended headroom are set out in the attached Notice of Meeting (“**Resolutions**”).

The current share capital is 498,416,532 shares (nominal capital £498,416.53) and thus the aggregate additional headroom of 4,220,881,307 (£4,220,881.31) increases the share capital by 8.47 times.

As a consequence of these changes we need to set a new borrowing limit pursuant to Article 102 of the Company’s Articles of Association. You will see from the Resolutions that the new limit is to be set at an aggregate of £6.5 million.

## 2. General Meeting

At the end of this document you will find a notice convening the Company's General Meeting, which is to be held at 50 Jermyn Street, London, SW1Y 6LX on Thursday 15 July 2021 at 11.00 a.m. A summary of the action you should take is set out in the Form of Proxy that accompanies this document.

The purpose of the General Meeting is to consider and, if thought fit, pass the Resolutions, in each case as set out in full in the notice of General Meeting. Resolutions 1 to 5 will be proposed as ordinary resolutions and Resolution 6 to 9 will be proposed as special resolutions of the Company.

**Resolution 1:** To authorise the Directors to allot and issue Ordinary Shares for the Global Facility

**Resolution 2:** To authorise the Directors to allot and issue Ordinary Shares for the Sanderson Note,

**Resolution 3:** To authorise the Directors to allot and issue ordinary Shares for the Chesterfield Note,

**Resolution 4:** To authorise the Directors to allot and issue Ordinary Shares for the Additional Purposes,

**Resolution 5:** To amend the borrowing limit of the Company as set out in article 102 of the Company's articles of association to £6.5 million.

**Resolution 6:** To dis-apply statutory pre-emption provisions to enable the Directors in certain circumstances to allot Ordinary Shares for cash other than on a pre-emptive basis for the Global Facility.

**Resolution 7:** To dis-apply statutory pre-emption provisions to enable the Directors in certain circumstances to allot Ordinary Shares for cash other than on a pre-emptive basis for the Chesterfield Note.

**Resolution 8:** To dis-apply statutory pre-emption provisions to enable the Directors in certain circumstances to allot Ordinary Shares for cash other than on a pre-emptive basis for the Sanderson Note.

**Resolution 9:** To dis-apply statutory pre-emption provisions to enable the Directors in certain circumstances to allot Ordinary Shares for cash other than on a pre-emptive basis for the Additional Purposes.

## 3. Action to be taken

A Form of Proxy is enclosed for use by Shareholders at the General Meeting. Shareholders are asked to complete, sign and return the Form of Proxy by post or by hand in accordance with the instructions printed therein so as to be received as soon as possible by the Company's registrars, **Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE**, but in any event so as to arrive no later than 48 hours before the General Meeting.

## 4. Important Information in relation to attendance at the General Meeting

Unfortunately, as at 28 June 2021, being the latest practicable date before publication of this notice of General Meeting, there are still legal restrictions on the ability of more than six people to meet indoors and it is considered likely that as at the date of the General Meeting, being 15 July 2021, those restrictions will still be in place.

For the safety of the Company's Shareholders, directors, advisors and employees, no third parties will be permitted entry to the building at which the General Meeting is being held and the Company will arrange the minimum quorum to be present in order for the meeting to be validly held. Therefore Shareholders are requested **not** to attend the General Meeting but to vote in advance by proxy and to appoint the Chairman as their proxy. However, we welcome questions and feedback to us by phone or email during the notice period.

All votes will be held on a poll.

## **5. Recommendation**

This is an important moment in the growth plan of the Company. We have an opportunity to add significant new business to our existing care and residential home business in a sector, which is growing fast and still remains within our overall business model of developing assets which will produce long dated income.

**The Directors recommend that you vote in favour of the Resolutions as they intend to do so in respect of their aggregate beneficial holding of 8,666,666 Ordinary Shares, representing approximately 1.74 per cent of the total number of issued shares in the Company.**

Yours faithfully,

**Geoffrey Dart**  
*Chairman of the Board*  
Dukemount Capital plc

# DUKEMOUNT CAPITAL PLC

*(Registered in England and Wales under No. 07611240)*

## NOTICE OF GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a General Meeting of the Company will be held at 50 Jermyn Street, London, SW1Y 6LX on Thursday 15 July 2021 at 11.00 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolutions, the first five of which will be proposed as ordinary resolutions and of which resolutions 6 to 9 will be proposed as special resolutions.

### ORDINARY RESOLUTIONS

1. **THAT**, the directors be generally and unconditionally authorised to allot and issue equity securities (as defined by section 560 of the Companies Act) up to an aggregate nominal amount of 3,046,875,000 Ordinary Shares (£3,046,875.00) for the Global Facility provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require relevant securities to be allotted and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot relevant securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

2. **THAT**, the directors be generally and unconditionally authorised to allot and issue equity securities (as defined by section 560 of the Companies Act) up to an aggregate nominal amount of 180,769,230 ordinary shares (£180,769.23) for the Sanderson Note provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require relevant securities to be allotted and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot relevant securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

3. **THAT**, the directors be generally and unconditionally authorised to allot and issue equity securities (as defined by section 560 of the Companies Act) up to an aggregate nominal amount of 119,237,077 Ordinary Shares (£119,237.08) for the Chesterfield Note provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require relevant securities to be allotted and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot relevant securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

4. **THAT**, the directors be generally and unconditionally authorised to allot and issue equity securities (as defined by section 560 of the Companies Act) up to an aggregate nominal amount of 875,000,000 ordinary Shares (£875,000.00) for the Additional Purposes provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or

agreements which would or might require relevant securities to be allotted and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot relevant securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

5. **THAT**, under article 102.2 of the Company's articles of association (the **Articles**), the directors be generally and unconditionally authorised to exercise all the powers of the Company to borrow money up to an aggregate nominal amount of £6,500,000 at any one time.

## **SPECIAL RESOLUTIONS**

6. **THAT**, subject to the passing of Resolution 1, the directors of the Company be and are hereby empowered, pursuant to section 570 of the Companies Act, to allot equity securities (as defined in section 560 of the Act) wholly for cash pursuant to the authority conferred upon them by Resolution 1 above (as varied, renewed or revoked from time to time by the Company at a general meeting) as if section 561(1) of the Companies Act did not apply to any such allotment provided that such power shall be limited to an aggregate nominal amount of £3,046,875.00.

The authority granted by this resolution will expire on the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or 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 notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the CA 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

7. **THAT**, subject to the passing of Resolution 2, the directors of the Company be and are hereby empowered, pursuant to section 570 of the Companies Act, to allot equity securities (as defined in section 560 of the Act) wholly for cash pursuant to the authority conferred upon them by Resolution 1 above (as varied, renewed or revoked from time to time by the Company at a general meeting) as if section 561(1) of the Companies Act did not apply to any such allotment provided that such power shall be limited to an aggregate nominal amount of £180,769.23.

The authority granted by this resolution will expire on the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or 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 notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the CA 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

8. **THAT**, subject to the passing of Resolution 3, the directors of the Company be and are hereby empowered, pursuant to section 570 of the Companies Act, to allot equity securities (as defined in section 560 of the Act) wholly for cash pursuant to the authority conferred upon them by Resolution 1 above (as varied, renewed or revoked from time to time by the Company at a general meeting) as if section 561(1) of the Companies Act did not apply to any such allotment provided that such power shall be limited to an aggregate nominal amount of £119,237.08.

The authority granted by this resolution will expire on the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save

that the Company may, before such expiry make offers or 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 notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the CA 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

9. **THAT**, subject to the passing of Resolution 4, the directors of the Company be and are hereby empowered, pursuant to section 570 of the Companies Act, to allot equity securities (as defined in section 560 of the Act) wholly for cash pursuant to the authority conferred upon them by Resolution 1 above (as varied, renewed or revoked from time to time by the Company at a general meeting) as if section 561(1) of the Companies Act did not apply to any such allotment provided that such power shall be limited to an aggregate nominal amount of £875,000.00

The authority granted by this resolution will expire on the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or 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 notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the CA 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

Registered Office:

50 Jermyn Street  
London  
SW1Y 6LX  
United Kingdom

**BY ORDER OF THE BOARD**

Stuart James Adam  
Company Secretary

Company number: 07611240

29 June 2021



## NOTES TO THE NOTICE OF GENERAL MEETING

The following pages provide more detailed information about your voting rights and how you may exercise them.

### Entitlement to attend and vote

- (1) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the Company's register of members:
- 48 hours before the time fixed for the meeting, or
  - if the Meeting is adjourned, 48 hours prior to the time fixed for the adjourned meeting,

shall be entitled to attend, speak and vote at the Meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

### Appointment of proxies

- (2) If you are a shareholder who is entitled to attend and vote at the Meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting.
- (3) A proxy does not need to be a shareholder of the Company but must attend the Meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- (4) You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to different shares held by that shareholder. To appoint more than one proxy, please contact the registrar of the Company.
- (5) You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
- (6) 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 by post

- (7) The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
- (8) To appoint a proxy using the proxy form, the form must be:
- completed and signed.
  - sent or delivered to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY; and
  - received by Computershare Investor Services PLC no later than 11.00 am on 13 July 2021.
- (9) In the case of a shareholder which is a company, the 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 or other person authorised to sign for the company.
- (10) Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- (11) If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Computershare Investor Services PLC on 0370 707 1872.

### Appointment of proxies electronically

- (12) As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). For an electronic proxy appointment to be valid, your appointment must be received by Computershare Investor Services PLC no later than 11.00 am on 13 July 2021.

### Appointment of proxies through CREST

- (13) 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 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.

- (14) For a proxy appointment or instructions 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 & Ireland Limited's (**EUI**) 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 the issuer's agent (ID number 3RA50) no later than 11.00 am on 13 July 2021, or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting. 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.
- (15) 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 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/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.
- (16) 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 members**

- (17) In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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**

- (18) Shareholders may change proxy instructions by submitting a new proxy appointment using 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.
- (19) Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Computershare Investor Services PLC on 0370 707 1872.
- (20) 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 appointment**

- (21) A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. In the case of a shareholder 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 Computershare Investor Services PLC no later than 11.00 am on 13 July 2021.
- (22) If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the Meeting and vote in person.
- (23) Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

#### **Corporate representatives**

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

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

- (25) As at 28 June 2021, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 498,416,532 ordinary shares of 0.1p each. 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 such date is 498,416,532.
- (26) The Company's website will include information on the number of shares and voting rights.

### **Questions at the meeting**

- (27) Any member attending the Meeting has the right to ask questions. The Company must answer any question you ask relating to the business being dealt with at the Meeting unless (i) answering the question would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

### **Website publication of audit concerns**

- (28) Under section 527 of the Companies Act 2006, a shareholder or shareholders meeting the threshold requirements set out in that section, have the right to request the Company to publish on its website a statement setting out any matter that such shareholders propose to raise at the Meeting relating to either the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting or the circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which the annual report and accounts.
- (29) Where the Company is required to publish such a statement on its website:
- it may not require the shareholders making the request to pay any expenses incurred by the Company in complying with the request.
  - it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and
  - the statement may be dealt with as part of the business of the meeting.

### **Nominated persons**

- (30) If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights ("**Nominated Person**"), you may have a right under an agreement between you and the shareholder of the Company who has nominated you to have information rights ("**Relevant Shareholder**") to be appointed or to have someone else appointed as a proxy for the Meeting. If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Shareholder to give instructions to the Relevant Shareholder as to the exercise of voting rights. Your main point of contact in terms of your investment in the Company remains the Relevant Shareholder (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

### **Communication**

- (31) You may not use any electronic address provided either in this notice of meeting or any related documents to communicate with the Company for any purposes other than those expressly stated.

### **Website giving information regarding the meeting**

- (32) Information regarding the Meeting, including the information required by section 311A of the Companies Act 2006, can be found at <http://dukemountcapitalplc.com/>.