

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you are recommended to seek your own independent financial advice from your stockbroker, solicitor, accountant, bank manager or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised financial adviser.**

If you have sold or otherwise transferred all of your ordinary shares in Dukemount Capital plc, please send this document, together with the accompanying form of proxy ("**Form of Proxy**"), as soon as possible, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

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# **DUKEMOUNT CAPITAL PLC**

*(Incorporated and registered in England and Wales with registered number 07611240)  
(Registered as an investment company under section 833 of the Companies Act 2006)*

## **Notice of Annual General Meeting Proposed Share Capital Reorganisation**

**12 January 2024 at 10 a.m.**

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Notice of the annual general meeting of the Company ("**Annual General Meeting**") to be held at 10 a.m. on 12 January 2024 at the offices of Peterhouse Capital, Floor 3, 80 Cheapside, London, EC2V 6EE, United Kingdom is set out at the end of this document.

**All voting on the resolutions (each a "Resolution", together the "Resolutions") at the Annual General Meeting will be conducted on a poll, which means that you should submit your Form of Proxy as soon as possible. There will be a limited opportunity to submit a separate poll card in a short interval after the Annual General Meeting formally concludes. To be valid, the Form of Proxy accompanying this document must be completed and returned, in accordance with the instructions printed on it, so as to be received by the Company's registrars ("Registrar"), Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE as soon as possible, but in any event not later than 10 a.m. on 10 January 2024.**

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### KEY TIMES AND DATES

Dispatch of this document	18 December 2023
Latest time and date for receipt of Form of Proxy	10 a.m. on 10 January 2024
Annual General Meeting	10 a.m. on 12 January 2024
Record time and date for Capital Reorganisation	6pm on 12 January 2024
Expected date of admission of the New Ordinary Shares to trading on the Main Market	15 January 2024
Expected date of admission of the CLN Shares to trading on the Main Market	On or around 18 January 2024

## **STATISTICS RELATING TO THE CAPITAL REORGANISATION**

Number of Existing Ordinary Shares in issue at the date of this Document	616,243,164
Total expected number of New Ordinary Shares in issue following the Capital Reorganisation*	61,624,316
Total expected number of Deferred Shares in issue following the Capital Reorganisation	61,624,316
Number of CLN Shares to be issued	7,692,307
Number of New Ordinary Shares (including the CLN Shares) in issue immediately following Admission*	69,316,623

\*Final numbers will be published following completion of the share capital reorganisation and once fractional shares have been dealt with.

# LETTER FROM THE CHAIRMAN DUKEMOUNT CAPITAL PLC

(Incorporated and registered in England and Wales with registered number 07611240)  
(Registered as an investment company under section 833 of the Companies Act 2006)

18 December 2023

Dear Shareholder,

I look forward to welcoming you at the Annual General Meeting on 12 January 2024. The Annual General Meeting will start at 10 a.m. at the offices of Peterhouse Capital, Floor 3, 80 Cheapside, London, EC2V 6EE.

## 1. Introduction

The purpose of this document is to convene an annual general meeting (the “**AGM**”) to seek your approval for, *inter alia*, the Capital Reorganisation, and to seek authorities to issue New Ordinary Shares both as regards the conversion of the outstanding CLNs and in respect of any future equity fundraise.

The Company’s suspension was lifted on 12 September 2023. The Company is exploring opportunities which would result in an RTO. As part of this process, Dukemount is convening an AGM to enable the Company to raise further funding to provide the Company with sufficient capital to undertake due diligence on a potential target company and to fund a potential RTO.

These resolutions will also refresh the resolutions previously approved on 15 July 2021, pursuant to which, the loan made by Chesterfield Capital Limited (the investment company used by Geoffrey Dart) would be converted into 7,692,307 new ordinary shares of £0.001 each (the “**CLN Shares**”) following the Capital Reorganisation at a conversion price of £0.065 (i.e. 6.5p) (the “**CLN**”). Prior to the Capital Reorganisation, the conversion would have resulted in the issuance of 76,923,076 ordinary shares of £0.001 each.

## 2. Capital Reorganisation

The Company’s share price as of 13 December close of business was 0.0525p, which is below the current nominal value of the Existing Ordinary Shares. As a Company cannot issue shares at less than nominal value it is proposed that the Company performs a share capital reorganisation to remedy this. The Capital Reorganisation will have no economic implications for Shareholders.

It is proposed that each existing ordinary share of £0.001 in the issued share capital of the Company (each an “**Existing Ordinary Share**”) undergoes a 1:10 consolidation (“**Consolidation**”), into one ordinary share of £0.01 (“**Consolidation Share**”) and then subsequently be sub-divided into one ordinary share of £0.001 (“**New Ordinary Share**”) and one deferred share of £0.009 (each a “**Deferred Share**”). The rights attaching to the New Ordinary Shares will be identical in all respects to those of the Existing Ordinary Shares. The Deferred Shares will have no voting rights, no entitlement to attend General Meetings of the Company, no right to any dividend or other distribution and will carry only the right to participate in any return of capital to the extent of the amount paid up or credited as paid up on each Deferred Share after the holders of Existing Ordinary Shares have received, not only the aggregate amount paid up on those shares, but also £1 million per Ordinary Share. Accordingly, the Deferred Shares will, for all practical purposes, be valueless and it is the Board’s intention, at an appropriate time, to buy-back the Deferred Shares (for a nominal sum) and subsequently apply to the Court to cancel the resultant capital redemption reserve that would be created.

The CLN Shares will total 7,692,307 New Ordinary Shares.

It is likely that the Consolidation will result in fractional entitlements to a New Ordinary Share where any holding is not precisely divisible by 10. No certificates will be issued for fractional entitlements to New Ordinary Shares. Shareholders with a shareholding of less than 10 Existing Ordinary Shares will not be

entitled to any Consolidated Shares and Shareholders with a holding in excess of 10 Existing Ordinary Shares, but which is not exactly divisible by 10 will have their holding in the Consolidated Shares rounded down to the nearest whole number. For example, a Shareholder holding 22 Existing Ordinary Shares would receive 2 New Ordinary Shares with his fractional entitlement of 0.2 (zero point two) New Ordinary Shares being aggregated with fractional entitlements from other Shareholders and sold in the marketplace with the proceeds being retained by the Company.

#### *Tax implications for Shareholders*

For tax purposes, the New Ordinary Shares will result from a reorganisation of the share capital of the Company. Accordingly, holders of Existing Ordinary Shares should not normally be treated as making a disposal of all or part of their holding of Existing Ordinary Shares by reason of the share capital reorganisation. The New Ordinary Shares which replace their holding of Existing Ordinary Shares will be treated, for tax purposes, as the same asset and acquired at the date or dates as their holding of Existing Ordinary Shares.

### **3. Share Authorities**

The Directors are not able to allot any New Ordinary Shares unless they have been given the authority to do so by Shareholders in accordance with the Companies Act 2006 (as amended) (the “**Act**”). Furthermore, the pre-emption rights, which attach to the New Ordinary Shares by virtue of the provisions of the Act, prevent the Directors from issuing the New Ordinary Shares without first offering them to the existing Shareholders in proportion to their existing holdings, may only be disapplied with the express authority from Shareholders.

#### ***The need for additional authorities***

The Company is seeking requisite authority from Shareholders for the following reasons:

- To enable the conversion of the CLN (as previously approved in July 2021 but now lapsed); and
- Additional headroom for any fundraise in the future, to expire at the next AGM, to facilitate the furtherance of the Company as a cash shell (as detailed in the announcement of 12 September 2023 when the Company’s share suspension was ended).

#### ***The proposed new share authorities***

The authorities sought by the Directors pursuant to resolutions 7 and 8 will allow the Directors to issue 7,692,307 New Ordinary Shares pursuant to the conversion of the CLN and to issue up to 900,000,000 New Ordinary Shares to, inter alia, raise additional capital in respect of any future capital fundraise.

### **4. Amendment To Articles**

The proposed Capital Reorganisation necessitates certain alterations to the articles of association of the Company (the “**Articles**”). These changes are proposed as Resolution 6 in order to include the rights and restrictions attaching to the Deferred Shares.

### **5. Annual General Meeting**

In the usual way we ask and encourage Shareholders to vote for the AGM resolutions by appointing the Chairman as a Shareholder’s proxy. Accordingly, Shareholders are encouraged to complete the Form of Proxy accompanying this Document which must be completed and returned, in accordance with the instructions printed on it, so as to be received by the Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE, United Kingdom as soon as possible, but in any event not later than 10 a.m. on 10 January 2024.

The meeting takes place at 10 a.m. on 12 January 2024.

The Chairman will then formally put the Resolutions to the meeting and advise of the proxy votes received in advance. The meeting will then formally close.

The results of the AGM will be announced by Regulatory News Service and posted to the Company's website <http://www.dukemountcapitalplc.com/index.php> on the day of the AGM. The business of the AGM includes resolutions that public companies regularly bring to shareholders.

## **6. Business of the Annual General Meeting**

### **Ordinary Business**

#### **Resolution 1 – Reports and accounts**

The Board will present the Company's reports and the accounts for the year ended 30 April 2022, as contained in the Annual Reports which are available to view on the Company's website at <http://www.dukemountcapitalplc.com/index.php>.

Resolution 1 is proposed as an ordinary resolution.

#### **Resolution 2 - the reappointment of Mr Gazzard**

It is best practice that Company Directors retire and offer themselves for reappointment at each Annual General Meeting. Accordingly, the existing director, Paul Gazzard, will be standing for reappointment at the Annual General Meeting.

Mr Gazzard retires and offers himself for reappointment.

Paul has over 10 years' experience of working across investing institutions in the City of London in his previous role as a fund manager. He worked with the Panmure Gordon Asset Management team until August 2002 when he transitioned into the commercial financing sector. Between August 2002 and May 2010, Paul participated in the listing of companies on the AIM market of the London Stock Exchange, operating at senior Executive level within each of the companies. Since then, Paul has worked as a consultant across various AIM listed companies, advising on corporate and financing related matters.

Resolution 2 is proposed as an ordinary resolution.

#### **Resolution 3 - Appointment of an Auditor and fixing of Auditors' remuneration**

At each Annual General Meeting at which the accounts are laid before the members, the Company is required to appoint an auditor ("**Auditor**") to serve until the next such meeting. It is proposed that Royce Peeling Green Limited be appointed as the Auditor. This resolution also authorises the Directors to agree the Auditors' remuneration.

Resolution 3 is proposed as an ordinary resolution.

### **Special Business**

#### **Resolution 4 - Consolidation of Share Capital**

Resolution 4 is an ordinary resolution that, subject to the approval of Resolutions 5 and 6, in accordance with section 618 of the Act, the 616,243,164 Existing Ordinary Shares, having a nominal value of £0.001 each in the capital of the Company, be consolidated into 61,624,316 Consolidation Shares having a nominal value of £0.01 (one pence) (such that every, 10 Existing Ordinary Shares having a nominal value of £0.001 each, will be consolidated into one Consolidation Share having a nominal value of £0.01 each), such shares having the rights and restrictions set out in Resolution 6 and that fractions of issued shares arising on consolidation be aggregated and sold and the proceeds retained by the Company.

#### **Resolution 5 – Sub-Division and Reclassification of Shares**

Resolution 5, which is being proposed as an ordinary resolution will, subject to the approval of Resolutions 4 and 6, in accordance with section 618 of the Act, provide that each Consolidation Share of £0.01 each in the capital of the Company be sub-divided and reclassified into one (1) New Ordinary Share of £0.001 each and one (1) Deferred Share of £0.009 each in the capital of the Company, with each share having the rights and restrictions set out in Resolution 6.

## **Resolution 6 – Amendment to the Articles**

Resolution 6, which is being proposed as a special resolution, the Company is proposing to amend the Articles by inserting new Article 6A, which sets out the rights attaching to the Deferred Shares.

Article 6A being set out below in the Notice to the Annual General Meeting.

## **Resolution 7 – Directors' authorities**

Resolution 7, which is being proposed as an ordinary resolution and will, if passed, enable the Directors to issue 7,692,307 New Ordinary Shares (76,923,076 Existing Ordinary Shares) in connection with the conversion of the CLN (representing 12 per cent. of the issued share capital of the Company as at 13 December 2023, this being the latest practicable date prior to the publication of this document) and issue up to an additional 900,000,000 New Ordinary Shares.

## **Resolution 8 – Disapplication of Pre-Emption Rights**

Resolution 8, which is being proposed as a special resolution will, if passed, enable the Directors to issue up to 7,692,307 New Ordinary Shares in connection with the conversion of the CLN and issue up to an additional 900,000,000 New Ordinary Shares, for cash without first offering such New Ordinary Shares to existing Shareholders *pro rata* to their existing shareholdings.

### **7. Basis of Voting**

In accordance with the Articles, all Shareholders entitled to vote and be present by proxy at the AGM have one vote in respect of every Existing Ordinary Share held.

**In this way all proxy votes will count towards the voting.**

### **8. Action To Be Taken**

Shareholders will find enclosed a Form of Proxy for use in connection with the Annual General Meeting. Whether or not Shareholders propose to attend the Annual General Meeting, they are requested to complete, sign and return the Form of Proxy as soon as possible, in accordance with the instructions printed on it.

To be valid, the enclosed Form of Proxy must be lodged with the Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE as soon as possible and, in any event, so as to arrive by no later than 10 a.m. on 10 January 2024.

**If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice from your broker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser, immediately.**

### **9. Recommendation**

The Directors consider the passing of the Resolutions to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions.

The Directors intend to vote in favour of the Resolutions in respect of their own beneficial holdings of Existing Ordinary Shares (amounting to 8,666,666 Ordinary Shares, representing approximately 0.01% of the issued share capital of the Company as at 13 December 2023).

Yours faithfully

**Geoffrey Dart**  
*Chairman*

## DEFINITIONS

In this document the words and expressions listed below have the meanings set out opposite them, except where the context otherwise requires:

<b>“Act”</b>	the Companies Act 2006, as amended from time to time
<b>“Admission”</b>	Admission to trading on the standard segment of the Main Market
<b>“Annual General Meeting”</b>	the Annual General Meeting of the Company to be held as a meeting on 12 January 2024 at 10 a.m.
<b>“Articles” or “Articles of Association”</b>	the articles of association of the Company
<b>“Board” or “Directors”</b>	the Board of Directors of the Company
<b>“Capital Reorganisation”</b>	the capital reorganisation of each Existing Ordinary Share into one New Ordinary Share and one Deferred Share
<b>“Chairman”</b>	the Chairman of the Company
<b>“Circular”</b>	this document
<b>“Company”</b>	Dukemount Capital plc
<b>“CREST”</b>	the relevant system as defined in the CREST Regulations in respect of which Euroclear is the operator (as defined in the CREST Regulations) in accordance with which securities may be held in uncertificated form
<b>“CREST Regulations”</b>	the Uncertificated Securities Regulations 2001 (SI 2001 No. 2001/3755), as amended
<b>“CLN”</b>	means the £500,000 in face value of loan advanced by Chesterfield Capital Limited, a company controlled by Geoffrey Dart;
<b>“CLN Shares”</b>	the 7,692,307 New Ordinary Shares issued pursuant to the conversion of the Chesterfield Loan at the amended price of £0.065 (following the Capital Reorganisation) per New Ordinary Share;
<b>“Consolidation”</b>	the consolidation of 10 Existing Ordinary Shares into 1 new ordinary share.
<b>“Consolidation Shares”</b>	Following the consolidation, ordinary shares of £0.01 each in the capital of the Company
<b>“Deferred Shares”</b> be	deferred shares of £0.009 each in the capital of the Company to created following the Sub-Division
<b>“Directors” or “Board”</b>	the board of directors of the Company
<b>“Disclosure Guidance and Transparency Rules”</b>	the disclosure guidance and transparency rules as set out in the FCA’s handbook of rules and guidance, as amended
<b>“Euroclear”</b>	Euroclear UK & International Limited
<b>“Existing Ordinary Shares”</b>	the existing ordinary shares of £0.001 each in the capital of the Company



<b>“FCA”</b>	the UK Financial Conduct Authority
<b>“FSMA”</b>	the Financial Services and Markets Act 2000 as amended or re-enacted from time to time
<b>“Latest Practicable Date”</b>	13 December 2023, being the latest practicable date prior to the date of this document for ascertaining certain information contained herein
<b>“Listing Rules”</b>	the listing rules made by the FCA under section 73A of FSMA
<b>“London Stock Exchange”</b>	London Stock Exchange plc
<b>“Official List”</b>	the official list maintained by the FCA
<b>“New Ordinary Shares”</b>	new ordinary shares of nominal value £0.001 each in the capital of the Company following the Capital Reorganisation
<b>“Prospectus Regulation Rules”</b>	the rules made for the purposes of Part VI of the FSMA in relation to offers of securities to the public and admission of securities to trading on a regulated market
<b>“Register of Members”</b>	the register of members of the Company
<b>“Resolutions”</b>	the resolutions set out in the notice of Annual General Meeting contained within the Circular;
<b>“RTO”</b>	a reverse takeover
<b>“Shareholder”</b>	a holder of Ordinary Shares
<b>“Sub-Division”</b>	the sub-division following the Consolidation into one New Ordinary Share and one Deferred Share to effect the Capital Reorganisation
<b>“UK” or “United Kingdom”</b>	the United Kingdom of Great Britain and Northern Ireland

# DUKEMOUNT CAPITAL PLC

(Incorporated and registered in England and Wales with registered number 07611240)  
(Registered as an investment company under section 833 of the Companies Act 2006)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Dukemount Capital plc (the “**Company**”) will be held at 10 a.m. on 12 January 2024 to consider and, if thought fit, pass the following Resolutions. Resolutions 1 - 5 are Ordinary Resolutions and resolutions 6 - 8 are Special Resolutions.

### ORDINARY BUSINESS

1. To approve the April 2022 Report and Accounts (including the financial statements for the period ended 30 April 2022, together with the Strategic Report, Corporate Governance Report, Remuneration Committee Report, Nomination Committee Report, Directors’ Report and Independent Auditor’s Report).
2. To re-elect Mr. Paul Gazzard as a Director, who retires and offers himself for re-election.
3. To appoint Royce Peeling Green Limited as Auditor from the conclusion of the meeting until the conclusion of the next Annual General Meeting before which accounts are laid and to authorise the directors to fix the Auditor’s remuneration.

### SPECIAL BUSINESS

4. **THAT**, subject to the approval of Resolutions 5 and 6, in accordance with section 618 of the Companies Act 2006 (the “**Act**”), the 616,243,164 existing ordinary shares having a nominal value of £0.001 each in the capital of the Company be consolidated into 61,624,316 ordinary shares having a nominal value of £0.01 (one pence) (such that every, 10 ordinary shares having a nominal value of £0.001 each, will be consolidated into one ordinary share having a nominal value of £0.01 each), such shares having the rights and restrictions set out in Resolution 6 and that fractions of issued shares arising on consolidation be aggregated and sold and the proceeds retained by the Company
5. **THAT**, subject to the approval of Resolutions 4 and 6, in accordance with section 618 of the Act, each ordinary share of £0.01 each in the capital of the Company be and it is sub-divided and reclassified into one (1) ordinary share of £0.001 each and one (1) deferred shares of £0.009 each in the capital of the Company, with each having the rights and restrictions (save as to nominal value) set out in Resolution 6
6. **THAT**, subject to the approval of Resolutions 4 and 5, the Articles be amended by inserting a new article 6A:

*“The share capital of the Company is divided into ordinary shares of £0.001 each (the “Ordinary Shares”) and deferred shares of £0.009 each (the “Deferred Shares”). The Ordinary Shares will be entitled to the normal rights attaching to ordinary shares in the Company. The Deferred Shares shall have the following rights and restrictions attached to them:*

#### **6A.1 Income**

*The Deferred Shares shall not entitle the holders thereof to receive any dividend or other distribution.*

#### **6A.2 Voting**

*The Deferred Shares shall not entitle the holders thereof to receive notice of or to attend or vote at any General Meeting of the Company.*

#### **6A.3 Capital**

*On return of capital on a winding up the holders of the Deferred Shares shall only be entitled to receive the amount paid up on such shares after the holders of the Ordinary Shares have received (a) the sum*

of £0.001 for each Ordinary Share held by them and (b) £1 million of return of capital per Ordinary Share, and shall have no other right to participate in the assets of the Company.

#### **6A.4 Transfer**

*The Company is authorised at any time to appoint a person to execute on behalf of the holders of the Deferred Shares a transfer thereof and/or an agreement to transfer the same, without making any payment to the holders thereof and persons so entitled, to such persons as the Company may determine as holder thereof beneficially entitled thereto.*

#### **6A.5 Share certificates**

*No share certificates shall be issued to holders of Deferred Shares, either on issue or on transfer.*

#### **6A.6 Variation of rights**

*Neither the passing by the Company of any resolution for a:*

*6A.6.1 reduction of capital involving the cancellation of the Deferred Shares without any repayment of capital in respect thereof, or a reduction of share premium account, or the obtaining by the Company or the making by the court of an order confirming any such reduction of capital or share premium account of the making effective of such order, nor*

*6A.6.2 the purchase by the Company in accordance with the provisions of the Acts of any of its own shares or other securities or the passing of a resolution to permit any such purchase, shall constitute a modification, variation or abrogation of the rights attaching to the Deferred Shares and accordingly the Deferred Shares may at any time be cancelled for no consideration by means of a reduction in capital or purchased by the Company, at its option at any time, in accordance with the provisions of the Acts, without making any payment to the holder thereof and without recourse to the holder, and to cancel the same without making any payment to or obtaining the sanction of the holder or holders thereof The Company may, at its option at any time, purchase all or any of the Deferred Shares then in issue, at a price not exceeding £1 in aggregate.*

#### **6A.7 Further issues**

*The rights conferred by the Deferred Shares shall not be varied or abrogated by the creation or issue of further shares ranking *par passu* with or in priority to the Deferred Shares.”*

7. **THAT** the directors of the Company (the “**Directors**”) be and are hereby generally and unconditionally authorised, in addition to any existing authorities, pursuant to and in accordance with section 551 of the Act to exercise all the powers of the Company to allot Ordinary Shares; (i) 7,692,307 Ordinary Shares in connection with the CLN; and (ii) generally in an amount of up to an aggregate nominal amount of £900,000, provided that, in each case, such authority will expire (unless previously revoked, varied or renewed by the Company in General Meeting) and the next AGM and provided that the Company shall be entitled to make, prior to the expiry of such authority, an offer or agreement which would or might require Ordinary Shares to be allotted after such expiry and the Board may allot Ordinary Shares pursuant to such offer or agreement as if the authority conferred hereby had not expired.
8. **THAT** the Directors be and are hereby empowered, pursuant to sections 570 to 573 of the Act, to allot Ordinary Shares for cash pursuant to the authority referred to in Resolution 7 above and to sell Ordinary Shares from treasury for cash as if section 561 of the Act did not apply to any such allotment or sale provided that this authority shall be limited to; (i) 7,692,307 Ordinary Shares in connection with the CLN; (ii) the allotment of Ordinary Shares for cash up to an aggregate nominal amount of £900,000; provided that, in each case, such authority will expire at the next AGM, unless previously revoked, varied or renewed by the Company in General Meeting and provided that the Company shall be entitled to make, prior to the expiry of such authority, an offer or agreement which would or might require Ordinary Shares to be allotted or sold from treasury after such expiry and the Board may allot Ordinary Shares or sell Ordinary Shares from treasury pursuant to such offer or agreement as if the authority conferred hereby had not expired.

By order of the Board

**Stuart Adam**

*A representative of the Company Secretary*

13 December 2023

*Registered office*

70 Jermyn Street

London

SW1Y 6NY

## SHAREHOLDER NOTES

1. As a shareholder you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting. A proxy need not be a member of the Company but must attend the Annual General Meeting to represent you. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You can only appoint a proxy using the procedure set out in these notes and the notes to the proxy form.
2. A proxy must vote in accordance with any instructions given by the Shareholder by whom the proxy is appointed. A proxy has one vote on a show of hands in all cases (including where one shareholder has appointed multiple proxies) except where he is appointed by multiple shareholders who instruct him to vote in different ways, in which case he has one vote for and one vote against the resolution.
3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual ([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.
4. 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 Euroclear UK & International Limited's specifications, and must contain the information required for such instruction, 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 Registrar (ID 3RA50) no later than 48 hours (excluding non-working days) before the time of the meeting or any adjournment. 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 Application Host) from which the Registrar 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.
5. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited 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 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
6. 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.
7. The return of a completed proxy form or other instrument of proxy will not prevent you attending the Annual General Meeting and voting if you wish.
8. To have the right to speak and vote and the Annual General Meeting (and also for the purposes of calculating how many votes a member may cast on a poll) shareholders must be registered in the Register of Members of the Company no later than close of business on the day which is two days (excluding non-working days) before the day of the Annual General Meeting or any adjourned 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.
9. If the Annual General Meeting is adjourned to a time not more than 48 hours after the record date applicable to the original Annual General Meeting, that time will also apply for the purpose of determining the entitlement of shareholders to attend and vote (and for the purposes of

determining the number of votes they may cast) at the adjourned Annual General Meeting. If, however, the Annual General Meeting is adjourned for a longer period then, to be so entitled, shareholders must be entered on the Company's register of members ("**Register of Members**") at the time which is 48 hours before the time fixed for the adjourned Annual General Meeting or, if the Company gives new notice of the adjourned Annual General Meeting, at the record date specified in that notice.

10. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 (nominated persons). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights. Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements.
11. Corporate representatives are entitled to attend and vote on behalf of the corporate member in accordance with Section 323 of the Companies Act 2006. Pursuant to the Companies (Shareholders' Rights) Regulations 2009 (*SI 2009/1632*), multiple corporate representatives appointed by the same corporate shareholder can vote in different ways provided they are voting in respect of different shares.
12. Any person holding 3% or more of the total voting rights of the Company who appoints a person other than the Chair of the meeting as his proxy will need to ensure that both he and his proxy comply with their respective disclosure obligations under the Disclosure Guidance and Transparency Rules.
13. A quorum consisting of three or more shareholders present in person or by proxy is required for the Annual General Meeting. If, within half an hour after the time appointed for the Annual General Meeting, a quorum is not present the Annual General Meeting shall be adjourned for seven days at the same time and place or to such other day and at such other time and place as the Board may determine and no notice of adjournment need be given at any such adjourned meeting. Those shareholders present in person or by proxy shall constitute the quorum at any such adjourned meeting.
14. As at 13 December 2023, (being the last business day prior to the publication of this notice) the Company's issued share capital consisted of 616,243,164 Ordinary Shares carrying one vote each. Therefore, the total voting rights in the Company as at 13 December 2023 were 616,243,164 votes.
15. Further information regarding the meeting which the Company is required by Section 311A of the Companies Act 2006 to publish on a website in advance of the meeting (including this Notice), can be accessed at <http://www.dukemountcapitalplc.com/publications.php>.