



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you should seek your own independent advice from a stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or otherwise transferred all of your shares in UK Oil & Gas PLC, please pass this Document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

The distribution of this Document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this Document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This Document does not constitute any offer to issue or sell or a solicitation of any offer to subscribe for or buy shares in the Company.

UK OIL & GAS PLC

(incorporated and registered in England and Wales under number 05299925)

Proposed Capital Reorganisation

Proposed New Articles of Association

and

Notice of General Meeting

This Document should be read as a whole. However, your attention is drawn to the letter from the chairperson of the Company which is set out on pages 6 to 11 of this Document and which contains, amongst other things, a recommendation from the Directors that you vote in favour of the Resolutions to be proposed at the General Meeting.

Notice of the General Meeting of the Company to be held at 11:00 a.m. on 16 February 2024 at 8th Floor, The Broadgate Tower, 20 Primrose Street, London EC2A 2EW, United Kingdom is set out at the end of this Document. A Form of Proxy for use at the General Meeting accompanies this Document and, to be valid, must be completed and returned to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX as soon as possible but in any event to be received not later than 11:00 a.m. on 14 February 2024 or 48 hours before any adjourned meeting. Completion of a Form of Proxy will not preclude a Shareholder from attending and voting at the General Meeting in person.

DEFINITIONS

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

“Act”	the Companies Act 2006
“Admission”	the admission of the New Ordinary Shares to trading on AIM
“AIM”	the AIM market operated by the London Stock Exchange Group PLC
“Board” or “Directors”	the directors of the Company whose names are set out on page 6 of this Document
“Capital Reorganisation”	a subdivision and reclassification of the Existing Ordinary Shares, followed by a consolidation resulting in 2,953,492,610 New Ordinary Shares of £0.000001 each and 2,950,539,117,790 Deferred B Shares of £0.000001 each
“Company”	UK Oil & Gas PLC, a company incorporated and registered in England and Wales, with registered number 05299925
“CREST”	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear & International which facilitates the transfer of title to shares in uncertificated form
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755) including any enactment or subordinate legislation which amends or supersedes those regulations and any applicable rules made under those regulations or any such enactment or subordinate legislation for the time being in force
“Current Articles”	the Company’s current memorandum and articles of association were adopted by the Company on 18 March 2010 and amended by special resolutions passed on 30 June 2011, 25 November 2013 and 31 March 2014
“Deferred Shares”	the existing 1,158,385,352,229 deferred shares of £0.00001 each in the capital of the Company in issue as at the date of this Document
“Deferred B Shares”	the 2,950,539,117,790 deferred shares of £0.000001 resulting from the Capital Reorganisation

“Document”	this document, containing details of the Resolutions
“FCA”	the Financial Conduct Authority
“Form of Proxy”	the form of proxy for use by the Shareholders in connection with the General Meeting
“General Meeting” or “GM”	the general meeting of the Company to be held at 8 th Floor, The Broadgate Tower, 20 Primrose Street, London EC2A 2EW on 16 February 2024 at 11:00 a.m., notice of which is set out at the end of this Document
“Issued Share Capital”	the Ordinary Shares and Deferred Shares in issue as at the date of this Document
“Last Practicable Date”	30 January 2024
“London Stock Exchange”	the London Stock Exchange plc
“New Articles”	the new articles of association of the Company that the Board is proposing to adopt at this General Meeting
“New Ordinary Shares”	the 2,953,492,610 ordinary shares of £0.000001 each resulting from the Capital Reorganisation
“Ordinary Shares” or “Existing Ordinary Shares”	the existing 29,534,926,104 ordinary shares of £0.0001 each in the capital of the Company as at the date of this Document
“Record Date”	6:00 p.m. on 16 February 2024
“Registrar”	Share Registrars Limited, the registrars of the Company
“Regulatory Information Service”	any information service authorised from time to time by the FCA for the purpose of disseminating regulatory announcements
“Resolutions” or “Resolution”	the resolutions to be proposed at the General Meeting, notice of which is set out at the end of this Document
“Shareholders” or “Shareholder”	the holders of Ordinary Shares in the Company

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<u>Event</u>	<u>Expected time / date</u>
Publication and posting of this Document and Form of Proxy	31 January 2024
Latest time and date for receipt of Form of Proxy	11:00 a.m. on 14 February 2024
Time and Date of General Meeting	11:00 a.m. on 16 February 2024
Announcement of results of General Meeting	16 February 2024
Record date for Capital Reorganisation	6:00 p.m. on 16 February 2024
Latest time and date for dealing in Existing Ordinary Shares	6:00 p.m. on 16 February 2024
Expected date of admission of New Ordinary Shares to AIM	19 February 2024
Expected date CREST accounts are to be credited with New Ordinary Shares in uncertificated form	19 February 2024
Despatch of definitive certificate for New Ordinary Shares (in certificated form)	Week commencing 26 February 2024

Notes:

- (1) All times shown in this Document are London times unless otherwise stated. The dates and times given are indicative only and are based on the Company's current expectations and may be subject to change. If any of the times and/or date above changes. The revised times and/or dates will be notified to Shareholders by announcement through the Regulatory Information Service of the London Stock Exchange.
- (2) If the General Meeting is adjourned, the latest time and date for receipt of forms of proxy for the adjourned meeting will be notified to Shareholders by announcement through the Regulatory Information Service of the London Stock Exchange.

SHARE INFORMATION

Number of Existing Ordinary Shares in issue at the Last Practicable Date	29,534,926,104
Total expected number of New Ordinary Shares in issue following the Capital Reorganisation	2,953,492,610

Total expected number of Deferred B Shares in issue following the Capital Reorganisation 2,950,539,117,790

ISIN for New Ordinary Shares

GB00BS3D4G58

TIDM (unchanged)

UKOG

LETTER FROM THE CHAIRMAN
UK OIL & GAS PLC

(Incorporated and registered in England & Wales with registered number 05299925)

Directors:

Nicholas Mardon Taylor *(Non-Executive Chairman)*
Stephen Sanderson *(Chief Executive Officer)*
Allen D Howard *(Executive Director)*
Kiran Morzaria *(Non-Executive Director)*

Registered Office:

The Broadgate Tower
8th Floor
20 Primrose Street
London
United Kingdom
EC2A 2EW

To the Shareholders and, for information only, to the holders of warrants and options

31 January 2024

Dear Shareholder

Proposed Capital Reorganisation
Proposed New Articles of Association
and
Notice of General Meeting

1. Introduction

I am writing to you with details of the General Meeting of the Company which will be held at 11:00 a.m. on 16 February 2024. The physical meeting will be held at 8th Floor, 20 Primrose Street, London EC2A 2EW. The formal notice of the General Meeting is set out at the end of this Document.

During the meeting, we will cover the business of the General Meeting as set out in the Notice of General Meeting attached to this letter. This business includes a subdivision followed by a consolidation (“**Capital Reorganisation**”, as further detailed below), resolutions granting the Directors authority to allot new shares, the disapplication of statutory pre-emption rights in relation to the issue and allotment of new shares and the adoption of a new set of articles of association.

This letter also explains why the Directors recommend that Shareholders of the Company vote in favour of the Resolutions being proposed at the General Meeting.

2. Background and Reasons for Seeking Approval for Resolutions 3 and 5

The Company's current portfolio contains the material Loxley gas deposit in Surrey, and one of the UK's largest planned hydrogen storage projects at Portland, Dorset. These two projects, together with the Company's core UK oil producing and Turkish appraisal/exploration properties have the potential to generate significant returns for the Company and its shareholders.

In the light of the recent successful Court of Appeal decision upholding the Company's planning consent to drill and test the discovered Loxley gas deposit, the Company now aims, subject to further funding, to commence the planned Loxley-1 appraisal programme in the second half of 2024. Certain costs associated with the discharge of pre-commencement planning conditions will also need to be funded.

The government's newly announced one year acceleration of the first hydrogen storage allocation round to Q3 2024 vs the prior Q3/Q4 2025 timeline, also necessitates the Company to accelerate its Portland project schedule. In order to prepare and submit a bid for an allocation award, the round's timetable necessitates an acceleration of specific unbudgeted studies/works during 2024. The Company is also in discussion with several significant potential international investors with regard to their participation in the Company's hydrogen storage project.

In order to deliver the Company's stated strategy and growth objectives, it will require further funds in the near future. The Directors therefore seek specific shareholder approval for authority to issue shares and dis-apply pre-emption rights in respect of those shares in order that the Company can raise money as set out above and for general working capital.

3. Before the General Meeting

In the usual way we ask and encourage Shareholders to vote in favour of the Resolutions. Shareholders are encouraged to complete the enclosed Form of Proxy and return it to the Registrar at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, United Kingdom as soon as possible but in any event to be received not later than 11:00 a.m. on 14 February 2024 or 48 hours before any adjourned meeting.

4. Capital Reorganisation

The Company currently has 29,534,926,104 ordinary shares of £0.0001 each in issue ("**Existing Ordinary Shares**"). The Board proposes to carry out a subdivision and reclassification of the Existing Ordinary Shares by 1:1000 so that each Existing Ordinary Share will be subdivided and reclassified into one (1) new ordinary share of £0.0000001 each ("**New Ordinary Share**") and 999 deferred B shares of £0.0000001 each ("**Deferred B Shares**") ("**Subdivision**"), followed by a consolidation of the New Ordinary Shares and Deferred B Shares by 10:1 so that every 10 New Ordinary Shares and every 10 Deferred B Shares will be consolidated into 1 New Ordinary Share and 1 Deferred B Share of £0.000001 each ("**Consolidation**", together with the Subdivision, "**Capital Reorganisation**"). The Deferred B

Shares will have no right to vote or participate in the capital of the Company and the Company will not issue any certificates or credit CREST accounts in respect of them. The Deferred B Shares will not be admitted to trading on any exchange. The rights of the ordinary shares and the Deferred B Shares will be set out in the new articles of association proposed to be adopted by the Company. The purpose of the Capital Reorganisation is to reduce the nominal value of the Existing Ordinary Shares and to reduce the number of shares in issue.

For purely illustrative purposes, examples of the effects of the proposed Capital Reorganisation (should it be approved by Shareholders) are set out below:

<i>Number of Existing Ordinary Shares of £0.0001 each held</i>	<i>Number of New Ordinary Shares of £0.000001 each following the Capital Reorganisation</i>	<i>Number of Deferred B Shares of £0.000001 each following the Capital Reorganisation</i>
1	0	99
10	1	999
100	10	9,990
1000	100	99,900

It is likely that the Capital Reorganisation 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. Following the implementation of the Capital Reorganisation, certain shareholders may not have a proportionate shareholding of New Ordinary Shares exactly equal to their proportionate holding of Existing Ordinary Shares. Furthermore, any shareholders holding fewer than 10 Existing Ordinary Shares as at 6:00 p.m. on 16 February 2024 (the “**Record Date**”) will cease to be a shareholder of the ordinary shares in the Company. The minimum threshold to receive New Ordinary Shares will be 10 Existing Ordinary Shares.

The Articles permit the Directors to sell shares representing fractional entitlements arising from the proposed capital reorganisation. Any New Ordinary Shares in respect of which there are fractional entitlements will therefore be aggregated and sold in the market for the best price reasonably obtainable on behalf of shareholders entitled to fractions. The Company will distribute the proceeds of sale in due proportion to any such shareholders in accordance with the Articles.

Share certificates in respect of the New Ordinary Shares, will be issued following the Capital Reorganisation or, in the case of uncertificated holders, Euroclear UK and International Limited will be instructed to credit the CREST participant’s account with New Ordinary Shares.

5. The New Articles

The Company’s current memorandum and articles of association were adopted by the Company on 18 March 2010 (the “**Current Articles**”). Due to the proposed Capital

Reorganisation the Company needs to adopt a revised memorandum and articles of association to establish the Deferred B Shares, and set out the rights attaching thereto. Below is a summary of the material differences between the Current Articles and the proposed New Articles:

The New Ordinary Shares will have the same rights as the Existing Ordinary Shares including voting, dividend, return of capital and other rights. The Deferred B Shares will have no dividend or voting rights and, upon a return of capital, the right only to receive the amount paid up thereon after the holders of the Ordinary Shares in the capital of the Company have received not only the aggregate amount paid up thereon. The Deferred B Shares will not be traded on AIM or any other market, and no share certificates will be issued in respect of the Deferred B Shares, nor will the CREST accounts of holders of New Ordinary Shares be credited with any Deferred B Shares.

The Company will be able to hold general meetings and annual general meetings by means of electronic facility or facilities. The notice of the meetings will specify whether the meeting will be a physical, electronic or hybrid meeting. In the case of an electronic or hybrid meeting, the notice shall specify the date, time and electronic platform for the meeting, which electronic platform may vary from time to time and from meeting to meeting as the Board, in its sole discretion, sees fit. At any electronic general meeting, the Board may impose any necessary requirements or restrictions to verify the identity of those taking part and the security of the electronic communications. The Company will also be able to authorise any voting application, system or facility for electronic or satellite general meetings as it sees fit. For the avoidance of doubt, the New Articles will not prevent a general meeting being held both physically and electronically.

Subject to express agreement by members (as further detailed in the proposed New Articles), the Company will be able to send any documents or notices to members, who have provided their express consent, in electronic form and use its website to display certain documents rather than sending these documents to members in hardcopy form.

6. Admission of the New Ordinary Shares

Application will be made for the New Ordinary Shares to be admitted to trading on AIM in place of the Existing Ordinary Shares. It is expected that Admission will become effective and that dealings in the New Ordinary Shares will commence on 19 February 2024.

Shareholders who hold Existing Ordinary Shares in uncertificated form will have such shares disabled in their CREST accounts on the Record Date, and their CREST accounts will be credited with the New Ordinary Shares following Admission, which is expected to take place on 19 February 2024.

Following the Capital Reorganisation, share certificates in respect of existing ordinary shares will cease to be valid. Share certificates in respect of holding of New Ordinary Shares will be sent to the registered address of shareholders on the register at 6.00pm on the record date. The share certificates will be despatched by 1st class post, at the risk of the shareholder.

7. Resolutions at the General Meeting

Resolution 1 – Share Capital Reclassification

Subject to the New Articles being adopted, this is an ordinary resolution to grant the Directors with authority to subdivide and reclassify the existing ordinary shares of £0.0001 each in the capital of the Company so that each ordinary share of £0.0001 each be and they are subdivided and reclassified into one (1) New Ordinary Share of £0.0000001 each in the capital of the Company and 999 new Deferred B Shares of £0.0000001 each in the capital of the Company with each having the rights and restrictions set out in the New Articles.

Resolution 2 – Consolidation of Shares

Subject to the New Articles being adopted and the share capital reclassification described at Resolution 1 being passed, this is an ordinary resolution to grant the Directors with authority to consolidate the New Ordinary Shares and Deferred B Shares so that every 10 New Ordinary Shares and every 10 Deferred B Shares will be consolidated into 1 New Ordinary Share and 1 Deferred B Share of £0.000001 each in the capital of the Company with each having the rights and restrictions set out in the New Articles.

Resolution 3 – Directors' Authority to Allot Shares

This is an ordinary resolution to grant the Directors with authority to allot and issue shares and grant rights to subscribe for shares in the Company for the purposes of Section 551 of the Act conditional upon Resolution 1, 2 and 4 being passed up to the maximum aggregate nominal value of £1,476.75, or should Resolution 1, 2 and 4 not pass up to the maximum aggregate nominal value of £1,476,746.31 being approximately 50% of the Company's ordinary share capital in each instance. This Resolution replaces any existing authorities to issue shares in the Company and the authority under this Resolution will expire at the conclusion of the next annual general meeting of the Company.

Resolution 4 – Adoption of New Articles

This is a special resolution to approve the adoption of the New Articles.

A copy of the Company's Current Articles and the proposed New Articles of association will be available for inspection during normal business hours (excluding Saturdays, Sundays and bank holidays) at the offices of Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London EC2A 2EW from the date of this Document until the close of the General Meeting. The proposed New Articles will also be available for inspection at the General Meeting at least 15 minutes prior to the start of the meeting and up until the close of the meeting.

Resolution 5 – Disapplication of Pre-emption Rights

Resolution 5 proposes to dis-apply the statutory rights of pre-emption in respect of the allotment of equity securities for cash under Section 561(1) of the Act. This is a special resolution authorising the Directors to issue equity securities as continuing authority conditional upon Resolution 1, 2 and 4 being passed up to the maximum aggregate nominal value of £1,476.75, or should Resolution 1, 2 and 4 not pass up to the maximum aggregate

nominal value of £1,476,746.31 being approximately 50% of the Company's ordinary share capital in each instance.

The authority granted by this Resolution will expire at the conclusion of next annual general meeting of the Company.

8. Action to be taken by Shareholders

Shareholders will find enclosed with this letter a Form of Proxy for use at the General Meeting. The Form of Proxy should be completed and returned in accordance with the instructions printed on it so as to arrive to the Registrar at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX as possible and in any event not later than 11:00 a.m. on 14 February 2024. Completion and the return of the Form of Proxy will not prevent Shareholders from attending and voting at the General Meeting should they so wish.

9. Security

For your safety and all our security, Shareholders will not be permitted to bring a bag larger than 40 x 30 x 15cm into the venue. All Shareholders and their belongings will be subject to a search upon entry. We would encourage you to only bring personal essentials.

We reserve the right to prohibit any items that we consider pose a safety or security hazard and reject and/or remove (amongst other things) signs or leaflets which, in our sole discretion, are disruptive, obscene, may be offensive to others or obstruct the view of Shareholders.

Behaviour or conduct that may interfere with another person's safety or security, or the good order of the General Meeting will not be permitted and you may be removed from the meeting.

No photographic or recording equipment is permitted. Mobile telephones and other communication devices must be switched off for the duration of the General Meeting

All Shareholders wishing to attend will be asked to register at a registration desk on arrival and must present a valid form of photo identification. Shareholders will not be permitted to re-enter once they have left the venue.

10. Recommendation

The Directors unanimously believe that the Resolutions are in the best interests of the Company and its Shareholders and unanimously recommend you vote in favour of the Resolutions.

Yours faithfully

Nicholas Mardon Taylor

Non-Executive Chairperson

UK OIL & GAS PLC
(Registered in England No. 05299925)

NOTICE OF GENERAL MEETING

NOTICE is hereby given that the General Meeting of the Company will be held at 11:00 a.m. on 16 February 2024 for the purpose of considering and if thought fit passing the Resolutions set out below, of which Resolutions 1-3 will be proposed as ordinary resolutions and Resolutions 4 and 5 as special resolutions. The physical meeting will be held at 8th Floor, The Broadgate Tower, 20 Primrose Street, London EC2A 2EW, United Kingdom.

ORDINARY RESOLUTIONS

Resolution 1: **THAT**, subject to Resolution 4 being passed, in accordance with section 618 of the Companies Act 2006, every one (1) ordinary share of £0.0001 each in the issued share capital of the Company be and is sub-divided and reclassified by 1:1000 into one (1) new ordinary share of £0.0000001 each in the capital of the Company and 999 new deferred B shares of £0.0000001 each in the capital of the Company with each having the rights and restrictions set out in the New Articles (as defined below).

Resolution 2: **THAT**, subject to Resolutions 1 and 4 being passed, in accordance with section 618 of the Companies Act 2006, (i) the 29,534,926,104 ordinary shares of £0.0000001 each in the capital of the Company be consolidated by 10:1 into 2,953,492,610 ordinary shares of £0.000001 each, such shares having the same rights and being subject to the same restrictions as the existing ordinary shares of £0.0001 each in the capital of the Company and (ii) 29,505,391,177,896 deferred B shares of £0.0000001 each in the capital of the Company be consolidated by 10:1 into 2,950,539,117,790 deferred B shares of £0.000001 each (together "**Consolidated Shares**" or each a "**Consolidated Share**"), with each Consolidated Share having the rights and restrictions set out in the New Articles (as defined below).

Resolution 3: **THAT**, pursuant to section 551 of the Act the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined by section 560 of the Act) conditional upon Resolution 1, 2 and 4 being passed up to the maximum aggregate nominal value of £1,476.75, or should Resolution 1, 2 and 4 not pass up to the maximum aggregate nominal value of £1,476,746.31 being approximately 50% of the Company's ordinary share capital in each instance, **PROVIDED** that the authority granted under this Resolution shall lapse at the end of the next annual general meeting of the Company to be held after the date of the passing of this Resolution save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be allotted or equity securities to be granted after such expiry and the Directors shall be entitled

to allot shares and grant equity securities pursuant to such offers or agreements as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant equity securities be and are hereby revoked.

SPECIAL RESOLUTIONS

Resolution 4: **THAT**, subject to and conditional upon the passing of Resolutions 1 and 2 above, with effect from the conclusion of the meeting, the proposed articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairperson, be adopted as the new articles of association of the Company in substitution of the existing articles of association of the Company (the “**New Articles**”).

Resolution 5: **THAT**, subject to the passing of Resolution 3 above, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 3 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- (a) in connection with an offer of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or arrangements as the Directors may deem necessary or expedient in relation to the treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and
- (b) (otherwise than pursuant to sub paragraph (a) above) conditional upon Resolution 1, 2 and 4 being passed up to the maximum aggregate nominal value of £1,476.75, or should Resolution 1, 2 and 4 not pass up to the maximum aggregate nominal value of £1,476,746.31 being approximately 50% of the Company’s ordinary share capital in each instance,

and provided that this power shall expire on the conclusion of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) or agreement(s) 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 offers or

agreements notwithstanding that the power conferred by this Resolution has expired.

BY ORDER OF THE BOARD

Kiran Morzaria
Company Secretary

31 January 2024

Registered office:

The Broadgate Tower
8th Floor, 20 Primrose Street
London, United Kingdom
EC2A 2EW

Notes:

Appointment of proxies

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a Form of Proxy with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy.
2. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairperson of the meeting or another person as your proxy using the Form of Proxy are set out in the notes to the Form of Proxy. If you wish your proxy to speak on your behalf at the meeting you must appoint your own choice of proxy (not the chairperson) and give your instructions directly to the relevant person.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate Form of Proxy for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX. If you fail to specify the number of shares to which each proxy relates or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
4. If you do not indicate to your proxy how to vote on any Resolution, your proxy will vote or abstain from voting at his discretion. Your proxy will vote (or abstain from voting) as he thinks fit in relation to any other matter which is put before the meeting.
5. The notes to the Form of Proxy explain how to direct your proxy how to vote on each Resolution or withhold his vote.
6. You can register your vote(s) for the General Meeting either:
 - by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions;
 - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the Form of Proxy accompanying this notice; and
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 11 below.
7. In order for a proxy appointment to be valid the proxy must be received by Share

Registrars Limited by 11:00 a.m. on 14 February 2024.

8. In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
9. Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
10. The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, specifies that only those ordinary shareholders registered in the register of members of the Company 48 hours before the meeting, being 11:00 a.m. 14 February 2024 shall be entitled to attend or vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the relevant register of securities after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

Appointment of proxies through CREST

11. 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 from <https://www.euroclear.com/site/public/EUI>). 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 made by means of CREST to be valid, the appropriate CREST message (**CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & International's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by Share Registrars Limited (CREST participant number 7RA36) by 14 February 2024 at 11:00 a.m. 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.

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 messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST

member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is 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.

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

12. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

Changing proxy instructions

13. To change your proxy instructions simply submit a new proxy appointment using the method set out in paragraph 6 above. Note that the cut off time for receipt of proxy appointments specified in that paragraph also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
14. Where you have appointed a proxy using the hard copy Form of Proxy and would like to change the instructions using another hard copy Form of Proxy, please contact the Registrar as indicated in paragraph 3 above.
15. 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 appointments

16. In order to revoke a proxy instruction you will need to inform the Registrar by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Registrar as indicated in paragraph 3 above. In the case of a member 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.
17. The revocation notice must be received by the Registrar no later than 11 a.m. on 14

February 2024.

18. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to note 17 above, your proxy appointment will remain valid.
19. 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.

Total voting rights

20. As at 30 January 2024, being the last practicable date before dispatch of this notice, the Company's issued share capital comprised 29,534,926,104 Ordinary Shares of £0.0001 each and 1,158,385,352,229 Deferred Shares of £0.00001 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 30 January 2024 is 29,534,926,104.