

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are in the UK or, if not, another appropriately authorised and independent financial adviser.

If you have recently sold or transferred all of your shares in Northamber plc, please forward this document, together with the accompanying documents, as soon as possible either 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. If you have sold or transferred only part of your holding of shares in Northamber plc, please contact the stockbroker, bank or other agent who arranged the sale or transfer as soon as possible.

NORTHAMBER PLC

Incorporated in England and Wales with registered number 01499584

Notice of General Meeting Acquisition of Tempura Companies

Notice convening a General Meeting of Northamber plc to be held at 2.00 p.m. on Friday 24 May 2024 at the Company's offices at Namber House, 23 Davis Road, Chessington, Surrey, KT9 1HS is set out at the end of this document.

Whether or not you intend to be present at the General Meeting, please complete, sign and return the enclosed form of proxy, in accordance with the instructions printed thereon so as to arrive as soon as possible and in any event, in order to be valid, so as to be received by Computershare Investor Services PLC no later than 2.00 p.m. on Wednesday 22 May 2024. The completion and return of a form of proxy will not preclude you from attending and voting in person at the General Meeting should you wish to do so.

If you hold your shares in uncertificated form in CREST you may appoint a proxy or proxies by utilising the CREST electronic proxy appointment service in accordance with the procedures described in the CREST Manual as set out in the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by Computershare Investor Services PLC (ID 3RA50) no later than 6.00 p.m. on Wednesday 22 May 2024. The appointment of a proxy using the CREST electronic proxy appointment service will not preclude you from attending and voting in person at the General Meeting should you wish to do so.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication and posting of this document and the Form of Proxy to Shareholders	2 May 2024
Latest time and date for receipt of completed Forms of Proxy and receipt of electronic proxy appointments via the CREST system	6.00 p.m. on 22 May 2024
Time and date of the General Meeting	2.00 p.m. on 24 May 2024
Announcement of result of the General Meeting	24 May 2024
Admission expected to become effective and dealings expected to commence in the Consideration Shares on AIM	8.00 a.m. on 28 May 2024

Notes:

1. Unless otherwise stated, all references to time in this document and in the above timetable are to the time in London, United Kingdom.
2. Some of the times and dates above are indications only and if any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of an announcement through a Regulatory Information Service.
3. Events listed in the timetable above are conditional upon, amongst other things, on the passing at the General Meeting of the Resolutions.

ADMISSION STATISTICS

Number of Existing Ordinary Shares	27,231,586
Number of Consideration Shares proposed to be issued pursuant to the Acquisition	181,818
Enlarged Share Capital	27,413,404

DEFINITIONS

In this document and the Form of Proxy, the following words and expressions have the following meanings, unless the context requires otherwise:

“Acquisition”	the acquisition of the entire issued share capital of Tempura Technology Limited and Tempura Communications Limited pursuant to the terms of the SPA;
“Act” or “Companies Act”	the Companies Act 2006 (as amended or re-enacted);
“Admission”	the admission of the Consideration Shares to trading on AIM in accordance with Rule 6 of the AIM Rules;
“AIM”	the AIM Market of the London Stock Exchange;
“AIM Rules”	the rules applicable to companies governing their admission to AIM, and following admission their continuing obligations to AIM, as set out in the AIM Rules for Companies published by the London Stock Exchange from time to time;
“business day”	a day (excluding Saturdays, Sundays and public holidays) on which banks are generally open for business in the City of London;
“certificated” or in “certificated form”	where a share or other security is not in uncertificated form (that is, not in CREST);
“Company”	Northamber plc;
“Consideration Shares”	the 181,818 new Ordinary Shares to be issued by the Company as part of the consideration payable in connection with the Acquisition;
“Consideration Shares Resolution”	Resolution 1 to be proposed at the General Meeting;
“Contingent Consideration”	the performance based contingent consideration of up to a maximum of £2.64 million), based on the EBITDA for three financial periods ending 30 June 2025, 2026 and 2027;
“CREST”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations);
“CREST Manual”	the CREST Manual referred to in agreements entered into by Euroclear and available at www.euroclear.com/CREST ;
“CREST Proxy Instruction”	the appropriate CREST message to make a proxy appointment by means of CREST;
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755)
“CREST sponsor”	a CREST participant admitted to CREST as a CREST sponsor;
“Directors” or “Board”	the board of directors of the Company and “Director” means any member of the Company’s board of directors;
“Enlarged Share Capital”	the enlarged share capital of the Company (following Admission of the Consideration Shares) comprising the Existing Ordinary Shares and the Consideration Shares;

“Euroclear”	Euroclear UK & International Limited, a company incorporated under the laws of England and Wales;
“Existing Ordinary Shares”	the ordinary shares of 1p each in issue at the date of this document, which are admitted to trading on AIM;
“FCA”	the UK Financial Conduct Authority;
“Form of Proxy”	the form of proxy relating to the General Meeting which has been sent to Shareholders with this document;
“General Meeting” or “GM”	the General Meeting of the Company to be held at 2.00 p.m. on Friday 24 May 2024 at the Company’s offices at Number House, 23 Davis Road, Chessington, Surrey, KT9 1HS and which has been convened pursuant to the Notice;
“Initial Cash Consideration”	£3.28 million in cash paid on completion of the Acquisition
“London Stock Exchange”	London Stock Exchange plc;
“Notice”	the notice of the General Meeting of the Shareholders set out at the end of this document;
“Ordinary Shares”	ordinary shares of 1p each in the capital of the Company;
“Registrars” or “Computershare”	Computershare Investor Services Registrars PLC, a company incorporated under the laws of England and Wales;
“Regulatory Information Service”	one of the regulatory information services authorised by the London Stock Exchange to receive, process and disseminate regulatory information in respect of companies trading on AIM;
“Resolutions”	the resolutions to be proposed at the General Meeting;
“Shareholders”	holders of Existing Ordinary Shares;
“SPA”	the share purchase agreement dated 29 April 2024 between the Company, as buyer and Matthew Light, as seller;
“Tempura”	Tempura Technology Limited and Tempura Communications Limited and their respective subsidiaries; and
“uncertificated” or in “uncertificated form”	in respect of a share or other security, where that share or other security is recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST and title to which may be transferred by means of CREST.

Unless otherwise indicated, all references in this document to “GBP”, “£”, “pounds sterling”, “pounds”, “sterling”, “pence”, or “p” are to the lawful currency of the United Kingdom.

NORTHAMBER PLC

Incorporated in England and Wales with registered number 01499584

Directors:

Alex Phillips (*Executive Chairman*)
Jeremy Keefe (*Managing Director*)
John Henry (*Operations Director*)
Tony Lee (*Finance Director*)
Peter Dosanjh (*Executive Director*)
Colin Thompson (*Non-Executive Director*)
Riccardo Reggio (*Non-Executive Director*)

Registered office:

Number House
23 Davis Road
Chessington
Surrey
KT9 1HS

2 May 2024

Dear Shareholder

Introduction

On 30 April 2024, the Company announced that it had completed the acquisition, from Matthew Light, of Tempura Technology Limited and Tempura Communications Limited pursuant to a share purchase agreement dated 29 April 2024.

Tempura is a value-add distributor of unified communications including VoIP, connectivity, audio visual and video conferencing solutions in the UK, Ireland and the BeNeLux.

The total consideration for the Acquisition is up to £6.02 million in cash and, subject to the passing of the Resolutions and Admission, the issue and allotment to the Seller of 181,818 Ordinary Shares.

The Directors consider the Acquisition to be in line with Northamber's strategy of building a leading industry position in technical value add distribution of Audio-Visual and Unified Communications, through organic growth and via strategic acquisitions. The Directors believe that the Tempura business is scalable with potential for strong organic growth and that the enlarged group will have a strong services focus as a technical distributor with strong gross margins.

In addition, the Directors believe the Acquisition will:

- diversify the service offering of the Company through expansion into complementary markets, beyond Northamber's current UK focus; this will be particularly valuable in a post Brexit environment to allow Northamber to better support customers with project roll outs;
- provide cross selling opportunities;
- provide a highly scalable business model with the opportunity to increase brand awareness; and
- enhance earnings per share in the first full year of ownership (FY25), before consideration of potential synergies.

The Board are of the opinion that there is significant opportunity for further suitable acquisitions in the sector, which, if completed, should generate additional value for Northamber's shareholders in the medium term.

The issue of the Consideration Shares is conditional upon the approval by Shareholders of the Consideration Shares Resolution to be proposed at the General Meeting of the Company convened for 24 May 2024. Subject to Shareholders approving the Consideration Shares Resolution, it is expected that Admission of the Consideration Shares will take place on or about 28 May 2024.

The purpose of this document is to provide further details on the Acquisition and to explain the background to and reasons for the Acquisition and why the Directors consider the Acquisition to be in the best interests of the Company and its Shareholders as a whole and why the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting.

The contents of this letter are important and I urge you to read it carefully and to complete, sign and return the enclosed Form of Proxy in accordance with the instructions given on it and in the paragraph below headed "Action to be taken", as soon as possible and in any event so as to be received by no later than 2.00 p.m. on Wednesday 22 May 2024.

Information on Tempura

Tempura Communications was founded in 2002, with an initial focus specialising in IP infrastructure and telecom links, enabling solutions and providing access to products and services from leading Tier 1 ISPs to the reseller channel in the UK and Ireland. During 2008, Tempura launched its video conferencing offering, which has been underpinned and upgraded the portfolio by adding commercial display and professional audio solutions, in anticipation of the growth of videoconferencing usage in the UK. This led to a Unified Communications division with a range of professional Displays, Interactive Screens for Education and Corporate or specifically for Microsoft Teams and Zoom Rooms, Pro Audio solutions, Desktop and Room Cameras and Videoconferencing systems and accessories in support.

Over the years, Tempura has effectively enabled internet connectivity, Voice services and video conferencing solutions for varying businesses; from small businesses, to hotel chains, government departments and large well-known companies, through a network of partners from locally focused consultancy partners through to the largest Value added Resellers in the country and/or Internationally.

Located in Basingstoke, Tempura also has premises in Dublin and the Netherlands to provide simpler and faster access to Europe for its UK reseller base.

Tempura continues to lead in the distribution of Unified Communications including VoIP, connectivity, Audio Visual and video conferencing solutions supplying to over 1,500 resellers from a base of over 6500 partners in the UK, Ireland and the Netherlands.

Tempura supports 3 distinct areas: Networking/Connectivity, Voice/Telephony and Unified Communications, incorporating Audio Visual and Video; the range of professional services offered are based on best of breed products to create leading solutions our partner base can present to their customers with confidence.

Tempura Communications Ltd, operating within the UK for over 20 years, provides traditional distribution routes to market with value added reseller partners across the country and is the parent company of Tempura Communications Ireland Ltd, and Tempura Communications B.V. based in Dublin Ireland, and Oosterhout in Netherlands respectively. Tempura Ireland is now over 10 years old is focussed on the same portfolio specifically for Republic of Ireland market, with Tempura BV providing simplified deployment to UK resellers working with UK customers with overseas requirements in Europe as well as providing the same products and service categories as with the UK and Ireland to the Benelux based reseller community.

Tempura Technology Ltd, the parent company for Tempura Connect Ltd, was incorporated with its sole purpose in providing resellers with alternative billing options such as white labelled or contracted invoicing, Direct Debit payment processing and financial services such as asset leasing for their customers.

Based on unaudited management accounts, for the year ended 30 June 2023, Tempura had revenues of £14.61 million, EBITDA of £0.96 million and profits before tax of £0.81 million; net assets were £3.02 million. Similarly, for the 6 months ended 31 December, Tempura had revenues of £6.11 million, EBITDA of £0.91 million and profits before tax of £0.81 million; net assets were £3.78 million.

Strategic Rationale for the Acquisition

The Acquisition, which is in line with Northamber's strategy of building a leading industry position in Audio-Visual and Unified Communications through organic growth and via strategic acquisitions, is expected to be earnings enhancing in its first full year of ownership (FY June 2025), before consideration of potential synergies.

The Board believes that the terms of the Acquisition, and the valuation of Tempura, are attractive given the opportunities to diversify the group's service offering through expansion into complementary markets, and to leverage existing resources to accelerate growth. The Board considers the Tempura business model to be highly scalable, and the Directors have identified the opportunity to increase brand awareness and

accelerate organic growth through the application of additional sales and marketing resource available within the enlarged group.

The acquisition of a well-established business with a strong team has the advantage of an existing client base, whilst expanding the group's service offering and providing opportunities for sustained growth through marketing efforts, additional nationwide partners and cross-selling.

Matthew Light will retain his role with Tempura after Completion on a full-time basis, to ensure optimum integration and will play a key role across Northamber.

Details of the Acquisition

The total consideration of up to £6.02 million, comprises:

- £3.28 million in cash paid on completion of the Acquisition.
- Subject to the passing of the Resolutions and Admission, £0.1 million through the issue of 181,818 Ordinary Shares at an issue price of 55 pence per Consideration Share. The Consideration Shares will be subject to a 36 month lock in period during which the Consideration Shares cannot be sold or transferred other than in respect of typical carve outs.
- Performance based contingent consideration of up to a maximum of £2.64 million, based on the EBITDA for three financial periods ending 30 June 2025, 2026 and 2027. If it becomes due, the Contingent Consideration will be paid in three instalments with the final payment due to be made following completion of the audit of the enlarged group's accounts for the financial year ended 30 June 2027.

The Company has secured new financing facilities from its bankers Barclays and the Initial Cash Consideration will be funded from Northamber's existing available cash and the new facilities. The Company anticipates that the Contingent Consideration will be paid in the same way.

The SPA contains certain customary warranties and tax indemnities given by Matthew Light in relation to Tempura and its business, subject to agreed limitations.

Following the Acquisition, the Tempura businesses will become wholly owned subsidiaries of the Company.

Matthew Light has agreed to continue with the business to assist initially with the integration of Tempura into the Northamber group and thereafter to drive growth in the Company's combined Unified Communications offering.

General Meeting

A notice of a General Meeting to be held at 2.00 p.m. on Friday 24 May 2024 at the Company's offices at Namber House, 23 Davis Road, Chessington, Surrey, KT9 1HS is set out at the end of this document. At the General Meeting two resolutions will be proposed as special business as follows:

1. Resolution 1 is an ordinary resolution and grants the Directors the authority to allot shares up to a maximum nominal value of £83,512.94 as required by section 551 of the Act; and
2. Resolution 2 is a special resolution and disapplies the statutory pre-emption rights under section 561 of the Act:
 - (a) up to a maximum nominal value of £27,231.59 to be used as the Directors see fit; and
 - (b) £54,463.19 to be used to be used only for the purpose of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) an acquisition.

The formal notice of the General Meeting is set out at the end of this document. Explanatory notes on all of the business to be considered at the General Meeting appear on pages 9 and 10 of this document.

Admission

The issue of the Consideration Shares is conditional on the passing of the Consideration Shares Resolution.

Application will be made to the London Stock Exchange for the admission of the Consideration Shares to trading on AIM. It is expected that Admission in respect of the Consideration Shares will become effective on or around 8.00 a.m. on 28 May 2024.

The Consideration Shares, when issued, will rank *pari passu* in all respects with the Existing Ordinary Shares. The total number of Ordinary Shares in issue following the issue of the Consideration Shares is expected to be 27,413,404.

Attendance at the General Meeting

We are always keen to welcome shareholders in person to our general meetings. Shareholders intending to attend the General Meeting are asked to register their intention by midday on 22 May 2024 by sending an email to investor_relations@northamber.com.

Action to be taken

You are strongly encouraged to appoint the Chairman of the General Meeting as your proxy as soon as possible and by no later than 2.00 p.m. on Wednesday 22 May 2024. This will ensure that your vote will be counted if ultimately you (or any other proxy you might otherwise appoint) are not able to attend the meeting. Further information on the various ways you can appoint a proxy is given in the Notes to the Notice of General Meeting on pages 9 to 10 inclusive of this document.

Please complete, sign and return the form of proxy in accordance with the instructions thereon to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, as soon as possible, but in any event so as to be received by no later than 2.00 p.m. on Wednesday 22 May 2024.

If you hold your shares in uncertificated form in CREST, you may appoint a proxy or proxies by utilising the CREST electronic proxy appointment service in accordance with the procedures described in the CREST Manual as set out in the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by Computershare Investor Services PLC (ID 3RA50) no later than 6.00 p.m. on Wednesday 22 May 2024.

Recommendation

The Directors of the Company consider that the Acquisition and all of the proposals to be considered at the General Meeting are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of all of the proposed resolutions. Alex Phillips has irrevocably undertaken to vote in favour of the proposed resolutions in respect of his own beneficial holdings, which in aggregate total 17,155,899 Ordinary Shares or 63.0 per cent. of the Existing Ordinary Shares.

Yours sincerely

Alex Phillips

Executive Chairman

NOTICE OF GENERAL MEETING

NORTHAMBER PLC

Incorporated in England and Wales with registered number 01499584

Notice is hereby given that a general meeting ("**General Meeting**") of Northamber plc ("**Company**") will be held at the Company's office at Namber House, 23 Davis Road, Chessington, Surrey, KT9 1HS 2.00 p.m. on Friday 24 May 2024.

Words and expressions used or defined in the circular to shareholders dated 2 May 2024 of which this notice forms part shall have the same meaning in this notice unless otherwise defined of the context requires otherwise.

You will be asked to consider and vote on the resolutions below. Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution.

In accordance with article 15.9 of the Company's articles of association (the "**Articles**"), all of the business to be conducted at the General Meeting shall be special business.

ORDINARY RESOLUTION

1. THAT, the directors of the Company (the "**Directors**") be and are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot and issue shares of the Company and to grant rights to subscribe for or to convert any equity into shares of the Company (together "**Rights**") up to a maximum nominal value of £83,512.94 provided that this authority shall expire (unless previously varied as to duration, revoked or renewed by the Company in general meeting) on 30 April 2025 or, if earlier, the date of the next annual general meeting of the Company, except that the Company may before such expiry make offers or agreements which would or might require Rights to be allotted or granted after such expiry and the directors may allot or grant Rights in pursuance of such offer or agreement as if the authority conferred by this Resolution had not expired, and this authority shall be in substitution for all existing authorities to allot equity securities but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTION

2. THAT, subject to and conditional upon the passing of Resolution 1, the Directors be empowered pursuant to Section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the general authority conferred on them by Resolution 1 above 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 up to an aggregate nominal amount of:
 - (a) £27,231.59 to be used as the Directors see fit;
 - (b) £54,463.19 to be used to be used only for the purpose of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) an acquisition,

provided that this authority shall expire (unless previously revoked or renewed by the Company in general meeting), at such time as the general authority conferred on the directors by Resolution 1 above expires, except that the Company may before such expiry make offers or agreements which or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred by this Resolution had not 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 Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

By order of the Board

S. Yoganathan

Company Secretary

Registered Office:

Namber House
23 Davis Road,
Chessington,
Surrey,
KT9 1HS

2 May 2024

NOTES TO THE NOTICE OF GENERAL MEETING

1. Only those shareholders registered in the Company's register of members at:
 - 6.00 p.m. on 22 May 2024; or
 - if the General Meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting,shall be entitled to attend, speak and vote at the General 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 General Meeting.
2. Shareholders intending to attend the General Meeting are asked to register their intention by midday on 22 May 2024 by sending an email to investor_relations@northamber.com
3. If you are a shareholder who is entitled to attend and vote at the General 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 General Meeting and you should have received a form of proxy with this Notice of General Meeting. A proxy does not need to be a shareholder of the Company but must attend the General Meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.
4. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, you may photocopy the form of proxy or request additional copies of the form of proxy from Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, 0370 707 1201. You will need to state clearly on each form of proxy the number of shares in relation to which the proxy is appointed. If you wish your proxy to speak on your behalf at the General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
5. Shareholders can:
 - appoint a proxy or proxies and give proxy instructions by returning the enclosed form of proxy by post (see note 7); or
 - if a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 9).
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 General Meeting.
7. The notes to the form of proxy explain how to direct your proxy how to vote on each resolution or withhold their vote.
8. To appoint a proxy using the form of proxy, the form of proxy must be:
 - completed and signed;
 - sent or delivered to Computershare at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY; and
 - received by Computershare no later than 2.00 p.m. on 22 May 2024.

In the case of a shareholder 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.

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.

If you have not received a form of proxy and believe that you should have one, or if you require additional forms of proxy, please contact Computershare, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, tel: 0370 707 1201.

9. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via 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.

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 & International 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 Computershare (ID 3RA50) no later than 6.00 p.m. on 22 May 2024, or, in the event of an adjournment of the General 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.

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.

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.

10. 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).
11. 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 applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
12. 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 Computershare The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, tel: 0370 707 1201.
13. 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.
14. 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 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.
15. The revocation notice must be received by Computershare no later than 2.00 p.m. on 22 May 2024.
16. 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 General Meeting and vote in person.
17. Appointment of a proxy does not preclude you from attending the General Meeting and voting in person. If you have appointed a proxy and attend the General Meeting in person, your proxy appointment will automatically be terminated.
18. 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.
19. You may not use any electronic address provided either:
 - in this Notice of General Meeting; or
 - any related documents (including the Chairman's letter and form of proxy),to communicate with the Company for any purposes other than those expressly stated