

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Cindrigo Holdings Limited (Guernsey Registration Number: 59383) (the "**Company**") will be held at 3.00pm on **Thursday 17<sup>th</sup> October 2024** at The Sloane Club, 60 Lower Sloane Street, London SW1W 8BP ("**EGM**") for the following purposes:

### SPECIAL BUSINESS

As special business, to consider and, if thought fit, pass the following Resolutions as ordinary or special resolutions of the Company, as stated below:

#### Ordinary Resolutions:

1. That, in accordance with article 19.2 of the Articles, The Board be and are authorised to execute all powers of the Company to allot Relevant Securities in connection with the Open Offer made by the Company on 3<sup>rd</sup> October 2024 to such persons, in such amounts and on such terms and for such purposes as the Board may determine from time to time up to an aggregate nominal amount not exceeding £415,287,751. This authority will expire on the earlier of the date occurring 15 months from the date of the passing of this resolution or the date of the next annual general meeting of the Company is held, save that the expiry of this authority shall not affect the allotment of Relevant Securities after the expiry of this authority where such allotment was approved pursuant to this authority.

#### Special Resolution:

2. That, in accordance with article 20.9 of the Articles, the provisions of article 20.1 of the Articles shall not apply to the allotment of Relevant Securities which are allotted by the Board pursuant to the authorities given to them pursuant to resolution 1 above.

By Order of the Directors

Mark Taylor. Secretary

3<sup>rd</sup> October 2024

#### **Notes:**

- a. A Shareholder entitled to attend, speak and vote at the EGM is entitled to appoint one or more proxies to exercise all or any of his rights to attend, speak and vote at the EGM instead of him/her (the "**Proxy Appointment**"). A proxy need not be a Shareholder of the Company. A Shareholder may appoint more than one proxy in relation to the EGM provided that such proxy is appointed to exercise the rights attached to a different Share or Shares held by the Shareholder.
- b. Form(s) of proxy (the "**Proxy Form(s)**") is (are) enclosed for use by Shareholders to complete, sign and return. Completion and return of the Proxy Form(s) will not prevent a Shareholder from subsequently attending the EGM (or any adjournments) and voting in person if he/she so wishes. To appoint more than one proxy to vote in relation to different Shares within your holding please follow the instructions set out in the Proxy Form.
- c. In order to be valid a Proxy Appointment must be made by one of the following methods:
  - i. by Proxy Form, by post, by courier or by hand together with any power of attorney or other authority under which it is executed (or a copy of such power of attorney or authority) certified to be a true copy by a notary or other professional to the Company Secretary at Cindrigo Holdings Limited 104 Napier Avenue, Ranelagh Gardens London SW6 3XA or by email to [mark@marktaylor.co.uk](mailto:mark@marktaylor.co.uk) ; or
  - ii. in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below,

and, in each case, it must be received as soon as possible and, in any event, not later than 3.00pm on 15<sup>th</sup> October 2024 or (48 hours before the time fixed for any adjournment). The Articles provide that a Proxy Appointment may be given by email or other electronic method. However, a Shareholder that appoints a person to act on its behalf under any power of attorney or other authority must return by post, by courier or by hand such power of attorney or other authority (or a notarial certified copy thereof) to The Company Secretary as soon as possible and in any event not later than 3.00pm on 15<sup>th</sup> October 2024

(or 48 hours before the time fixed for any adjournment) or, in the case of a poll taken not more than 48 hours after it was demanded, 24 hours before the time appointed for the taking of a poll or in the case of a poll taken not more than 48 hours after it was demanded, the time at which the poll was demanded.

- d. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of the meeting by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with CREST Cos 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 an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent, Avenir Registrars, (ID **RA20**) by the latest time(s) for receipt of proxy appointments specified above. 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 Company'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 provider(s) should note that CREST Co 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 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 provider(s) 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 34 of the Uncertificated Securities (Guernsey) Regulations 2009.
- e. No Shareholder will be entitled to be present or vote at the EGM (or any adjournment) either personally or by proxy unless their name appears on the register of members of the Company as at 3.00pm on Tuesday 15<sup>th</sup> October 2024. Changes to the entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the EGM (or any adjournments). This record time is being set for voting at the meeting (and any adjournments) because the procedures for updating the register of members in respect of Shares held in uncertificated form require a record time to be set for the purpose of determining entitlements to attend and vote at the EGM.
- f. Any corporation which is a Shareholder may, by a resolution of its board or other governing body of officers authorised by such body, authorise such person or persons as it thinks fit to act as its representative at any general meeting of the Company and the person so authorised shall be entitled to exercise on behalf of the corporation which he represents the same powers as that corporation could exercise if it were an individual Shareholder of the Company.
- g. The quorum for the EGM will be two Shareholders present in person, by proxy or by corporate representative. If a quorum is not present within half an hour from the time appointed for the EGM, or if during the EGM such a quorum ceases to be present, the EGM, shall stand adjourned to such day, time and place as the chairman of the EGM may determine and, if at such adjourned EGM a quorum is not present within fifteen minutes from the time appointed for the holding of the EGM, the EGM shall be dissolved.
- h. Resolutions 1 is to be proposed at the EGM as ordinary resolutions, will be passed conditional on obtaining more than 50 percent of the total number of votes cast by those entitled to vote in respect of the ordinary resolutions. Resolution 2 is to be proposed at the EGM as a special resolution, will be passed conditional on obtaining at least 75 per cent. of the total number of votes cast by those entitled to vote in respect of each of the special resolutions
- i. By attending the EGM, a Shareholder expressly agrees they are requesting and willing to receive any communications made at the EGM.
- j. Information about this meeting is available on the Company's website, [www.cindrigo.com](http://www.cindrigo.com)
- k. As at close of business on 3<sup>rd</sup> October 2024 (being the latest practicable date prior to publication of this document), the Company's issued share capital comprised 155,677,894 ordinary shares of £2.667609 each. Each Share carries (on a vote conducted by way of a poll) the right to one vote at a general meeting of the Company and therefore the total voting rights in the Company as at close of business on 3<sup>rd</sup> October 2024 is 155,677,894