

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 (as amended). If you have recently sold or transferred all of your shares in Kropz 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.

KROPZ PLC

NOTICE OF ANNUAL GENERAL MEETING

To be held at the offices of Memery Crystal LLP, 165 Fleet Street, London, EC4A 2DY

on 30 June 2021 at 1 p.m.

In the lead up to the annual general meeting, we are closely monitoring the impact of the COVID-19 virus in the United Kingdom.

Our preference had been to welcome shareholders in person to our 2021 Annual General Meeting (“AGM”), particularly in light of the COVID-19 situation. However, with consideration to the Government’s current response to the COVID-19 pandemic, which includes restrictions on the gathering of people indoors, it has become necessary to restrict physical participation at the AGM. We are committed to protecting the health and well-being of our shareholders and of the general public and therefore, in line with the current guidelines in respect of COVID-19, we are proposing to hold the AGM at the offices of Memery Crystal LLP, 165 Fleet Street, London, EC4A 2DY, with the minimum attendance required to form a quorum to conduct the necessary business. Due to the restrictions in respect of COVID-19, it is not expected to be possible for shareholders to attend the meeting in person. Therefore, shareholders are strongly encouraged to submit a form of proxy (“Form of Proxy”) by following the instructions in the Notes to the AGM notice. Proxy votes must be received by Computershare Investor Services PLC not less than 48 hours before the time appointed for the meeting. Shareholders are urged to appoint the Chair of the meeting as his or her proxy in light of the COVID-19 virus. Shareholders and their proxies (other than the chair) may not be allowed to attend the meeting in person.

In accordance with the Government’s suggestions, it is possible that the restrictions on gatherings in response to the COVID-19 pandemic will be lifted by the date of the AGM. Therefore, we are closely monitoring the situation. If circumstances change before the time of the AGM, we want to ensure that we are able to adapt arrangements and to welcome shareholders to the AGM, within safety constraints and in accordance with government guidelines. Should we consider that it has become possible to do so, we will make such arrangements as would allow shareholders to attend the AGM. We will notify shareholders of the change by a Regulated Information System announcement as early as is possible before the date of the meeting. Any updates to the position will also be included on our website.

If you wish to cast your vote online, please do so via this link www.investorcentre.co.uk/eproxy. Please note that you will need your form of proxy to hand.

If you need help with voting online, please contact our Registrar, Computershare Investor Services PLC, on 0370 707 1252 or email Computershare at web.corres@computershare.co.uk. Calls will be charged at local rates. Calls made outside the United Kingdom will be charged at the applicable international rate. The lines are open between 08:00 and 17:30 Monday to Friday, excluding public holidays in England and Wales. **The Board understands that beyond voting on the formal business of the meeting, the AGM also serves as a forum for shareholders to raise questions and comments to the board. Therefore, if shareholders do have any questions or comments relating to the business of the meeting that they would like to ask the board then they are asked to submit those questions in writing via email to mark@kropz.com no later than 14:00 on Monday 28 June 2021. The board will publish a summary of any questions received which are of common interest, together with a written response on the Company’s website as soon as practicable after the conclusion of the AGM. Only questions from registered shareholders of the Company will be accepted.**

LETTER FROM THE CHAIRMAN OF KROPZ PLC

KROPZ PLC

(incorporated and registered in England and Wales under number 11143400)

Directors

Lord Robin Renwick of Clifton
Mark Summers
Linda Beal
Michael Daigle
Michael Nunn
Machiel Reyneke

Registered Office:

35 Verulam Road
Hitchin
England
SG5 1QE

7 June 2021

Letter addressed to the shareholders

Dear Shareholders

Notice of Annual General Meeting 2021

I enclose the formal notice of Kropz plc's ("**Kropz**") Annual General Meeting ("**AGM Notice**") to be held on Wednesday 30 June 2021 at 1 p.m.

The Annual General Meeting will deal with the business set out in the AGM Notice. An explanation of each of the resolutions set out in the AGM Notice is included on pages 7 and 8. The board considers each resolution to be proposed at the Annual General Meeting would promote the success of the company for the benefit of its members as a whole, and unanimously recommends shareholders to vote in favour of all resolutions, as they intend to do in respect of their own shareholdings.

Shareholders should note that, in light of the current COVID-19 restrictions on indoor gatherings, it is not expected to be possible for shareholders to attend the meeting in person. All shareholders should therefore vote on the resolutions in advance of the AGM by submitting a proxy form in accordance with the instructions in the Notes.

Yours faithfully

Lord Renwick of Clifton
Chairman

KROPZ PLC (THE "COMPANY")

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that in line with the current restrictions in respect of COVID-19, the Annual General Meeting of the shareholders of the Company will be held with the minimum attendance required to form a quorum at the offices of Memery Crystal LLP, 165 Fleet Street, London, EC4A 2DY on 30 June 2021 at 1 p.m. for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolutions 1 to 5 will be proposed as ordinary resolutions and Resolutions 6 to 7 will be proposed as special resolutions:

ORDINARY RESOLUTIONS

1. To re-appoint BDO LLP as auditor to act as such until the conclusion of the next annual general meeting of the Company at which the requirements of section 437 of the Companies Act 2006 (the "**Act**") are complied with and to authorise the directors of the Company to fix its remuneration.
2. To re-elect Linda Beal, who retires by rotation, as a director.
3. To re-elect Michael Daigle, who retires by rotation, as a director.
4. To re-elect Michael Nunn, who retires by rotation, as a director.
5. THAT, in accordance with section 551 of the Act, the directors of the Company ("**Directors**") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £227,519.37 which is approximately one third of the Company's current issued ordinary share capital provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling 15 months from the date of the passing of this resolution, or if earlier at the annual general meeting of the Company to be held in 2022 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

6. THAT, subject to the passing of Resolution 5 above, the Directors be authorised to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by that Resolution and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to:
 - a. the allotment of equity securities in connection with an offer of equity securities:
 - i. to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - ii. 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 other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- b. the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) of this Resolution 6) to any person up to an aggregate nominal amount of £34,127.91 which represents approximately 5 per cent of the Company's issued share capital,

and shall expire on the date falling 15 months from the date of the passing of this resolution or, if earlier, at the annual general meeting of the Company to be held in 2022, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

7. THAT, subject to the passing of Resolution 5 above, the Directors be authorised in addition to any authority granted under Resolution 6 to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by Resolution 5 and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be:

- a. limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £34,127.91 which represents approximately 5 per cent of the Company's issued share capital; and
- b. used only for the purpose of financing (or refinancing, if the authority is to be used within 6 months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

and shall expire on the date falling 15 months from the date of the passing of this resolution or, if earlier, at the annual general meeting of the Company to be held in 2022, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

By order of the board

Mark Summers
Company Secretary

Registered office:
35 Verulam Road
Hitchin
England
SG5 1QE

Date: 7 June 2021

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The following notes explain your general rights as a shareholder and your right to attend and vote at this Meeting or to appoint someone else to vote on your behalf. **These notes need to be considered subject to the UK Government's measures that are currently in force to limit the spread of COVID-19. Shareholders should note that, in light of the current COVID-19 restrictions on indoor gatherings, it is not expected to be possible for shareholders to attend the meeting in person. We recommend that all shareholders vote on the resolutions in advance of the AGM by submitting a proxy form in accordance with the instructions in these Notes.**

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 28 June 2021. 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.
2. A shareholder is ordinarily entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a member of the Company. **However, shareholders are urged to appoint the Chair of the meeting as his or her proxy in light of the current restrictions in respect of the COVID-19 virus, as shareholders and their proxies may not be allowed to attend the meeting in person.**
3. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, 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).
4. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
5. You can vote by logging on to www.investorcentre.co.uk/eproxy and following the instructions. Please note that you will need your form of proxy to hand.

In the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In each case the appointment of a proxy must be received by Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZZ not less than 48 hours before the time appointed for the meeting.

6. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged. If you wish to submit a scan of your completed form of proxy, please do so to #UKCSBRS.ExternalProxyQueries@computershare.co.uk.
7. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 8 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so. However, in light of the current restrictions in respect of the COVID-19 virus, it is not expected that shareholders and their proxies will be allowed to enter the meeting. Shareholders are urged to appoint the Chair of the meeting as his or her proxy.
8. 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 of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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 by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited'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 the issuer's agent (ID 3RA50) by 1 p.m. on 28 June 2021. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application 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 Euroclear UK & Ireland 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. 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.

9. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
- 11 As at 4 June 2021 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 682,558,102 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 4 June 2021 is 682,558,102.

EXPLANATION OF RESOLUTIONS

An explanation of each of the resolutions is set out below.

Resolutions 1 to 5 are ordinary resolutions (and therefore need the approval of a majority of those shareholders who are present and voting in person or by proxy at the annual general meeting).

Resolution 1: Appointment of auditor

This is a Resolution to appoint BDO LLP as auditor of the Company for the financial year ending 31 December 2021 and to authorise the directors to fix their remuneration.

Resolution 2 to 4: Re-appointment of Directors

Linda Beal, Michael Daigle and Michael Nunn are retiring as a director by rotation at the annual general meeting in accordance with the provisions of the Company's articles of association and are standing for re-appointment.

If each of these Resolutions are separately passed, the respective individual will be re-appointed as a director of the Company.

Resolution 5: General authority to allot new shares

The authority given to the Directors to allot further shares in the capital of the Company requires the prior authorisation of the shareholders in general meeting under section 551 of the Act. Upon the passing of Resolution 5, the Directors will have authority to allot shares up to an aggregate nominal amount of £227,519.37 which is approximately one third of the Company's current issued ordinary share capital as at 4 June 2021, being the latest practicable date before the publication of this Notice.

The authority sought under Resolution 5 will expire on the date falling 15 months from the date of the passing of this resolution or, if earlier, at the annual general meeting of the Company to be held in 2022. The directors have no present intention of exercising either of the authorities sought under this resolution other than in respect of any one or more of the Company's share schemes. As at the date of this notice, no shares are held by the Company in treasury.

Resolutions 6 to 7 are special resolutions (and therefore need the approval of at least 75% of those shareholders who are present and voting in person or by proxy at the Annual General Meeting).

Resolution 6: General disapplication of pre-emption rights.

If the Directors wish to exercise the authority under Resolution 5 and offer shares (or sell any shares which the Company may purchase and elect to hold as treasury shares) for cash, the Act requires that unless shareholders have given specific authority for the waiver of their statutory pre-emption rights, the new shares must be offered first to existing shareholders in proportion to their existing shareholdings. In certain circumstances, it may be in the best interests of the Company to allot new shares (or to grant rights over shares) for cash or to sell treasury shares for cash without first offering them to existing shareholders in proportion to their holdings.

Resolution 6 seeks renewal of the directors' existing power to allot shares (or sell any shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings. This authority would be limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the directions would otherwise consider necessary, or otherwise up to an aggregate nominal amount of £34,127.91 which represents approximately 5 per cent of the Company's issued share capital as at 4 June 2021.

Resolution 7: Disapplication of pre-emption rights for an acquisition or specified capital investment

The Directors are seeking further authority under Resolution 7 to offer shares (or sell treasury shares) for cash otherwise than to existing shareholders pro rata to their holdings up to an aggregate nominal value of £34,127.91 which represents approximately 5 per cent of the issued ordinary share capital of the Company (excluding treasury shares) as at 4 June 2021, being the latest practicable date prior to the publication of this Notice. This is in addition to the 5 per cent referred to in Resolution 6. The power sought under this resolution

will expire on the date falling 15 months from the date of the passing of this resolution or, if earlier, at the annual general meeting of the Company to be held in 2022.

This extra authority is being sought in accordance with the Pre-Emption Group's 2015 Statement of Principles (Statement of Principles). The Statement of Principles permits disapplication authorities of up to 5 per cent of issued ordinary share capital in total to be sought. The Directors confirm that they intend to use the authority sought in Resolution 7 only in connection with such an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue.