

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 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.

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## **KROPZ PLC**

*(Incorporated and registered in England under the Companies Act 2006 with  
registered number 11143400)*

### **NOTICE OF ANNUAL GENERAL MEETING 2022**

To be held at the offices of Memery Crystal, 165 Fleet Street, London, EC4A 2DY  
on 30 June 2022 at 1:00 p.m.

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You will not receive a hard copy form of proxy for the 2022 annual general meeting in the post. Instead, you will be able to vote electronically using the link [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). You will need to log into your signal shares account or register if you have not previously done so, to register you will need your investor code, this is detailed on your share certificate or available from our registrar, Computershare Investor Services PLC.

Voting by proxy prior to the annual general meeting does not affect your right to attend the annual general meeting and vote in person should you so wish. Proxy votes must be received no later than 13:00 p.m. 28 June 2022.

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](mailto: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.

# LETTER FROM THE CHAIRMAN OF KROPZ PLC

## KROPZ PLC

*(Incorporated and registered in England under the Companies Act 2006 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 2022

*Letter addressed to the shareholders*

Dear Shareholders

### **Notice of Annual General Meeting 2022**

I enclose the formal notice of Kropz plc's ("**Kropz**") Annual General Meeting ("**AGM Notice**") to be held on 30 June 2022 at 1:00 p.m. at the offices of Memery Crystal, 165 Fleet Street, London EC4A 2DY.

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 6 to 7. 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.

Yours faithfully

**Lord Renwick of Clifton**  
**Chairman**

7 June 2022

**KROPZ PLC (THE "COMPANY")**

**NOTICE OF ANNUAL GENERAL MEETING 2022**

Notice is hereby given that the annual general meeting of the members of the Company will be held at the offices of Memery Crystal, 165 Fleet Street, London EC4A 2DY on 30 June 2022 at 1:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolutions 1 and 2 will be proposed as ordinary resolutions and Resolutions 3 to 5 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. **THAT**, in accordance with section 551 of the Companies Act 2006 (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 £307,906.074 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 2023 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.

**SPECIAL RESOLUTIONS**

3. **THAT**, subject to the passing of Resolution 2 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 3) to any person up to an aggregate nominal amount of £46,185.911,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 2023, 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.
4. **THAT**, subject to the passing of Resolution 2 above, the Directors be authorised in addition to any authority granted under Resolution 3 to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by Resolution 2 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 £46,185.911; 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 Pre-Emption Group's Statement of Principles on Disapplying Pre-Emption Rights,

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 2023, 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.

5. That with effect from the end of the Annual General Meeting the Articles of Association of the Company produced to the Meeting and signed by the Chairman for the purpose of identification, are adopted as the new Articles of Association in substitution for the Company's existing Articles of Association of the Company.

By order of the board

**Mark Summers**  
**Company Secretary**

Registered office:  
35 Verulam Road Hitchin England SG5 1QE

Date: 7 June 2022

## 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.

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 2022. 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. Shareholders, or their proxies, intending to attend the meeting in person are requested, if possible, to arrive at the meeting venue at least 20 minutes prior to the commencement of the meeting at 13:00 (UK time) on 30 June 2022 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
4. 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).
5. 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.
6. You can vote by logging on to [www.investorcentre.co.uk/eproxy](http://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.

7. 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.
8. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 9 below) will not prevent a shareholder from attending the meeting and voting in person if he/she wishes to do so.
9. 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/EUJ](http://www.euroclear.com/site/public/EUJ)). 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 RA10) by 13:00pm on 28 June 2022. 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.

10. 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 6 June 2022 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 923,718,223 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 6 June 2022 are 923,718,223.

## **EXPLANATION OF RESOLUTIONS**

An explanation of each of the resolutions is set out below. Resolutions 1 and 2 are ordinary resolutions (and therefore need the approval of a simple 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 2022 and to authorise the directors to fix their remuneration.

### **Resolution 2: 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 2, the Directors will have authority to allot shares up to an aggregate nominal amount of £307,906.074 which is approximately one-third of the Company's current issued ordinary share capital as at 6 June 2022, being the latest practicable date before the publication of this Notice.

The authority sought under Resolution 2 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 2023. 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 3 to 5 are special resolutions (and therefore needs 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 3: General disapplication of pre-emption rights.**

If the Directors wish to exercise the authority under Resolution 2 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 3 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 £46,185.911 which represents approximately 5 per cent. of the Company's issued share capital as at 6 June 2022.

**Resolution 4: Disapplication of pre-emption rights for an acquisition or specified capital investment**

The Directors are seeking further authority under Resolution 4 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 £46,185.911 which represents approximately 5 per cent. of the issued ordinary share capital of the Company (excluding treasury shares) as at 6 June 2022, being the latest practicable date prior to the publication of this Notice. This is in addition to the 5% referred to in Resolution 4. 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 2023.

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 10% of issued ordinary share capital in total to be sought provided the extra 5 per cent. is used only in connection with the financing (or refinancing) of an acquisition or specified capital investment (as defined in the Statement of Principles). The Directors confirm that they intend to use the authority sought in Resolution 4 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.

**Resolution 5: Adoption of new Articles of Association**

The Directors have reviewed the Company's existing Articles of Association ("**Current Articles**"). As a result of that review, the Directors have decided to amend the Articles of Association ("**Amended Articles**") to permit the Company to hold annual general meetings and general meetings of the members as hybrid meetings. This allows any future annual general meeting or general meeting to be held by electronic means, such as telephone or video call and for a quorum to be present via electronic means of communication. The Amended Articles showing the changes to the Current Articles are available for inspection at the Company's registered office.

