

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 GENERAL MEETING**

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

on 23 July 2021 at 11 a.m.

**In the lead up to the General Meeting (“GM”), we are closely monitoring the impact of the COVID-19 virus in the United Kingdom. Our preference would be to welcome shareholders in person to the GM, 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 GM. 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 GM at the offices of Memery Crystal Limited, 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 Notice of GM. 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 may be lifted by the date of the GM. Therefore, we are closely monitoring the situation. If circumstances change before the time of the GM, we want to ensure that we are able to adapt arrangements and to welcome shareholders to the GM, 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 GM. 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](http://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](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. If shareholders 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](mailto:mark@kropz.com) no later than 2 p.m. on Wednesday 21 July 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 GM. Only questions from registered shareholders of the Company will be accepted.**

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

**NOTICE OF GENERAL MEETING**

Notice is hereby given that in line with the current restrictions on social contact in respect of COVID-19, the 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 Limited, 165 Fleet Street, London, EC4A 2DY on 23 July 2021 at 11 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolution:

**ORDINARY RESOLUTION**

1. To receive and adopt the annual report and accounts for the year ended 31 December 2020, together with the reports of the directors and the auditor thereon.

By order of the board

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

Registered office:

35 Verulam Road  
Hitchin  
Hertfordshire  
SG5 1QE

Date: 30 June 2021

## NOTES TO THE NOTICE OF 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 resolution in advance of the meeting 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 21 July 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](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.
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](mailto:#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](http://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 11 a.m. on 21 July 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.
10. As at 30 June 2021 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 857,451,609 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 30 June 2021 comprises 857,451,609 ordinary shares.

## **EXPLANATION OF RESOLUTION**

An explanation of the resolution is set out below. Resolution 1 is an ordinary resolution (and therefore needs the approval of a simple majority of those shareholders who are present and voting in person or by proxy at the general meeting).

### **Resolution 1: Report and accounts**

This Resolution is to receive and adopt the directors' report and accounts for the year ended 31 December 2020, which accompany this document.



