



**accesso Technology Group plc**

("accesso" or the "Company")

Registered number 3959429

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of the Company will be held at Unit 5, The Pavilions, Ruscombe Park, Twyford, Berkshire, RG10 9NN on Tuesday 17 May 2022 at 10.00 a.m. to consider the following resolutions, of which 1 to 11 will be proposed as ordinary resolutions and 12 to 13 as special resolutions:

## Notice of Annual General Meeting

- Resolution 1:** To receive the audited financial statements of the Company for the year ended 31 December 2021 and to receive the Directors' Report and the Auditors' Report thereon.
- Resolution 2:** To re-appoint Steve Brown, who retires and offers himself for re-appointment as a Director.
- Resolution 3:** To re-appoint Fern MacDonald, who retires and offers herself for re-appointment, as a Director.
- Resolution 4:** To re-appoint Jody Madden, who retires and offers herself for re-appointment, as a Director.
- Resolution 5:** To re-appoint Andrew Malpass, who retires and offers himself for re-appointment, as a Director.
- Resolution 6:** To re-appoint William Russell, who retires and offers himself for re-appointment, as a Director.
- Resolution 7:** To re-appoint Karen Slatford, who retires and offers herself for re-appointment, as a Director.
- Resolution 8:** To re-appoint KPMG LLP as Auditor of the Company until the conclusion of the next Annual General Meeting.
- Resolution 9:** To authorise the Directors to determine the remuneration of the Auditor.
- Resolution 10:** To approve the Employee Share Plan which was adopted by the Board of Directors of the Company on 26 July 2021 so THAT:
- (i) the rules of the accesso Technology Group Employee Share Plan (Plan), the main features of which are summarised in the Explanatory notes to this Notice of AGM, and a copy of which is produced to the meeting and initialled by the Chairman for the purposes of identification, be approved and the Directors be authorised to do all such acts and things as they may consider necessary or expedient to carry the Plan into effect; and
  - (ii) the Directors be authorised to establish such schedules or sub-plans to the Plan as they may consider necessary in relation to employees in jurisdictions outside the UK, with such modifications as may be necessary or desirable to take account of local securities laws, exchange control and tax legislation, provided that any shares made available under such schedules or sub-plans be treated as counting against the relevant limits on individual and overall participation in the Plan.
- Resolution 11:**
- (i) THAT in substitution for all existing authorities the Directors be given power under Section 551 of the Companies Act 2006 ("the Act") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights') up to an aggregate nominal amount of £137,557.92, being equivalent to one-third of the Company's issued share capital; and,
  - (ii) up to a further aggregate nominal amount of £137,557.92 provided that (a) they are equity securities (within the meaning of section 560(1) of the Act) and (b) they are offered by way of a rights issue to holders of ordinary shares in the Company at such record dates as the directors may determine where the equity securities attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record date, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or any other matter whatsoever,

provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company or 30 June 2023 (whichever is sooner) unless any offer or agreement is made before the end of that period in which case the Directors may allot shares and grant Rights pursuant to such offer or agreement as if the power granted by this resolution had not expired.

### Special resolutions

- Resolution 12:** THAT, in substitution for all existing powers and subject to the passing of Resolution 11 the Directors be given power to allot equity securities (as defined in Section 560 of the Companies Act 2006) as if the pre-emption provisions of Section 561 of the Act did not apply to such allotment. The power shall be limited to the allotment of equity securities to any person or sale of treasury shares up to an aggregate nominal amount of £20,633.69 being 5% of the Company's issued share capital, and shall expire at the next Annual General Meeting of the Company or 30 June 2023 (whichever is sooner) unless any offer or agreement is made before expiry of this power in which case the Directors may allot securities pursuant to such offer or agreement as if the power granted by this resolution had not expired.
- Resolution 13:** THAT, in addition to the power granted by Resolution 12 and subject to the passing of Resolution 11 the Directors be given power to allot equity securities (as defined in Section 560 of the Companies Act 2006) as if the pre-emption provisions of Section 561 of the Act did not apply to such allotment. The power shall be limited to:-
- (i) the allotment of equity securities to any person or sale of treasury shares up to an aggregate nominal amount of £20,633.69 being 5% of the Company's issued share capital, and
  - (ii) use only for the purpose of financing (or refinancing if the authority is used within 6 months of the original transaction) an acquisition or other specified capital investment announced at the same time or before the allotment of equity securities

and shall expire at the next Annual General Meeting of the Company or 30 June 2023 (whichever is the sooner) unless any offer or agreement is made before expiry of this power in which case the Directors may allot securities pursuant to such offer or agreement as if the power granted by this resolution had not expired.

### BY ORDER OF THE BOARD



**Martha Bruce**  
Company Secretary  
21 March 2022

**Registered Office:**  
Unit 5, The Pavilions  
Ruscombe Park  
Twyford  
Berkshire RG10 9NN

## Procedural Notes

1. A member entitled to attend and vote at the meeting is entitled to appoint more than one proxy to exercise all or any of his rights to attend, speak and vote in his place on a show of hands or on a poll provided that each proxy is appointed to a different share or shares. Such proxy need not be a member of the Company. A form of proxy is enclosed. Lodging a form of proxy does not preclude a member from attending and voting at the meeting.
2. To be valid, the completed and signed form of proxy must either be returned to the Company's Registrars, SLC Registrars, P.O. Box 5222, Lancing, BN99 9FG or a scanned copy be emailed to proxy@slcregistrars.com. Whichever means of return is used this must be done in sufficient time to ensure the form is received by 10.00 a.m. on Friday 13 May 2022.
3. Any corporation which is a member may appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same shares.
4. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), entitlement to vote at the Meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.30 p.m. on Friday 13 May 2022. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to vote at the meeting.
5. You may not use any electronic address provided either in this notice of AGM or any related documents (including the form of proxy) to communicate for any purposes other than those expressly stated.
6. Copies of all Directors' Service Contracts for periods in excess of one year with the Company or any of its subsidiaries and a copy of the rules of the accesso Technology Group Employee Share Plan are available for inspection during normal business hours at the Company's registered office up to the date of the AGM and at the place of the AGM from 15 minutes before the start of the meeting until conclusion of the meeting.

### Explanatory Notes to the Resolutions:

#### Resolution 1 Annual Report and Accounts

The Directors must lay before shareholders the audited financial statements of the Company for the year ended 31 December 2021 and the Directors' Report and the Auditors' Report thereon.

#### Resolutions 2 to 7

In accordance with recommended best practice, in Resolutions 2 to 7 each of the Directors are retiring and offering themselves for re-appointment as Directors at the Annual General Meeting. Biographical information and details of the roles fulfilled by each Director are set out on pages 38 and 39 of the audited financial statements of the Company for the year ended 31 December 2021.

#### Resolutions 8 and 9 Reappointment and remuneration of auditors

The Company is required to appoint an Auditor at each general meeting at which accounts are laid before the Company to hold office until the next such meeting. Resolution 8 proposes the re-appointment of KPMG LLP as Auditor to the Company. Resolution 9 authorises the Directors to agree the Auditor's remuneration.

#### Resolution 10 Approve the Employee Share Plan

The purpose of Resolution 10 is to approve the accesso Technology Group Employee Share Plan which was adopted by the Directors of the Company on 26 July 2021. A summary of the accesso Technology Group Employee Share Plan is set out in Appendix A to this Notice of AGM.

#### Resolution 11 Authority to allot shares

The authority sought by this resolution is for the Directors to be authorised to allot Ordinary Shares up to two-thirds of the Company's current issued share capital at the date of this notice. Paragraph (i) of the resolution will give the Directors a general authority to allot up to an aggregate nominal value of £137,557.92 being the equivalent of one-third of the Company's issued ordinary share capital as at 21 March 2022 (the last practicable date prior to the publication of this Notice). This is in accordance with The Investment Association Share Capital Management Guidelines. In addition, the guidelines permit the authority to extend to a further third of the issued share capital, where any such shares allotted using this additional authority are in connection with a rights issue. Paragraph (ii) of the resolution proposes this additional authority be granted to the Directors.

The Directors are seeking the annual renewal of this authority in accordance with best practice and to ensure the Company has maximum flexibility in managing its capital resources.

#### Resolution 12 Disapplication of pre-emption rights

When shares are to be allotted for cash, Section 561 of the Companies Act 2006 provides that existing shareholders have pre-emption rights and that any new shares are offered first to such shareholders in proportion to their existing shareholdings. This resolution will give the Directors authority, in certain circumstances, to allot ordinary shares pursuant to the authority granted under resolution 11, or sell treasury shares, for cash without first offering them to existing shareholders in proportion to their existing shareholding.

This authority would be limited to allotment or sales:

- (a) in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of such securities or as the Directors otherwise consider necessary; and
- (b) otherwise up to a maximum nominal value of £20,633.69 (representing 2,063,369 ordinary shares). This aggregate nominal amount represents approximately 5% of the Company's issued ordinary share capital as at 21 March 2022 (the last practicable date prior to the publication of this Notice).

#### Resolution 13 Disapplication of pre-emption rights in connection with an acquisition or specified capital investment

Resolution 13 is proposed as a separate resolution, in accordance with a recommendation of the Pre-Emption Group and the Investment Association Guidelines, to authorise the Directors to allot an additional quantity of shares (or sell treasury shares) for cash otherwise than to existing shareholders pro rata to their holdings up to an aggregate nominal amount of £20,633.69, representing a further 5% of the Company's issued share capital. The additional authority in this resolution may be used only in connection with the financing (or refinancing) of an acquisition or specified capital investment. In accordance with the Pre-Emption Group's Statement of Principles, the Directors confirm that they intend to use the authority sought in this resolution 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, and will provide shareholders with information regarding the transaction if the authority is used.

#### Voting Recommendation

**The Board of Directors believes that all the proposed resolutions set out in the Notice of AGM are in the best interests of shareholders as a whole and the Company and unanimously recommends that members vote in favour of all the resolutions, as the Directors intend to do in respect of their own beneficial shareholdings.**

**Shareholders are urged to return their completed signed forms of proxy either by post or by email as instructed in Procedural Note 2 above.**

## Appendix A – Summary of the accesso Technology Group Employee Share Plan

### Introduction

The accesso Technology Group Employee Share Plan (**Plan**) was adopted by the board of directors of the Company (**Board**) on 26 July 2021. The Plan provides for the award of nil cost options (**Awards**) to acquire shares in accesso Technology Group plc (**Company**), as described below.

Awards under the Plan take the form of options to acquire ordinary shares in the Company (**Shares**) for nil cost. Awards are not subject to performance conditions. Awards granted to individuals who are subject to income tax in the United States of America (**US Taxpayers**) are subject to specific provisions, as detailed below.

### Eligibility

Awards may be granted to any employee (including an executive director) of the Company and any of its subsidiaries (**Group**).

The Remuneration Committee (**Remuneration Committee**) of the Board has discretion to select the persons to whom Awards are to be granted and, subject to the limits set out below, to determine the number of Shares which are to be subject to an Award. No individual has a right to participate in the Plan.

### Grant of Awards

Awards may be made in the period of 42 days commencing on (i) adoption of the Plan, (ii) the dealing day immediately following the date of the preliminary announcement of the Company's annual results or the announcement of its half-yearly results in any year (provided that if the Shares continue to be admitted to AIM at the time in question, no Award shall be granted during the first three dealing days of the period), or (iii) or any other time determined by the Remuneration Committee where, in its discretion, circumstances are considered to be so exceptional as to justify the grant of Awards.

If the grant of an Award during the above periods would be prohibited by any share dealing code adopted by the Company, relevant law or otherwise (**Share Dealing Code**), then such Award may be granted during the period commencing on the second dealing day following the time that such prohibition shall cease to have effect and ending 21 days later.

No payment is required for the grant of Awards.

### Plan Limits

Awards may not be granted under the Plan if, as a result, the aggregate nominal value of Shares issued or issuable under awards granted in the preceding 10 years under the Plan and any other share plan for employees or contractors established by the Company would exceed 10% of the nominal value of the share capital of the Company in issue on that date.

For the purposes of these limits, any Shares subject to an award which has lapsed or been surrendered, or settled otherwise than by the issue or transfer of Shares, shall be disregarded.

Shares will only be counted as "issued or issuable" to the extent to which they have been issued (or there is an intention for them to be issued) by the Company to any other person for the purposes of the Plan or any other share scheme for employees or contractors operated by the Company.

### Individual limit

Each individual's participation is limited so that, in any financial year of the Company, the aggregate market value of the Shares which are subject to all Awards (calculated as at the date of grant of each Award) granted to the individual in that financial year (and which have not lapsed or been surrendered), will not exceed 20% of the individual's basic salary at the date of grant. The individual limit can be exceeded in circumstances which the Board or Remuneration Committee considers to be exceptional, but cannot exceed 40% of the individual's basic salary at the date of grant.

### Vesting and exercise of Awards

Awards will vest on the date or dates as determined by the Remuneration Committee at the date of grant (**Vesting Date**).

Normally, an Award holder (other than a US Taxpayer) may exercise their Award at any time after the Vesting Date and prior to the tenth anniversary of grant (or earlier date if specified at grant) (**Exercise Period**). The Exercise Period is curtailed on ceasing employment in certain circumstances, or on a takeover/corporate event. Awards may be exercised in whole or in part. Exercise of Awards will not be permitted if the exercise would be prohibited by any Share Dealing Code. If exercise at the end of an Exercise Period is prohibited by any Share Dealing Code, the period for exercise is extended until 21 days after the prohibition has ended, but no later than the tenth anniversary of grant.

An Award held by a US Taxpayer shall be deemed to be exercised in full on the Vesting Date, save that if the exercise would be prohibited by any Share Dealing Code, the Vesting Date is delayed until the earlier of (i) the first date after the prohibition has ended and (ii) March 15th of the calendar year immediately following the original Vesting Date, and the Award is deemed to be exercised on that date.

An Award cannot be exercised more than ten years after its date of grant and will lapse on the tenth anniversary of its date of grant.

### Cessation of employment

If an Award holder ceases to be an employee of the Group, their Awards will lapse on the date of cessation of employment (**Cessation Date**), other than as set out below.

If an Award holder, other than a US Taxpayer, ceases to be an employee of the Group after the Vesting Date of an Award, but on the day immediately before the Cessation Date the holder is prohibited from exercising the Award by any Share Dealing Code, the Award will remain exercisable until the end of the period of 21 days after the prohibition has ended (but no later than the tenth anniversary of grant) and will lapse at the end of that period.

If a US Taxpayer ceases to be an employee of the Group after the Vesting Date of an Award which is held by them and such Award was not deemed to be exercised on the Vesting Date as a consequence of a prohibition under the Share Dealing Code, their Award will be deemed to be exercised in full on the earlier of (i) the first date after the prohibition has ended and (ii) March 15th of the calendar year immediately following the original Vesting Date (but no later than the tenth anniversary of grant).

### Other Award Terms

Awards are not pensionable and may not be assigned or transferred, except as a result of an Award holder's death.

An Award holder has no rights in relation to the Shares which are the subject of the Award until the Award has been exercised.

Shares transferred on the exercise of an Award shall be transferred without the benefit of any rights attaching to the Shares by reference to a record date preceding the date of that exercise.

The Remuneration Committee may in its absolute discretion determine that an Award holder shall, instead of receiving Shares on exercise of their Award, receive a cash payment equivalent in value to the Shares in respect of which their Award is exercised. This does not apply to employees who are subject to tax in Australia. Cash settlement is subject to the agreement of the Award holder in the case of an Award holder who is resident in the United Kingdom for tax purposes.

### Malus and Clawback

The Remuneration Committee will have discretion to operate malus/clawback in respect of an Award if at any time prior to the later of the second anniversary of the Vesting Date of such Award and the publication of the second audited accounts of the Company following the Vesting Date of such Award, the Remuneration Committee becomes aware that:

- the holder of the Award has committed gross misconduct;
- there has been a material misstatement and/or significant downward revision in the financial results of the Company or any member of the Group for any period;
- an error was made in assessing or calculating the extent to which an Award has vested; or
- any event has occurred as a result of the acts or omissions of the holder of the Award which in the Remuneration Committee's opinion has (or would have if made public) a sufficiently significant impact on the reputation of any member of the Group or the business in which the holder works to justify malus/clawback applying.

If the Remuneration Committee operates malus/clawback it will have discretion to: (i) reduce the number of Shares which are subject to the Award holder's subsisting Awards; and/or (ii) reduce the number of Shares or cash amount which may be subject to any other subsisting awards held by such Award holder or may otherwise be payable to such Award holder (whether pursuant to the Plan or any other arrangement); and/or (iii) require a repayment or other reimbursement from the relevant Award holder.

### **Takeovers / corporate events**

If there is a takeover or certain other corporate events, Awards (other than those held by US Taxpayers) may, normally, be exercised for a six month period following such event or immediately prior to such event, subject to pro-rating (as described below).

If there is a takeover or certain other corporate events, Awards held by US Taxpayers will be deemed to be exercised immediately prior to the takeover or relevant event, subject to pro-rating (as described below).

If the relevant event occurs prior to the applicable Vesting Date, the number of Shares in respect of which the Award can be exercised will be pro-rated for time, i.e. reduced to reflect the period that has elapsed from the date of grant to the corporate event on a daily basis, but cannot be reduced to below 50% of the number of Shares which are subject to the Award.

The Remuneration Committee shall have discretion to disapply pro-rating or apply it on a different (but no less favourable) basis.

### **Adjustment of Awards**

The number of Shares which are subject to an Award may be adjusted by the Remuneration Committee in the event of any capitalisation issue or rights issue (other than an issue of Shares on the exercise of an option given to the shareholders of the Company to receive Shares in place of a dividend) or open offer or any other variation in the share capital of the Company including (without limitation) any consolidation, subdivision or reduction of capital.

In the case of a participant located in California, the number of Shares comprised in each Award shall be subject to a proportionate adjustment in the event of a stock split, reverse stock split, stock dividend, recapitalization, combination, reclassification or other distribution of the Company's equity securities without the receipt of consideration by the Company, of or on the Company's class or series of securities underlying the Award.

### **Amending the rules of the Plan**

The rules of the Plan and the terms of any Awards may be amended in any manner by resolution of the Board or Remuneration Committee from time to time.

### **Overseas Employees**

The Board or Remuneration Committee may adopt supplemental rules to the Plan to facilitate the granting of awards to individuals who are not resident in the UK provided that such supplemental rules will not result in awards being made upon terms that the Board or Remuneration Committee in its discretion considers commercially more favourable than Awards granted under the Plan to UK employees.

With respect to an Eligible Employee who is subject to the securities laws of the United States of America, no Awards shall be granted under the Plan and no Shares shall be issued and delivered upon the exercise of Awards unless and until the Company and/or the participant have complied with all applicable federal and state registration, listing and/or qualification requirements and all other requirements of law or of any regulatory agencies having jurisdiction.

### **Termination**

The Plan may be terminated at any time by resolution of the Remuneration Committee and shall in any event terminate on the tenth anniversary of its adoption, so that no further Awards can be granted under the Plan after such termination. Termination shall not affect the outstanding rights of existing Award holders.



**accesso Technology Group plc (the “Company”)**

Registered number 3959429

**Form of Proxy**

I/We, \_\_\_\_\_ of \_\_\_\_\_ being a member of accesso Technology Group plc hereby appoint the Chairman of the meeting or \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday 17 May 2022 and at any adjournment thereof.

Please tick here if this proxy appointment is one of multiple appointments being made and, if applicable, refer to Explanatory Note 2.

Please indicate with an 'X' in the space below how you wish your votes to be cast.

<b>Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Discretionary</b>	<b>Vote Withheld</b>
1 To receive the Audited Financial Statements for the year ended 31 December 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To re-appoint Steve Brown, as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-appoint Fern MacDonald as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-appoint Jody Madden as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-appoint Andrew Malpass as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-appoint William Russell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-appoint Karen Slatford as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-appoint KPMG LLP as Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To authorise the Directors to determine the Auditor’s remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 To approve the Employee Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 To renew the Directors’ authority to allot securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 To waive shareholders’ rights of pre-emption on allotment of securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 To waive shareholders’ rights of pre-emption in connection with an acquisition or specified capital investment.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed this ..... day of ..... 2022

**Signature or common seal** (please refer to Explanatory Note 3). (Any one joint holder may sign)

**Print Name:**

.....

**Explanatory Notes:**

1. Every shareholder has the right to appoint some other person(s) of their choice who need not be a shareholder as his proxy, to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. Unless you authorise your proxy to act in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account), please specify the number of shares in relation to which the proxy is authorised.
2. To appoint more than one proxy, you should photocopy this form and specify next to the proxy holder's name the number of shares in relation to which they are authorised to act. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together.
3. To be valid this proxy form must, in the case of an individual, be signed by the holder or his/her attorney, or, in the case of a corporation, be either given under its common seal or signed on its behalf by an attorney or duly authorised officer.
4. The completed and signed form can either be sent in hard copy form to SLC Registrars, P.O. Box 5222, Lancing, BN99 9FG or be scanned and sent electronically to SLC Registrars by email at proxy@slcregistrars.com. In either case the form must be received no later than 10.00 a.m. on Friday 13 May 2022. Any Power of Attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form when sent to SLC Registrars.
5. The 'Vote Withheld' box is provided to enable you to abstain on any particular resolution. However, it should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'for' and 'against' a resolution.
6. Only those shareholders registered on the register of members of the Company at 6.30 p.m. on Friday 13 May 2022 shall be entitled to vote at the meeting in respect of the number of shares registered in their name at that time. Changes to the entries on the register of members thereafter will be disregarded in determining the rights of any person to vote at the meeting.
7. In the case of joint shareholders, the signature of one holder on a proxy card will be accepted and the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
8. If in respect of any resolution you have not indicated as to how your proxy should vote, or you have marked as 'Discretionary', your proxy will have discretion to vote on that resolution, in respect of your total holding, as they see fit. Your proxy will also have the discretion to vote as they see fit on any other business which may properly come before the meeting, including amendments to resolutions, and at any adjournment of the meeting.
9. The completion and return of this form will not preclude a member from attending the meeting and voting in person.