

## NOTICE OF GENERAL MEETING

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Notice is given that the Annual General Meeting of Zenova Group PLC (the “Company”) will be held at the offices of Memery Crystal, 165 Fleet St, London, EC4A 2DY on 28 June 2023 at 10.00am to consider the following resolutions, of which resolutions 1 to 5 will be proposed as ordinary resolutions and resolution 6 will be proposed as a special resolution:

### ORDINARY RESOLUTIONS

1. To receive and adopt the Company's Annual Report and Accounts for the financial year ended on 30 November 2022, and the Directors' Report and the Independent Auditors' Report to those accounts.
2. To re-elect Mr Don Nicolson as a Director, following his appointment to the Board. Under the provisions of the Articles of Association of the Company one third of the Board is required to retire by rotation at the AGM and offer themselves for election by shareholders (by separate resolution). Mr Nicolson, as chief executive officer, has agreed to retire by rotation and offer himself for re-election.
3. To re-elect Mr Etrur Albani as a Director, following his appointment to the Board. Under the provisions of the Articles of Association of the Company one third of the Board is required to retire by rotation at the AGM and offer themselves for election by shareholders (by separate resolution). Mr Albani, as non-executive director, has agreed to retire by rotation and offer himself for re-election.
4. To re-appoint PKF Littlejohn LLP as auditor of the Company and to hold office until the conclusion of the next annual general meeting at which accounts are laid before the members and to authorise the directors to determine their remuneration.
5. THAT the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “Act”) and in substitution for all existing authorities under that section, to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company (“Rights”) up to an aggregate nominal amount of £50,000 during the period commencing on the date of the passing of this resolution and expiring at the conclusion of the next annual general meeting of the Company or on the close of business on the date that is fifteen (15) months after the date on which this resolution is passed, whichever is earlier, and provided further that the Company shall be entitled before such expiry to make an offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant rights under such offer or agreement as if this authority had not expired.

### SPECIAL RESOLUTION

6. THAT subject to the passing of resolution 5 above, the directors be empowered under section 570 of the Act to allot equity securities (within the meaning of section 560 of the

Act) for cash under the general authority already given as if sub-section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- a) the allotment of equity securities in connection with an offer of such securities to holders of ordinary shares where the equity securities for which ordinary shares are respectively entitled to subscribe are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and
- b) the allotment (otherwise than under sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £50,000;

and so that such power (unless previously revoked or varied) shall expire at the end of next year's annual general meeting, (or if earlier on the close of business on the date that is fifteen (15) months after the date on which this resolution is passed provided that the directors may, before the power expires, make an offer or enter into an agreement which would or might require equity securities to be allotted after such power expires.

By Order of the Board

Don Nicolson

Chairman

1 June 2023

Registered Office:

172 Arlington Road

London

NW1 7HL

## Notes

### **1. Right to attend, speak and vote**

If you want to attend, speak and vote at the AGM you must be on the Company's register of members by 6.00pm on 26 June 2023. This will allow us to confirm how many votes you have on a poll. Changes to the entries in the register of members after that time, or, if the AGM is adjourned, 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend, speak or vote at the AGM.

### **2. Appointment of proxies**

If you are a member of the Company you may appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting. You may only appoint a proxy using the procedures set out in these notes and in the notes on the proxy form, which you should have received with this notice of meeting.

A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes on the form. If you wish your proxy to speak on your behalf at the meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

You may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares which you hold. If you wish to appoint more than one proxy you may photocopy the proxy form or alternatively you may contact the Company's registrars, Neville Registrars Limited on +44 (0) 121 585 1131.

### **3. Appointment of proxy using hard copy proxy form**

The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. 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 you do not indicate on the proxy form how your proxy should vote, they will vote or abstain from voting at their discretion. They will also vote (or abstain from voting) at they think fit in relation to any other matter which is put before the meeting.

To appoint a proxy using the proxy form, the form must be completed, signed and received by Neville Registrars Limited no later than 48 hours before the meeting that is 10.00 a.m. 26 June 2023. Any proxy forms (including any amended proxy appointments) received after the deadline will be disregarded.

- The completed form(s) may be returned by one of the following methods:
- Sending or delivering it to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD or,
- Scanning it and sending it by email to [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk) with the company name and "Proxy vote" written in the subject box

If the shareholder is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer or attorney. 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.

#### **4. Appointment of proxy by joint members**

In the case of joint holders, where more than one joint holder 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. Changing your instructions**

To change your proxy instructions simply submit a new proxy appointment using the methods set out above. The amended instructions must be received by the registrars by the same cut-off time noted above. Where you have appointed a proxy using a hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Neville Registrars Limited on +44 (0) 121 585 1131. If you submit more than one valid proxy form, the one received last before the latest time for the receipt of proxies will take precedence.

#### **6. Termination of proxy appointments**

In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD.

Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

In either case, your revocation notice must be received by Neville Registrars Limited no later than 48 hours before the meeting. If your revocation is received after the deadline, your proxy appointment will remain valid. However, the appointment of a proxy does not prevent you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

#### **7. Communications with the Company**

Except as provided above, members who have general queries about the meeting should telephone Neville Registrars on +44 (0) 121 585 1131 or email them at [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk). You may not use any electronic address provided either in this notice of general meeting; or any related documents (including the Chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

#### **8. Issued shares and total voting rights**

As at 6.00 p.m. on the business day immediately prior to the date of posting of this notice of meeting, the Company's issued share capital comprised 93,384,053 ordinary shares of 0.1p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company at that time was 93,384,053.