

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.

Kropz Plc

NOTICE OF GENERAL MEETING

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

To be held at the offices of
Memery Crystal LLP, 165 Fleet Street, London EC4A 2DY
on 26 July 2019 at 11 a.m.

You will not receive a hard copy form of proxy for the general meeting in the post. Instead, you will be able to vote electronically using the link www.signalshares.com. 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, Link Asset Services.

Voting by proxy prior to the general meeting does not affect your right to attend the general meeting and vote in person should you so wish. Proxy votes must be received no later than 11.00 a.m. 24 July 2019.

If you need help with voting online, please contact our registrar, Link Asset Services, on 0871 664 0391 if calling from the UK, or +44 (0) 371 664 0391 if calling from outside of the UK, or email Link at enquiries@linkgroup.co.uk. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. The lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales.

KROPZ PLC (THE "COMPANY")

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of the members of the Company will be held at the offices of Memery Crystal LLP, 165 Fleet Street, London EC4A 2DY on 26 July 2019 at 11 a.m. for the purpose of considering and, if thought fit, passing resolutions 1 to 3 as ordinary resolutions and resolution 4 as a special resolution:

ORDINARY RESOLUTIONS

1. To receive, approve and adopt the statement of accounts for the financial year ended 31 December 2018 together with the reports of the directors and the auditors thereon.
2. To re-appoint BDO LLP as auditors of the Company, to hold office from the conclusion of this General Meeting until the conclusion of the next Annual General Meeting of the Company at which accounts are laid.
3. To authorise the Board to set the remuneration of the Company's auditors.

SPECIAL RESOLUTION

4. THAT, the Articles of Association of the Company be amended by the deletion of article 39.2 in its entirety as more fully described in the Explanation of Resolutions which are attached to this Notice of General Meeting.

By order of the board

Mark Summers

Company Secretary

Registered office:

Suite 4f Easistore Building

Longfield Road

North Farm Estate

Tunbridge Wells

TN2 3EY

Date: 24 June 2019

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.

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 24 July 2019. 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 11 a.m. (UK time) on 26 July 2019 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 either:

- by logging on to www.signalshares.com and following the instructions; or

You may request a hard copy form of proxy directly from the registrars, Link Asset Services on Tel: 0371 664 0300. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.

- 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 Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4TU by 11 a.m. on 24 July 2019.

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/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 RA10) by 11 a.m. on 24 July 2019. 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 21 June 2019 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 264,041,648 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 21 June 2019 are 264,041,648.

EXPLANATION OF RESOLUTIONS

An explanation of each of the resolutions is set out below. Resolutions 1 to 3 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 general meeting). Resolution 4 is a special resolution (and therefore needs the approval of at least 75% of those shareholders who are present and voting in person or by proxy at the general meeting).

Resolution 1: Report and accounts

The directors will present the Annual Report of the Company which contains the audited financial statements of the Company for the financial period ended 31 December 2018 together with the directors' report and the auditor's report on those financial statements.

Resolution 2 and 3: Re-appointment of auditors and setting of auditors' remuneration

At every General Meeting at which accounts are laid before shareholders, the Company is required to appoint an auditor to hold office from the end of the meeting until the next such meeting. Resolution 2 proposes that BDO LLP be re-appointed as the Company's auditors to hold office until the next Annual General Meeting. Resolution 3 seeks to authorise the Board to determine the auditor's remuneration.

Resolution 4: Amendment to Articles of Association

Resolution 4 proposes that the Articles of Association of the Company be amended by the deletion of article 39.2 in its entirety. The reason for this amendment is to allow for a person appointed as proxy to count towards the quorum for general meeting, in accordance with section 318 of the Companies Act 2006.