

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

## NOTICE OF GENERAL MEETING

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

To be held at

Suite 4F, Easistore Building, Longfield Road, North Farm Estate, Tunbridge Wells TN2 3EY,  
United Kingdom

on 29 May 2020 at 11.00 a.m.

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**In the lead up to the general meeting, we are closely monitoring the impact of the COVID-19 virus in the United Kingdom.**

**Currently, shareholders are strongly advised to not attend the general meeting as a result of the COVID-19 pandemic and the measures put in place to limit the spread of COVID-19. Shareholders who do seek to attend the general meeting will not be admitted to the meeting. Although this is an unusual step we will be minimising contact between shareholders and our board members. We are planning to conduct the meeting with the minimum necessary quorum of two shareholders present in person or by proxy. Social distancing measures will be in place. Shareholders are therefore encouraged to submit a Form of Proxy.**

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](http://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. Proxy votes must be received no later than 11.00 a.m. on 27 May 2020. 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 will (other than the chairperson) not be allowed to attend the meeting in person.

The Board understands that beyond voting on the formal business of the meeting, the general meeting also serves as a forum for shareholders to raise questions and comments to the board. Therefore, if shareholders do 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 11.00 a.m. on 27 May 2020. 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 general meeting. Only questions from registered shareholders of the Company will be accepted.

If you need help with voting online, please contact our registrar, Link Asset Services, on 0371 664 0391 if calling from the United Kingdom, or +44 (0) 371 664 0391 if calling from outside of the United Kingdom, or email Link at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk). Calls will be charged at local rate. 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 (“COMPANY”)**

### **NOTICE OF GENERAL MEETING**

Notice is hereby given that a general meeting of the members of the Company will be held at Suite 4F, Easistore Building, Longfield Road, North Farm Estate, Tunbridge Wells TN2 3EY, United Kingdom on 29 May 2020 at 11.00 a.m. for the purpose of considering and, if thought fit, pass, Resolution 1 as an ordinary resolution and Resolution 2 as a special resolution.

In this Notice words and defined terms shall have the same meanings as words and defined terms in the Regulatory News Service announcement dated 13 May 2020: *Equity Facility, Proposed Placing and Open Offer and General Meeting Notice*, to which this Notice is attached.

### **ORDINARY RESOLUTION**

1. **THAT**, in accordance with section 551 of the Companies Act 2006 (“**CA 2006**”), the directors of the Company (“**Directors**”) be generally and unconditionally authorised (in addition to all existing authorities conferred upon the Directors pursuant to section 551 of the CA 2006 which shall continue in full force and effect) to allot ordinary shares of £0.001 each in the share capital of the Company (“**Ordinary Shares**”) or grant rights to subscribe for or to convert any security into Ordinary Shares (“**Rights**”) as follows:

- (a) up to an aggregate nominal amount of £566,881.93 in connection with the issue of Ordinary Shares to ARC Fund (represented by UBI General Partner Proprietary Limited in its capacity as general partner) (“**ARC Fund**”) (“**Equity Funding Shares**”) pursuant to the conversion of sums drawn (including any interest and/or fees) by the Company under a USD40,000,000 convertible facility agreement entered into between the Company and ARC Fund (represented by UBI General Partner Proprietary Limited in its capacity as general partner) on 13 May 2020 (“**Equity Funding**”); and
- (b) up to an aggregate nominal amount of £98,103.71 in connection with the proposed Placing and Open Offer,

provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the annual general meeting of the Company to be held in 2020 save that the Company may, before such expiry, make an offer or agreement which would or might require Ordinary Shares to be allotted or Rights to be granted and the Directors may allot Ordinary Shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

### **SPECIAL RESOLUTION**

2. **THAT**, subject to the passing of Resolution 1, (and in addition to all existing authorities conferred upon the Directors pursuant to section 551 of the CA 2006 which shall continue in full force and effect) the Directors be authorised to allot equity securities (as defined in section 560 of the CA 2006) for cash under the authority conferred by Resolution 1, provided that such authority shall be limited to the allotment of equity securities:

- (a) up to an aggregate nominal amount of £566,881.93 in connection with the Equity Funding; and
- (b) up to an aggregate nominal amount of £98,103.71 in connection with the proposed Placing and Open Offer,

provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the annual general meeting of the Company to be held in 2020 save that the Company may, before such expiry, make an offer or agreement which would or might require Ordinary Shares

to be allotted or Rights to be granted and the Directors may allot Ordinary Shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

By order of the board

**Mark Summers**  
**Chief Executive Officer**

Registered office:

35 Verulam Road  
Hitchin  
SG5 1QE  
United Kingdom

Date: 13 May 2020

## NOTES TO THE NOTICE OF GENERAL MEETING

The following notes explain your rights as a shareholder and your right to appoint a proxy 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.**

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 Company's register of members ("**Register of Members**") at close of trading on 27 May 2020. 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. However, in light of the COVID-19 virus situation, shareholders and their proxies will not be allowed to attend 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 shareholder of the Company. However, shareholders are urged to appoint the Chair of the meeting as his or her proxy in light of the COVID-19 virus, as shareholders and their proxies will 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 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 either:
  - by logging on to [www.signalshares.com](http://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 from the UK will be charged at local rate. 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, United Kingdom by 11.00 a.m. on 27 May 2020.

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.
7. Under the Company's articles of association, 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. However, in light of the COVID-19 virus situation, shareholders and their proxies will not be allowed to attend 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 ("**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 11.00 a.m. on 27 May 2020. 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. Voting on the resolutions will be conducted by way of a poll rather than on a show of hands. This will result in a more accurate reflection of the views of shareholders by ensuring that every vote is recognised, including the votes of all shareholders who are unable to attend the meeting but who appoint a proxy for the meeting. On a poll, each shareholder has one vote for every share held.
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 11 May 2020 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 283,406,307 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 11 May 2020 are 283,406,307.





