

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.

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## **KROPZ PLC**

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

### **NOTICE OF GENERAL MEETING (“GM”)**

To be held at the offices of Memery Crystal, 165 Fleet Street, London, EC4A 2DY  
on 30 November 2022 at 12:00 p.m.

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Voting at the meeting will be held by way of a poll vote instead of a show of hands. Shareholders may appoint a proxy by completing and depositing the enclosed proxy form at the offices of Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by 12:00 p.m. on 28 November 2022 or 48 hours (excluding non-working days) before any adjourned meeting or via email to [#UKCSBRS.ExternalProxyQueries@computershare.co.uk](mailto:#UKCSBRS.ExternalProxyQueries@computershare.co.uk) with the original to follow when possible.

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 12:00 p.m. on 28 November 2022.

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.

**KROPZ PLC**

**NOTICE OF GENERAL MEETING**

Notice is hereby given that a general meeting of the members of Kropz Plc (the “**Company**”) will be held at the offices of Memery Crystal, 165 Fleet Street, London, EC4A 2DY on 30 November 2022 at 12:00 p.m. for the purpose of considering and, if thought fit, passing Resolution 1 as an ordinary resolution and Resolution 2 as a Special Resolution.

In this Notice, unless otherwise defined, words and defined terms shall have the same meanings as words and defined terms in the Regulatory News Service announcement entitled “*New Convertible Facility Agreement and General Meeting Notice*” dated 14 November 2022, 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 (the “**Directors**”) be hereby 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**”) up to an aggregate nominal amount of £586,443 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 any conversion of sums drawn by the Company under the ZAR 550 million convertible facility agreement to be entered into between the Company and ARC Fund (“**Equity Funding**”) on or about the date of this resolution provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years following the passing of this resolution, 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 as if section 561 of the CA 2006 did not apply, provided that such authority shall be limited to the allotment of equity securities up to an aggregate nominal amount of £586,443 in connection with the Equity Funding provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years following the passing of this resolution, 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**  
**Company Secretary**

Registered office:  
35 Verulam Road Hitchin England SG5 1QE

Date: 14 November 2022

## 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 a proxy 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 Company's register of members ("**Register of Members**") at close of trading on 28 November 2022. 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 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. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are below.
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 6ZY not less than 48 hours (excluding non-working days) 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. 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.
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 & International 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 12:00 p.m. on 28 November 2022. 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 & International 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 all resolutions at this General Meeting will be by way of a poll rather than on a show of hands. Poll voting is in line with practice increasingly adopted by UK public companies and provides a more accurate reflection of the views of members by ensuring that votes are proportional to each member's shareholding. On a poll each member 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 November 2022 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 923,718,223 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 11 November 2022 are 923,718,223.