

NOTES TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING (“the EGM”) OF AMICREST HOLDINGS PLC AT 11:00 ON 9 NOVEMBER 2020.

Due the current pandemic, the Company must ensure that the EGM occurs in a safe manner in accordance with government guidelines on the assembly of people.

Paragraph 3 of Schedule 14 to the Corporate Insolvency and Governance Act 2020 confirms that at this time, shareholders have no right to attend the EGM in person or insist on voting by any particular method.

Having regard to these provisions and in the interest of safety, voting will take place **by proxy only**. Only directors of the Company and those required to form a quorum will be admitted to the EGM. Shareholders who attend the EGM in person will not be admitted.

Appointment of proxies

If you are a shareholder who is entitled to attend and vote at the EGM, you must appoint the chairman of the meeting (“**your Proxy**”) to exercise all or any of your rights to attend, speak and vote at the EGM owing to the current Pandemic. You should have received a proxy form with this notice of meeting. You can only appoint your Proxy using the procedures set out in these notes and the notes to the proxy form.

If you return the proxy form but do not give your Proxy an indication of how to vote on any resolution, 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 EGM.

Appointment of proxy by post

The notes to the proxy form explain how to direct your Proxy how to vote on each resolution.

To appoint your Proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR or by facsimile transmission to 01252 719 232 ; and
- received by Share Registrars Limited no later than 48 hours (excluding non-business days) prior to the Meeting.

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

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.

Appointment of proxy by joint members

In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).

Changing proxy instructions

Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed your Proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Shareregistrars Ltd (email: voting@shareregistrars.uk.com).

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointment

A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by either:

Sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to the Company. In the case of a shareholder which is a company, the revocation notice must be executed either with its common seal or signed on its behalf by an officer of the company or an attorney for the company. 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.

Sending an email to : voting@shareregistrars.uk.com

In either case, the revocation notice must be received by the Company no later than 48 hours (excluding non-business days) prior to the Meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid.

Communication

Except as provided above, shareholders who have general queries about the EGM should contact Rick Elliott by email: rick.elliott@amicrest.uk (no other methods of communication will be accepted).

You may not use any electronic address provided either:

in this notice of general meeting; or

any related documents (including the proxy form),

to communicate with the Company for any purposes other than those expressly stated.

