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If you have sold or otherwise transferred all of your ordinary shares in TomCo Energy plc (the “**Company**”), please send this document together with the accompanying form of proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, such documents should not be forwarded to, or transmitted in or into, any jurisdiction where to do so might violate the relevant laws and regulations in that jurisdiction. If you have sold or transferred only part of your holding of Ordinary Shares you should retain these documents.

Strand Hanson Limited which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser to the Company and no-one else in connection with the matters set out in this document and will not be responsible to anyone other than the Company for providing the protections to customers of Strand Hanson Limited nor for providing advice in connection with the matters set out in this document or any other transaction or arrangement referred to in this document.



TOMCO ENERGY PLC

(Incorporated with limited liability in the Isle of Man with registered number 006969V)

PROPOSED REDEMPTION OF GREENFIELD ENERGY, LLC'S 10 PER CENT. MEMBERSHIP INTEREST IN TAR SANDS HOLDINGS II, LLC

and

NOTICE OF GENERAL MEETING

The Directors, whose names appear on page 5 of this document, accept responsibility, both collectively and individually, for the information contained in this document. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

This document should be read in its entirety. Your attention is drawn, in particular, to the letter from the Chairman of the Company set out herein, which unanimously recommends that you vote in favour of the Resolution to be proposed at the General Meeting referred to below.

Notice convening a General Meeting of the Company to be held at 11.00 a.m. on 9 September 2024 at the offices of RWK Goodman LLP, 69 Carter Lane, London EC4V 5EQ is set out at the end of this document. All Shareholders are urged to complete, sign and return the enclosed Form of Proxy, whether or not they intend to be present at the meeting, in accordance with the instructions printed thereon so as to arrive as soon as possible and in any event, in order to be valid, so as to be received by the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY no later than 11.00 a.m. on 7 September 2024 (or, in the case of an adjournment, no later than 48 hours before the time fixed for the adjourned meeting). The completion and return of a Form of Proxy will not preclude a Shareholder from attending and voting in person at the General Meeting should he, or she, wish to do so.

DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

“2006 Act”	the Isle of Man Companies Act 2006, as amended;
“2024 Interim Results”	the Company’s unaudited consolidated interim results for the six-month period ended 31 March 2024;
“AC Oil”	AC Oil, LLC, a Utah limited liability company of Nine Exchange Place, Suite 600, Salt Lake City, Utah 84111;
“AIM”	AIM, a market operated by the London Stock Exchange;
“AIM Rules”	the AIM Rules for Companies in force from time to time published by the London Stock Exchange;
“Articles”	the articles of association of the Company as at the date of this document;
“Board” or “Directors”	the Directors of the Company listed on page 5 of this document;
“Cash Consideration”	US\$1.575 million;
“Company”	TomCo Energy plc, incorporated in the Isle of Man with registered number 006969V, whose registered office is at First Floor, Sixty Circular Road, Douglas, Isle of Man IM1 1AE;
“Endeavor”	Endeavor Capital Group, LLC, a Utah limited liability company of 6440 Wasatch Boulevard, Suite 105, Salt Lake City, Utah 84121;
“Form of Proxy”	the form of proxy accompanying this document for use at the General Meeting;
“General Meeting” or “GM”	the General Meeting of the Company convened for 11.00 a.m. on 9 September 2024 (or any adjournment thereof), notice of which is set out at the end of this document;
“Greenfield”	Greenfield Energy, LLC, a Utah limited liability company with company number 83-1820106, whose registered office is at Nine Exchange Place, Suite 600, Salt Lake City, Utah 84111, being the Company’s wholly-owned subsidiary;
“Group”	the Company and its subsidiaries and subsidiary undertakings and direct and indirect parent undertakings;
“Heavy Sweet”	Heavy Sweet Oil, LLC, incorporated and registered in Utah with company number 11815275-0160 whose registered office is at 26702 Cedardale Pines Drive, Katy, TX 77494;
“IRRX”	Integrated Rail and Resources Acquisition Corp. of 400 W. Morse Boulevard, Suite 220, Winter Park, FL 32789 (OTC: IRRX);
“London Stock Exchange”	London Stock Exchange plc or its successor;
“Notice”	the Notice of General Meeting set out at the end of this document;
“Ordinary Shares”	ordinary shares of no par value each in the capital of the Company;

“Redemption Agreement”	a proposed redemption agreement in respect of Greenfield’s 10 per cent. membership interest in TSHII to be entered into between Greenfield, TSHII and Endeavor pursuant to which TSHII will redeem Greenfield’s membership interest in consideration for the Cash Consideration;
“Resolution”	the ordinary resolution set out in the Notice;
“Revised Operating Agreement”	a second amended and restated operating agreement in respect of TSHII entered into between Greenfield and Endeavor on 10 August 2024;
“Shareholders”	holders of ordinary shares in the capital of the Company from time to time;
“Side Agreement”	a letter agreement dated 12 August 2024 and made between TSHII, Endeavor and Greenfield, <i>inter alia</i> , confirming each party’s understanding in respect of the proposed redemption of all of Greenfield’s 10 per cent. membership interest in TSHII and certain other matters;
“TSHII”	Tar Sands Holdings II, LLC, a Utah limited liability company of 6440 S. Wasatch Boulevard, Suite 105, Salt Lake City, Utah 84121; and
“Valkor”	Valkor, LLC, a construction, maintenance and operating company, organised and registered in the State of Nevada, USA, with company number 46-1191182 whose registered office is at 21732 Provincial Boulevard, Suite 160, Katy, Texas 77450.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2024

Posting of the Notice of General Meeting and Forms of Proxy

23 August

Latest time and date for receipt of Forms of Proxy

11.00 a.m. on 7 September

General Meeting of the Company

11.00 a.m. on 9 September

LETTER FROM THE CHAIRMAN OF TOMCO ENERGY



TOMCO ENERGY PLC

(Incorporated with limited liability in the Isle of Man with registered number 006969V)

Directors:

Malcolm Groat *(Interim Executive Chairman)*
Zac Phillips *(Non-Executive Director)*
Louis Castro *(Non-Executive Director)*

Registered Office:

First Floor
Sixty Circular Road
Douglas
Isle of Man
IM1 1AE

23 August 2024

To Shareholders and, for information purposes only, to holders of options and warrants

Dear Shareholder

**Proposed redemption of Greenfield Energy, LLC's ("Greenfield")
10 per cent. membership interest in Tar Sands Holdings II, LLC
and
Notice of General Meeting**

1. Introduction

Further to the sudden and untimely passing of John Potter, the Company's long-standing Chief Executive Officer, on 24 May 2024, I have subsequently assumed the role of Executive Chairman on an interim basis to determine with my fellow Directors the best way forward for the Company to seek to unlock its significant potential.

On 28 June 2024, your Company announced a delay in the publication of its unaudited consolidated interim results for the six-month period ended 31 March 2024 (the "**2024 Interim Results**") as your Board was in the process of seeking additional equity and/or debt capital to provide sufficient working capital for the Group to enable it to finalise such results on a going concern basis. The Company currently has very limited cash resources and has been carefully managing its trade creditors position and deferring Directors' salaries and all non-essential expenditure whilst assessing various potential funding options.

Accordingly, as it was unable to meet the requisite deadline for publication under Rule 18 of the AIM Rules, trading in the Company's ordinary shares on AIM was suspended with effect from 1 July 2024 and will remain suspended pending sufficient funding being secured to enable release of the 2024 Interim Results.

Your Directors have recently received and negotiated a proposal from Endeavor Capital Group LLC ("**Endeavor**"), the majority owner of Tar Sands Holdings II, LLC ("**TSHII**"), with respect to the proposed redemption of the Group's 10 per cent. interest in TSHII for an aggregate amount of US\$1.575 million (approximately £1.234 million). In light of its size, such a transaction, if consummated, would constitute a fundamental disposal under the provisions of Rule 15 of the AIM Rules and therefore requires the prior approval of Shareholders.

Your Board firmly believes that the proposed redemption is superior to the other fundraising initiatives under consideration which, *inter alia*, would have involved a significant discount and substantial dilution for existing Shareholders. The net proceeds from the proposed redemption will be applied to the settlement of the Group's outstanding trade creditors and provide sufficient working capital to enable publication of the abovementioned 2024 Interim Results on a going concern basis and thereby restoration of trading.

The purpose of this document is therefore to provide you with further details of the proposed redemption and the background to and reasons for it, and to explain why your Board unanimously believes it to be in the best interests of the Company and its Shareholders as a whole and recommends that Shareholders vote in favour of the requisite Resolution at the forthcoming General Meeting, as the Director and certain significant Shareholders who currently hold or control Ordinary Shares intend so to do (or procure to be done) in respect of their own beneficial shareholdings (or the shareholdings they control).

2. Details of the Proposed Redemption of Greenfield's 10 per cent. membership interest in TSHII and related agreements

On 14 August 2024, the Company announced that its wholly owned subsidiary, Greenfield, had, on 12 August 2024, entered into a side agreement with Endeavor and TSHII (the "**Side Agreement**") in connection with the proposed redemption of all of Greenfield's 10 per cent. membership interest in TSHII and other related matters (the "**Proposed Redemption**").

The Proposed Redemption stems from a recent third-party approach to Endeavor by Integrated Rail and Resources Acquisition Corp. (OTC: IRRX) ("**IRRX**"), expressing an interest in potentially acquiring 100 per cent. of TSHII by way of a corporate merger. IRRX is a 'blank check' company formed for the purpose of effecting a merger, share exchange, asset acquisition, stock purchase, reorganisation or similar business combination with one or more businesses with a particular focus on natural resources, railroads and/or railroad logistics companies or any combinations thereof.

TSHII, a Utah limited liability company, is currently owned as to Greenfield (10 per cent.) and Endeavor (90 per cent.) and pursuant to the terms of the Side Agreement, Greenfield, TSHII and Endeavor have each confirmed their understanding that: (i) TSHII will redeem all of Greenfield's 10 per cent. membership interest in TSHII such that after such redemption Endeavor will own 100 per cent. of TSHII; (ii) in order to facilitate the Proposed Redemption Greenfield, Endeavor and TSHII will enter into a Redemption Agreement containing customary terms to be mutually agreed between them; (iii) completion of the Proposed Redemption is subject to the approval of the Company's Shareholders at a duly convened general meeting pursuant to the provisions of Rule 15 of the AIM Rules; and (iv) following completion of the Proposed Redemption, TSHII and Endeavor intend to implement a separate merger transaction with IRRX and its affiliates in connection with the effective sale of Endeavor's then 100 per cent. membership interest in TSHII (the "**IRRX Transaction**").

Under the Side Agreement, Greenfield waived any rights it may have had to prevent Endeavor from selling its 90 per cent. membership interest in TSHII to IRRX and granted an irrevocable, unrestricted and unconditional right to TSHII to redeem Greenfield's 10 per cent. membership interest for an aggregate purchase price comprising of the Cash Consideration. The Cash Consideration is to be satisfied as to an initial non-refundable payment of US\$75,000 on execution of the Side Agreement (which Greenfield has now received) with a further non-refundable US\$25,000 being applied directly to Buchalter APC, Greenfield's attorneys in Utah, in respect of its fees with the balance of US\$1,475,000 placed in escrow and payable on completion of the aforementioned Redemption Agreement (completion of which will be conditional upon receipt of Shareholder approval at the General Meeting).

In addition, pursuant to the Side Agreement, TSHII agreed (and confirmed that IRRX has also committed) not to terminate the existing lease arrangement between AC Oil, LLC ("**AC Oil**"), a wholly-owned subsidiary of Greenfield, and TSHII and to use best efforts to negotiate in good faith with Greenfield with respect to entering into an additional lease to provide mining rights on further acreage owned by TSHII, save for that part occupied by an historic refinery and any land needed for any extension of such refinery, which IRRX currently intends to optimise and reactivate, on customary terms but specifically involving: rights and access to mine tar sands and a right to set up a potential processing plant for tar sands (the "**Additional Lease**"). Accordingly, once the Additional Lease is secured, and subject to the land needed for the refinery, Greenfield should be able to continue to pursue its existing tar sands development project and potential *in situ* production well programme unhindered, subject further to securing the requisite additional funding and

permitting going forwards, post completion of the proposed IRRX Transaction, with potential scope for collaboration with IRRX for mutual future benefit. The Side Agreement contains certain representations, warranties and indemnities between the parties of a type commonly found in agreements of this nature.

On 14 August 2024, the Company also announced that Greenfield, Endeavor and TSHII had entered into the Revised Operating Agreement in order to provide exclusive management rights to Endeavor for a limited period and for the limited purpose of facilitating the proposed IRRX Transaction. Such rights shall become null and void in the event (i) the merger agreement between TSHII and IRRX is terminated; or (ii) the Company fails to secure the requisite Shareholder approval. In such event, the operating agreement existing immediately before the Revised Operating Agreement shall be reinstated. The agreement contains certain representations and warranties from Greenfield to TSHII and Endeavor customary for an agreement of this nature.

In summary, the Proposed Redemption serves to secure an aggregate cash payment of US\$1.575 million for the Group and the net proceeds, after transaction costs, will be utilised to settle the Company's outstanding trade creditors and provide additional working capital, thereby enabling finalisation and release of the 2024 Interim Results on a going concern basis and restoration of trading in the Ordinary Shares on AIM.

3. Background information on TSHII and the Existing Lease Arrangement

TSHII is a private US company formed by Utah-based Endeavor in which Greenfield acquired a 10 per cent. membership interest in November 2021 for a total consideration of US\$2 million. Until 31 December 2023, Greenfield also held an option to potentially purchase Endeavor's remaining 90 per cent. membership interest in TSHII for certain additional cash consideration. Such option had been extended and varied several times before lapsing. TSHII owns approximately 760 acres of land and associated rights and certain non-producing historic infrastructure, plant and equipment in Uintah County, Utah, USA (the "**Site**").

In addition to the 10 per cent. membership interest held by Greenfield, AC Oil entered into a lease (the "**Lease**") with TSHII in respect of approximately 320 acres of the Site (the "**Lease Area**") for an annual rental of US\$320, together with a 12 per cent. of net sales royalty per barrel of conventional oil, gas or sulphur produced and removed from the Lease Area.

The Lease grants AC Oil the exclusive right to explore, drill and mine for, and extract, store, and remove oil, gas, hydrocarbons, and other associated substances on and from the Lease Area, together, *inter alia*, with the right to erect, construct and use such plant and equipment and infrastructure as required. The Lease is for an initial term of 10 years and will continue thereafter for so long as any oil, gas or other hydrocarbons are being produced from the Lease Area or drilling operations are being prosecuted or as the parties may agree.

For the twelve-month period to 31 December 2023, TSHII incurred an unaudited loss after tax of approximately US\$25,000 and in the Company's audited annual report and final statements for its financial year ended 30 September 2023, the Group's carrying value for its 10 per cent. membership interest in TSHII was approximately £1.64 million.

4. Company's strategic focus post completion of the Proposed Redemption

Following successful completion of the Proposed Redemption, the Board will review the impact on the financing required to progress Greenfield's tar sands development project involving, *inter alia*, the potential construction of up to two tar sands separation/processing plants capable of processing at least 6,000 tonnes per day of tar sands on the Site.

The Company has, for some time, been engaged in discussions with a number of potential strategic investors, joint venture or funding partners to procure a suitably substantial funding package, and whilst protracted discussions with a preferred party are still ongoing, a successful conclusion and consummation of the requisite committed funding remains uncertain, particularly as to timing. Accordingly, the Company will continue to refine and streamline its plans and proposed processing methodology/plant specifications with its main contractor/service provider and other stakeholders but will refrain from incurring significant additional expenditure until such time as a definitive funding solution is secured, if ultimately obtainable, which will likely involve the divestment/farming-out of a majority stake in Greenfield or the project to a suitable partner(s).

Alongside the above, and subject to raising the requisite additional funding in due course, the Company intends to pursue the potential drilling of production wells for *in situ* oil sand on the Lease Area as a means

of generating revenue and cashflow for the Group. In this regard, the Board notes the recent progress made by Valkor LLC (“**Valkor**”) and its subsidiary, Valkor Oil & Gas LLC, the Company’s former joint venture partner and principal services contractor, and its project partner, Heavy Sweet Oil LLC (“**Heavy Sweet**”) in respect of permitting for Valkor’s Asphalt Ridge Project involving the potential drilling of up to 119 production wells on a unitised basis on land leased to the parties adjacent to the Site using proven ‘huff and puff’ production methods and modern enhanced recovery techniques.

On 31 July 2024, the State of Utah’s Board of Oil, Gas and Mining approved Valkor’s plan to commercialise oil recovered from sands within its designated Asphalt Ridge area which was supported by the Utah Division of Oil, Gas & Mining. The plan detailed unit operations for enhanced oil recovery and the establishment of an enhanced recovery unit with reduced spacing between wells to optimise recovery and project economics. The approval process involved, *inter alia*, submitting core data from the first two wells, completed in July 2024, and presenting the information to the Utah Department of Oil and Gas. Valkor intends to progress with further drilling and production in accordance with the submitted plan to support the raising of project financing. Pursuant to a services agreement between the Company and Heavy Sweet, as announced on 26 January 2022, AC Oil has been assisting as ‘sponsor’ with the permitting process and liaison with all the relevant local authorities and regulators and intends to continue to work collaboratively with Valkor and Heavy Sweet in terms of sharing production, technical and survey data and other relevant information for the operation of *in situ* wells. Subject to funding, there is a potential opportunity for the Company to participate and secure a working interest in one or more of the wells planned to be drilled in respect of Valkor’s Asphalt Ridge Project and/or to invest for a minority stake in the project and the Board will now take forward discussions with Valkor about the Company’s potential involvement.

In addition, the Board intends to identify and evaluate appropriate new project opportunities to potentially expand the Company’s asset portfolio going forwards.

5. AIM Rule 15 and Suspension of Trading on AIM

In light of its size, the Proposed Redemption constitutes a fundamental change of the Company’s business, pursuant to the provisions of AIM Rule 15, and is therefore subject to the approval of the Company’s Shareholders at a General Meeting to be held on 9 September 2024, as detailed further below. **The Proposed Redemption will only complete if Shareholders approve the Resolution being tabled at the General Meeting.**

Further to the Company’s announcement of 28 June 2024, trading in its Ordinary shares on AIM will remain suspended pending successful completion of the Proposed Redemption, and receipt of the remaining US\$1.475 million consideration, which will then enable finalisation of the 2024 Interim Results. Accordingly, it is currently expected that suspension from trading will be lifted upon publication of the 2024 Interim Results shortly following receipt of Shareholder approval and completion of the Proposed Redemption.

6. Principal reasons why Shareholders should vote in favour of the Resolution

The Board believes that Shareholders should support the Company and vote in favour of the Resolution for the following principal reasons:

- (i) Absent an injection of new funds the Company will be unable to continue operating and release its 2024 Interim Results as a going concern;
- (ii) The successful redemption of the Group’s 10 per cent. membership interest in TSHll will realise gross proceeds of US\$1.575 million for the Group without recourse to issuing new equity to existing and/or new Shareholders;
- (iii) Any alternative raising of funds is uncertain, cannot be guaranteed and, if obtainable, would likely involve issuing new equity on a non pre-emptive basis at a large discount to the Company’s currently suspended share price thereby resulting in very significant dilution for non-participating existing Shareholders; and
- (iv) Alongside the US\$1.575 million consideration, the Board has also secured the agreement of Endeavor to negotiate in good faith an additional lease from TSHll for the mining of tar sands, which, if ultimately secured, should facilitate the progression of the Company’s tar sands development project.

7. General Meeting

A formal Notice of General Meeting convening the General Meeting is set out at the end of this document. The General Meeting will be held at the offices of RWK Goodman LLP, 69 Carter Lane, London EC4V 5EQ at 11.00 a.m. on 9 September 2024 and Shareholders will be asked to consider and, if thought fit, approve the Resolution as described below.

Ordinary Resolution:

“THAT, for the purposes of Rule 15 of the AIM Rules for Companies issued by London Stock Exchange plc, the entry of Greenfield Energy, LLC (a wholly-owned subsidiary of the Company) (“**Greenfield**”) into the proposed Redemption Agreement (as defined and described in the circular sent to shareholders on 23 August 2024 (the “**Circular**”)) and the associated redemption (the “**Redemption**”) by Tar Sands Holdings II, LLC of all of Greenfield’s 10 per cent. membership interest in Tar Sands Holdings II, LLC under the terms of the Redemption Agreement be and is hereby approved and the directors of the Company be authorised to take all steps necessary or desirable to complete such Redemption”.

8. Action to be taken

A Form of Proxy for use in connection with the General Meeting is enclosed with this document. Whether or not you intend to be present at the General Meeting, you are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed thereon to the Company’s registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible and, in any event, not later than 11.00 a.m. on 7 September 2024, being 48 hours before the time of the General Meeting. The completion and return of a Form of Proxy will not preclude you from attending the General Meeting and voting in person should you subsequently wish to do so.

9. Recommendation and receipt of irrevocable undertakings

In the event that Shareholders’ approval is not forthcoming, the Proposed Redemption will not proceed and the Board would urgently need to secure alternative funding to satisfy the Group’s working capital requirements and enable the 2024 Interim Results to be finalised on a going concern basis and trading on AIM to be restored. There can be no guarantee that alternative funding could be secured on a timely basis or as to the terms of any such alternative financing which, if available, would likely involve the issue of new equity at a significant discount and substantial dilution for existing Shareholders.

The Board strongly believes that it is therefore in the best interests of the Company and its Shareholders as a whole to pass the Resolution and enable the Group to exit from its minority interest in TSHII for wholly Cash Consideration whilst retaining the existing Lease which will enable the Company to continue to progress the potential *in situ* oil production well programme, and, in the longer term pursue its tar sands development project, subject to securing additional funding and the requisite permitting.

Accordingly, your Directors unanimously recommend that you vote in favour of the Resolution set out in the Notice of General Meeting as the Director who currently holds or controls Ordinary Shares intends so to do (or procure to be done) in respect of his own beneficial shareholding (or the shareholding he controls).

In addition, the Company has obtained irrevocable undertakings from certain of its significant Shareholders to vote (or procure the vote) in favour of the Resolution in respect of, in aggregate, 760,195,287 Ordinary Shares representing approximately 19.47 per cent. of the Company’s existing issued share capital.

Yours faithfully

Malcolm Groat

Interim Executive Chairman

NOTICE OF GENERAL MEETING

TOMCO ENERGY PLC

(the “Company”)

(Incorporated in the Isle of Man with registered number 006969V)

NOTICE IS HEREBY GIVEN that a general meeting (the “GM”) of the members of the Company will be held at 11.00 a.m. on 9 September 2024 at the offices of RWK Goodman LLP, 69 Carter Lane, London EC4V 5EQ for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

THAT, for the purposes of Rule 15 of the AIM Rules for Companies issued by London Stock Exchange plc, the entry of Greenfield Energy, LLC (a wholly-owned subsidiary of the Company) (“Greenfield”) into the proposed Redemption Agreement (as defined and described in the circular sent to shareholders on 23 August 2024 (the “Circular”)) and the associated redemption (the “Redemption”) by Tar Sands Holdings II, LLC of all of Greenfield’s 10 per cent. membership interest in Tar Sands Holdings II, LLC under the terms of the Redemption Agreement be and is hereby approved and the directors of the Company be authorised to take all steps necessary or desirable to complete such Redemption.

By Order of the Board

Abacus Trust Company Limited

Company Secretary

Registered office: First Floor, Sixty Circular Road, Douglas, Isle of Man IM1 1AE

Date: 23 August 2024

Notes:

1. A member of the Company entitled to attend and vote at the meeting may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company. Completion and return of the enclosed proxy form will not prevent a member from attending and voting in person should they subsequently wish to do so.
2. A Form of Proxy is enclosed which, to be valid, must be completed, signed and delivered, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of such authority) to the Company’s registrars at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY not less than 48 hours before the time appointed for the meeting or any adjourned meeting.
3. Pursuant to regulation 22 of the Uncertificated Securities Regulations 2006 of the Isle of Man only those shareholders registered in the Company’s register of members 48 hours prior to the time appointed for the meeting or any adjourned meeting shall be entitled to vote at the GM. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the GM.
4. Shareholders are encouraged to appoint the Chairman of the GM to act as their proxy and vote in respect of their shares.

