

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in Central Asia Metals plc, please forward this document and the accompanying form of proxy to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

CENTRAL ASIA METALS PLC

Annual General Meeting 2023

To be held at

UK Flour Millers, 21 Arlington Street, London, SW1A 1RN

at 9.30 a.m. on 18 May 2023



CENTRAL ASIA METALS PLC

(the "Company")

Masters House, 107 Hammersmith Road, London W14 0QH Tel: +44 (0) 20 7603 1515 Fax: +44 (0) 20 7603 8448

20 April 2023

Dear Shareholder,

ANNUAL GENERAL MEETING ('AGM') 2023

I am pleased to advise that the Company's Annual General Meeting ("AGM") will be held at UK Flour Millers, 21 Arlington Street, London, SW1A 1RN on 18 May 2023 at 9.30 a.m. All shareholders are welcome to attend and are asked to arrive at the venue no later than 9.15 a.m. There will be a presentation and the opportunity for shareholders to speak with Directors in the venue at the meeting.

Relevant questions from shareholders regarding the formal business of the AGM can be raised in advance of the AGM by email to cosec@centralasiametals.com and in so far as relevant to the business of the AGM will be responded to by email and taken into account as appropriate at the AGM itself. Voting at the AGM will be carried out by way of a poll so that the votes cast in advance by all shareholders appointing the Chairman of the Meeting as their proxy can be taken into account.

The Board recognises that the AGM is an important event for shareholders in the corporate calendar and is committed to ensuring that shareholders can exercise their right to vote and ask questions in connection with this meeting.

In addition, the proceedings of this year's AGM will be broadcast via the Investor Meet Company platform. Shareholders wishing to watch the proceedings of the AGM may register to do so at:

www.investormeetcompany.com/central-asia-metals-plc/register-investor.

The broadcast of the AGM will not be interactive and shareholders watching the meeting on this will not be able to participate in the proceedings of the meeting (please also see below regarding the subsequent management presentation). Accordingly, shareholders intending to view the AGM via the Investor Meet Company platform are strongly advised to submit proxy votes and to submit any questions in connection with the AGM itself in advance of the meeting as set out above. As is usual, the results of the AGM will be announced as soon as practical after it has taken place.

Immediately following the formal proceedings of AGM, a management presentation on the Group and its business will also broadcast via the Investor Meet Company Platform. Questions which shareholders and others would like considered in connection with this presentation can be submitted through the Investor Meet Company platform either before or during the presentation.

Investors who already follow Central Asia Metals plc on the Investor Meet Company platform should automatically receive an invitation via the platform.

Shareholders are also welcome to contact our Director of Corporate Development, Louise Wrathall, who will endeavour to answer general Company questions not related to the AGM, by email at louise.wrathall@centralasiametals.com or by telephone +44 (0) 207 898 9001.

ACTION TO BE TAKEN

Shareholders wishing to vote on any of the matters of business at the AGM are encouraged to submit their votes as soon as possible in advance of the meeting and in any case by 9.30 a.m. on 16 May 2023 through the proxy and electronic voting facilities.

Shareholders may also wish to:

1. Submit any questions in connection with the formal business of the AGM in advance to cosec@centralasiametals.com.
2. View the full year 2022 results webinar at <https://www.centralasiametals.com/media/> (by clicking the relevant link and registering to access this).
3. Register to watch the proceedings of the AGM and subsequent management presentation via the Investor Meet Company platform at www.investormeetcompany.com/central-asia-metals-plc/register-investor.

SHAREHOLDER VOTING:

A proxy form for use by shareholders in connection with the AGM has been posted to all shareholders named on the share register. Shareholders wishing to vote are requested to complete and return the form in accordance with its instructions so that it arrives no later than 9.30 a.m. on 16 May 2023. Shareholders can also use the online voting and proxy appointment facility as detailed below.

The Electronic Proxy Appointment and online voting facility enables shareholders who have signed up for e-communications to lodge their proxy appointment and vote by electronic means through the Registrar's website at www.investorcentre.co.uk/eproxy where full details of the procedure are given. Shareholders who have not yet registered for electronic communications can do so at www.investorcentre.co.uk/ecomms.

Members will need the control number, shareholder reference number ('SRN') and PIN set out in the form of proxy. A form of proxy lodged electronically will be invalid unless it is lodged at the electronic address specified no later than 9.30 a.m. on 16 May 2023, or, in the case of an adjourned meeting, subject to note 11 to the notice of Meeting, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting.

Electronic communication facilities are available to all shareholders and those who use them will not be disadvantaged. The Company will not accept any communication that is found to contain a computer virus.

The formal notice of Meeting commences on page 5 and sets out the business to be transacted. An explanation of each of the resolutions set out in the notice of Meeting is included on pages 3 to 4.

RECOMMENDATION

Your Directors consider each of the resolutions set out in the notice of Meeting to be in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors recommend that you vote in favour of such resolutions, as they intend to do in respect of their own beneficial shareholdings. In making this recommendation, each Director abstains in relation to any resolution in which he or she has a personal interest.

Yours sincerely



NICK CLARKE
NON-EXECUTIVE CHAIRMAN

EXPLANATORY NOTES

RESOLUTION 1: TO RECEIVE AND ADOPT THE ANNUAL REPORT AND ACCOUNTS

The Directors of the Company are required to lay the Annual report and Accounts before the shareholders each year at the AGM. Resolution 1 is an ordinary resolution to receive and adopt the Company's Annual report and Accounts for the financial year ended 31 December 2022.

RESOLUTION 2: TO DECLARE A FINAL DIVIDEND

The Board has recommended that a final dividend for the year ended 31 December 2022 of 10 pence per share be declared payable on 23 May 2023 to shareholders whose names appear on the register of members of the Company at the close of business on 28 April 2023. An interim dividend of 10 pence per share was paid on 21 October 2022, making a total dividend for the year of 20 pence per share.

RESOLUTIONS 3-7: RE-APPOINTMENT OF DIRECTORS

The Company's Articles of Association require that at every AGM any Director who shall have been a Director at each of the preceding two AGMs, retire from office and, if appropriate, seek re-appointment. This year, Nick Clarke, Nigel Robinson, Gavin Ferrar and Gillian Davidson retire and resolutions 3,4,5 and 6 are for their re-appointment.

In addition, any Director appointed by the Board since the last AGM retires, and, if appropriate, seeks re-appointment. Louise Wrathall was appointed as a Director by the Board since last year's AGM and ordinary resolution 7 is for her re-appointment.

Biographical details of all the Directors appear on pages 71 and 72 of the Annual report and Accounts for the financial year ended 31 December 2022. The Directors' biographies can also be found on the Company's website at www.centralasiametals.com/about-us/directors/.

RESOLUTION 8: RE-APPOINTMENT OF AUDITORS

The Company's Auditors are required to be re-appointed at every AGM. Resolution 8 is an ordinary resolution to approve the re-appointment of BDO LLP as Auditors.

RESOLUTION 9: AUDITORS' REMUNERATION

This resolution is to authorise the Directors, as is customary, to negotiate and agree the remuneration of the Auditors of the Company. In practice, the Audit Committee will consider and approve the audit fees on behalf of the Directors.

RESOLUTION 10: ALLOTMENT OF RELEVANT SECURITIES

Your Directors may allot shares and grant rights to subscribe for, or convert any security into, shares only if authorised to do so by shareholders. The authority granted at the last AGM is due to expire at this year's AGM. Accordingly, resolution 10 will be proposed as an ordinary resolution to grant new authorities to allot shares and grant rights to subscribe for, or convert any security into, shares. If given, these authorities will expire at the conclusion of the AGM in 2024 or on 30 June 2024, whichever is the earlier.

In accordance with the latest institutional guidelines issued by The Investment Association, the authority under paragraph (a) allows the Directors to allot ordinary shares of US\$0.01 each up to an aggregate nominal amount of US\$605,422 representing approximately one third (33.33 per cent.) of the Company's existing issued share capital (excluding treasury shares) as at 13 April 2023, and the authority under paragraph (b) will allow the Directors to allot ordinary shares of US\$0.01 each in connection with a rights issue, open offer or other pre-emptive offer to ordinary shareholders up to an aggregate nominal amount of US\$605,422 representing approximately one third (33.33 per cent.) of the Company's existing issued share capital (excluding treasury shares) as at 13 April 2023.

It is customary for a UK quoted company to maintain such an authority irrespective of any intention to exercise it. The Directors confirm that they do not currently have any intention to exercise this authority. If they do exercise the authority, the Directors will have due regard to institutional shareholder guidelines regarding its use.

RESOLUTIONS 11 AND 12: DISAPPLICATION OF PRE-EMPTION RIGHTS

Your Directors also require authority from shareholders to allot equity securities or sell treasury shares for cash and otherwise than to existing shareholders pro rata to their holdings. The authority granted at the last AGM is due to expire at this year's AGM.

In line with institutional shareholder guidance, in particular with the Pre-Emption Group's Statement of Principles, as updated in November 2022 (the 'Statement of Principles'), Resolutions 11 and 12 will be proposed as two separate special resolutions to grant such authority.

Resolution 11 allows the Directors to issue up to 18,162,661 ordinary shares of US\$0.01 each for cash without having first to offer the shares to existing shareholders. This number represents approximately 10% of the Company's existing issued share capital (excluding treasury shares) as at 13 April 2023 (the latest practicable date prior to publication of this Notice of Meeting) and is in line with the Statement of Principles.

In exercising this power, the Directors intend to adhere to the provisions in the Statement of Principles and not to allot shares for cash on a non pre-emptive basis pursuant to the authority in Resolution 11 in excess of an amount equal to 10% of the issued share capital of the Company (excluding treasury shares) with a further 2% to be used only for the purposes of a follow-on offer (a "follow-on offer" having the meaning given to it in the Statement of Principles).

Resolution 12 will give the Company authority to allot up to an additional 18,162,661 ordinary shares of US\$0.01 each for cash without having first to offer the shares to existing shareholders. This number represents approximately 10% of the issued share capital of the Company (excluding treasury shares) as at 13 April 2023 (the latest practicable date prior to publication of this Notice of Meeting).

The Directors confirm, in accordance with the Statement of Principles, that to the extent that the authority in Resolution 12 is used for an issue of ordinary shares in excess of an amount equal to 10% of the issued share capital of the Company (excluding treasury shares), with up to a further 2% to be used for the purposes of a follow-on offer, it is intended that it will only be used in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding twelve-month period and is disclosed in the announcement of the allotment.

Furthermore, if this authority is exercised, the Company will publish in the next Annual Report and Accounts:

- The actual level of discount achieved;
- The net proceeds raised;
- How those net proceeds were used; and
- The percentage increase in issued share capital due to non-pre-emptive issuance for cash over the three-year period preceding the issue.

If granted, the authorities contained in resolutions 11 and 12 will expire at the conclusion of the AGM in 2024, (or, if earlier, at the close of business on 30 June 2024) unless previously renewed, varied or revoked by the Company in general meeting.

It is customary for a UK quoted company to maintain such an authority irrespective of any intention to exercise it. The Directors confirm that they do not currently have any intention to exercise this authority.

RESOLUTION 13: AUTHORITY FOR THE COMPANY TO BUY BACK SHARES

This resolution will give the Company authority to purchase its own shares in the market up to a limit of approximately 10 per cent of its issued share capital (excluding treasury shares) at 13 April 2023, the latest practicable date prior to the publication of the notice of Meeting. The maximum and minimum prices are stated in the resolution. Whilst they do not currently have any intention to utilise this authority your Directors believe that it is advantageous for the Company to have this flexibility to make market purchases of its own shares.

Your Directors will exercise this authority only if they are satisfied that a purchase would result in an increase in expected earnings per share and would be in the interests of shareholders generally.

In the event that shares are purchased, they would either be cancelled (and the number of shares in issue would be reduced accordingly) or, in accordance with the Companies Act 2006, be retained as treasury shares. The Company may consider holding repurchased shares pursuant to the authority conferred by this resolution as treasury shares. This gives the Company the ability to transfer treasury shares quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base. Any issues of treasury shares for the purposes of the Company's employee share schemes will be made within the 10 per cent. anti-dilution limit set by The Investment Association.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Central Asia Metals plc (the “Company”) will be held at UK Flour Millers, 21 Arlington Street, London, SW1A 1RN on 18 May 2023 at 9.30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions. It is intended to propose resolutions 1 to 10 (inclusive) as ordinary resolutions and resolutions 11 to 13 (inclusive) as special resolutions.

To consider and, if thought fit, to approve the following ordinary resolutions numbered 1 to 10:

1. To receive and adopt the Annual report and Accounts of the Company for the period ended 31 December 2022, together with the report of the Auditors thereon.
2. That the final dividend for the year ended 31 December 2022 of 10 pence per share be declared payable on 23 May 2023 to shareholders whose names appear on the register of members of the Company at the close of business on 28 April 2023.
3. To re-appoint Nick Clarke as a Director of the Company.
4. To re-appoint Nigel Robinson as a Director of the Company.
5. To re-appoint Gavin Ferrar as a Director of the Company.
6. To re-appoint Gillian Davidson as a Director of the Company.
7. To re-appoint Louise Wrathall as a Director of the Company.
8. To re-appoint BDO LLP as Auditors of the Company.
9. To authorise the Directors to fix the remuneration of the Auditors of the Company.
10. That in substitution for all existing and previously unexercised authorities, the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the “Act”), to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal amount of US\$1,210,844, comprising:
 - (a) Up to an aggregate nominal amount equal to US\$605,422; and
 - (b) Equity securities (as defined in Section 560(1) of the Act) up to a further aggregate nominal amount equal to US\$605,422 in connection with or pursuant to an offer by way of a rights issue,
 such authority to expire on 30 June 2024 or, if earlier, at the conclusion of the Company’s annual general meeting to be held in 2024 (save that the Company may before such expiry make any offer or agreement which would or might require shares in the Company to be allotted or rights to subscribe for or to convert any securities into shares in the Company to be granted, after such expiry and the Directors may allot shares in the Company, or grant rights to subscribe for or to convert any security into shares in the Company, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired).

For the purposes of this resolution 10 “rights issue” means an offer to:

 - (i) holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities),
 to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, including an offer to which the Directors may impose any limits or restrictions or make other arrangements as they may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever.

To consider and, if thought fit, to approve the following special resolutions numbered 11 to 13:

11. That, in substitution for all existing and previously unexercised authorities, and if resolution 10 is passed, the Directors be authorised to allot equity securities (as defined in section 560(1) of the Act) of the Company for cash pursuant to the authorisation conferred by that resolution and/or to sell ordinary shares (as defined in sections 560(1) and 560(3) of the Act) held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority be limited to:

(a) the allotment of equity securities, and/or sale of treasury shares for cash in connection with or pursuant to an offer of or invitation to acquire equity securities in favour of holders of ordinary shares (but in the case of the authorisation granted under resolution 10(b) by way of a rights issue only):

(i) to holders of ordinary shares in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale; and

(ii) to holders any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities),

and so that the Directors may impose any limits or restrictions or make other arrangements as they may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of any territory or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and

(b) to the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) of this resolution), up to an aggregate nominal amount of US\$181,626; and

(c) to the allotment of equity securities pursuant to the authority granted by Resolution 10(a) and/or sale of treasury shares (otherwise than under paragraph 11(a) or (b) above up to an aggregate nominal amount of US\$36,325 equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 11(b) above, such authority be used for only the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire on 30 June 2024 or, if earlier, at the conclusion of the Company's annual general meeting to be held in 2024 (save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired). For the purpose of this resolution 11, "rights issue" has the same meaning as in resolution 10 above.

12. That, if resolution 10 is passed, the Directors be authorised, in addition to any authority granted under resolution 11, to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by resolution 10 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:

(a) the allotment of equity securities and/or sale of treasury shares up to an aggregate nominal amount of US\$181,626, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and

(b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 12(a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 12(a) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire on 30 June 2024 or, if earlier, at the conclusion of the Company's annual general meeting to be held in 2024 (save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the authority conferred hereby had not expired).

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

13. That the Company is generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of any of the ordinary shares in the capital of the Company on such terms and in such manner as the Directors may from time to time determine, such shares to be either held as treasury shares or cancelled as the Directors may determine provided that:
- (a) the maximum number of ordinary shares which may be purchased is 18,162,661 ordinary shares of US\$0.01 each;
 - (b) the minimum price that may be paid for each ordinary share is the nominal amount of such share which amount shall be exclusive of expenses, if any;
 - (c) the maximum price (exclusive of expenses) that may be paid for each ordinary share is an amount equal to the higher of: (i) 105 per cent. of the average of the middle market quotations for the ordinary shares of the Company (as derived from the AIM Appendix to the Daily Official List of London Stock Exchange plc) for the five business days immediately preceding the day on which such share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange as stipulated by the Commission-adopted regulatory Technical Standards pursuant to article 5(6) of the Market Abuse Regulation;
 - (d) the Company may, before this authority expires, make a contract to purchase ordinary shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired; and
 - (e) unless previously renewed, revoked or varied, this authority shall expire on 30 June 2024, or if earlier, at the conclusion of the next annual general meeting of the Company to be held in 2024.

BY ORDER OF THE BOARD

TONY HUNTER
SECRETARY
20 April 2023

REGISTERED OFFICE:
Masters House
107 Hammersmith Road
London W14 0QH

Registered in England & Wales,
No. 5559627

NOTES

1. A member entitled to attend and vote at the AGM is entitled to appoint a proxy (who need not be a member of the Company) to attend, speak and vote instead of him/her.
2. A form of proxy has been sent to registered shareholders and instructions for completion are shown on the form. In order to be valid, the form of proxy and any power of attorney, or notarially certified copy thereof, under which it is executed, must be received by the Company no later than 9.30 a.m. on 16 May 2023, having been returned:
 - (i) electronically at www.investorcentre.co.uk/eproxy for further details see note 3.
 - (ii) in hard copy form by post or by courier to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY.
 - (iii) in the case of CREST members by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 8.

We encourage you, where possible, to submit your Form of Proxy electronically in the event that there are delays in or suspension of the postal service.

Shareholders viewing the meeting via the Investor Meet Company platform are advised to submit proxy votes in advance of the meeting as set out above as it will not be possible to submit votes online during the meeting.

3. Members may register their proxy appointments or vote electronically via the website at www.investorcentre.co.uk/eproxy where full details of the procedure are given. Shareholders who have not yet registered for electronic communications can do so at <http://www.investorcentre.co.uk/ecomms>.

Members will need the control number, shareholder reference number ('SRN') and PIN set out in the form of proxy. A form of proxy lodged electronically will be invalid unless it is lodged at the electronic address specified no later than 9.30 a.m. on 16 May 2023, or, in the case of an adjourned meeting, subject to note 11 below, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting.

Electronic communication facilities are available to all shareholders and those who use them will not be disadvantaged. The Company will not accept any communication that is found to contain a computer virus.

4. Any person to whom this notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have the right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise such right, he/she may, under such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
5. The statement of the rights of members in relation to the appointment of proxies in paragraph 1 above does not apply to Nominated Persons. The rights described in this paragraph can only be exercised by shareholders of the Company.
6. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
7. The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company as at 6.30pm on 16 May 2023 shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time. Subsequent changes to entries on the register of members shall be disregarded in determining the rights of any person to attend or vote at the AGM.
8. CREST members who wish to appoint a proxy or proxies can do so by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual, which can be viewed at www.euroclear.com/CREST. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action.
9. In order for a proxy appointment 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's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

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.

NOTES CONTINUED

10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. If the AGM is adjourned to a time not more than 48 hours after the specified time applicable to the original AGM, the time referred to in note 7 will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes they may cast) at the adjourned AGM. If, however, the AGM is adjourned for a longer period, then to be so entitled members must be entered on the Company's register of members at a time which is 48 hours (excluding non-working days) before the time fixed for the adjourned AGM or, if the Company gives notice of the adjourned AGM, at the time specified in that notice.
12. You may not use any electronic address (within the meaning of section 333(4) of the Act) provided in this notice (or in any related documents including the proxy form) to communicate with the Company for any purposes other than those expressly stated.
13. As at 13 April 2023 (being the last practicable date prior to the publication of this notice) the Company's issued share capital comprises 182,098,266 ordinary shares of US\$0.01 each, including 471,647 shares in Treasury, each such share carrying one vote (other than the ordinary shares held in Treasury) Accordingly, the total voting rights in the Company as at 13 April 2023 are 181,626,619.

