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If you have sold or otherwise transferred all of your Ordinary Shares, please send this document and the accompanying proxy form as soon as possible to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred some (but not all) of your Ordinary Shares, please retain these documents and consult the stockbroker or other agent through whom the sale or transfer was effected.

This document should be read in its entirety. Your attention is drawn to the letter from the Chairman in this document, recommending you vote in favour of the resolution to be proposed at the General Meeting.



Amur Minerals Corporation

(Incorporated and registered in the British Virgin Islands with registered number 1010359)

Proposed disposal of AO «Kun-Manie»

and

Notice of General Meeting

Notice convening a General Meeting of Shareholders to be held at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London EC4R 3TT, UK on 25 May 2022 at 10:00 a.m. is set out at the end of this document. A Form of Proxy for holders of Ordinary Shares for use at the General Meeting accompanies this document and, to be valid, must be completed and returned to Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

As an alternative to completing the hard copy Form of Proxy, you can appoint a proxy electronically online at www.signalshares.com and by completing the authentication requirements as set out on the Form of Proxy. For an electronic proxy appointment to be valid, your appointment must be received by the Company's registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL as soon as possible but in any event no later than 10.00 a.m. on 23 May 2022. Shareholders who hold their shares in uncertificated form may use the CREST electronic proxy appointment service. In order for a proxy appointment made using the CREST service to be valid, the appropriate CREST message must be properly authenticated and 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 Company's registrars, Link Group (ID RA10), by no later than 10 a.m. on 23 May 2022.

A Form of Direction for holders of Depositary Interests for use at the General Meeting of Shareholders accompanies this document and, to be valid, must be completed and returned to Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL as soon as possible but in any event to be received not later than 10.00 a.m. on 20 May 2022.

The return of one or more completed Forms of Proxy or Forms of Instruction will not prevent you from attending the General Meeting and voting in person if you wish to do so (and are so entitled).

A summary of the action to be taken by Shareholders of the Company is set out in the Notice of Meeting at the end of this document. Copies of this document will be available free of charge from the Company's registered office during normal business hours on each day (excluding Saturday, Sunday and public holidays) from the date hereof until the date of the General Meeting. Copies will also be available from the Company's website at www.amurminerals.com.

DEFINITIONS

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

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| "AIM" | the AIM Market of London Stock Exchange plc |
| "AIM Rules" | the AIM Rules for Companies published by London Stock Exchange plc from time to time |
| "Board" or "Directors" | the directors of the Company whose names are set out on page 5 of this document |
| "BST" | British Summer Time |
| "Business Day" | means any day other than a Saturday, Sunday or public holiday in the City of London |
| "Buyer" | Stanmix Holding Limited, a company incorporated in Cyprus under registration number 130354 and having its registered office at Themistokli Dervi, 5 Elenion Building, 2nd Floor, 1066, Nicosia, Cyprus |
| "Company" or "Amur" | Amur Minerals Corporation, a company registered in the British Virgin Islands with registered number 1010359 and having its registered office at Kingston Chambers, P.O. Box 173, Road Town, Tortola, British Virgin Islands |
| "Completion" | completion of the Disposal in accordance with the terms of the SPA |
| "CREST" | the computerised settlement system operated by Euroclear which facilitates the transfer of title to shares in uncertificated form |
| "CREST Manual" | the document of that name issued by Euroclear |
| "CREST Voting Instruction" | a message by or on behalf of Depositary Interest holders in connection with the General Meeting transmitted through CREST properly authenticated in accordance with Euroclear's specifications and containing the information required for such instructions in the CREST Manual |
| "Depositary Interests" | the depositary interests representing Ordinary Shares |
| "Disclosure and Transparency Rules" | the disclosure rules and transparency rules made by the FCA under Part 6 of the Financial Services and Markets Act 2000 (as amended) |
| "Disposal" | the proposed disposal by Irosta of Kun-Manie |
| "Euroclear" | Euroclear UK & International Limited, the operator of CREST |
| "Form of Direction" | the form of direction for use by Depositary Interest holders in |

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| | connection with the General Meeting |
| "Form of Proxy" | the form of proxy enclosed with this document for use by holders of Ordinary Shares in connection with the General Meeting |
| "General Meeting" | the general meeting of Shareholders to be held at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London EC4R 3TT, UK at 10:00 on 25 May 2022, notice of which is set out at the end of this document |
| "Group" | the Company and its subsidiaries |
| "Irosta" | the wholly-owned subsidiary of Amur, Irosta Trading Limited, a company incorporated in Cyprus under registration number HE 141841 and having its registered office at Pikiony 4, P.C. 3075, Limassol, Republic of Cyprus |
| "Kun-Manie" | the indirectly-owned subsidiary of Amur, AO «Kun-Manie», a legal entity incorporated in the Russian Federation with main state registration number (OGRN) 1032700313678, registered at: 675004, Amur Region, city of Blagoveshensk, Ostrovskogo str. 38, apartment 210, Russian Federation |
| "Medea Natural Resources" or "MNR" | Medea Natural Resources Limited, independent valuer of the Project |
| "Notice" | the notice of General Meeting found at the end of this document |
| "Ordinary Shares" | the ordinary shares of no par value in the capital of the Company |
| "Project" | the Company's Kun-Manie nickel and copper project located in Amur Province, Russia |
| "Resolution" | the resolution to be proposed to the Company's members at the General Meeting to approve the Disposal |
| "Shareholders" | holders of Ordinary Shares and, where the context requires, Depository Interests |
| "SPA" | the share purchase agreement entered into on 6 May 2022 between Irosta, Amur and the Buyer for the sale and purchase of the entire issued share capital of Kun-Manie |
| "USD" or "US\$" | US dollars |

LETTER FROM THE NON-EXECUTIVE CHAIRMAN

Amur Minerals Corporation

(Incorporated and registered in the British Virgin Islands with registered number 1010359)

Directors:

Robert Schafer *(Non-executive Chairman)*
Robin Young *(Chief executive Officer)*
Paul Gazzard *(Non-executive Director)*
Tom Bowens *(Non-executive Director)*

Registered Office:

Kingston Chambers
P.O. Box 173
Road Town
Tortola
British Virgin Islands

9 May 2022

Dear Shareholder,

Proposed disposal of AO «Kun-Manie»

and

Notice of General Meeting

Introduction

The Company announced earlier today that it had entered into the SPA pursuant to which it has agreed to sell its indirect subsidiary Kun-Manie for an aggregate consideration payable in cash of US\$ 75 million and a further consideration of US\$ 30 million for assignment to the Buyer of the benefit of all loans owed by Kun-Manie to Amur, which shall be payable in 10 annual instalments of US\$ 3 million commencing on the anniversary of the date of Completion in 2027.

Kun-Manie is the only trading member of the Group, accounting for all of the Company's revenues in the year ended 31 December 2020. Consequently, the Disposal constitutes a fundamental change of business under Rule 15 of the AIM Rules and is therefore conditional on the approval of Shareholders, amongst other matters. Accordingly, the necessary resolution will be put to Shareholders during a general meeting of the Company convened for 10:00 a.m. on 25 May 2022, notice of which is set out at the end of this document.

The principal purpose of this document is to set out the background to, reasons for, and details of, the Disposal, to explain why the Directors consider that it is in the best interests of the Company and its Shareholders as a whole and to recommend that you vote in favour of the Resolution.

Enclosed with this circular is a Form of Proxy for use by Shareholders and a Form of Direction for use by Depositary Interest holders. Holders of Depositary Interests in CREST will also be able to transmit voting instructions within CREST. Information on the completion and return of Forms of Proxy, Forms of Direction and CREST Voting Instructions are set out below and in the notes to the Notice.

Principal terms of the Disposal

The Company entered into the SPA on 6 May 2022 pursuant to which it has agreed to sell its indirect subsidiary Kun-Manie.

The consideration for the Disposal is:

- US\$ 15 million which shall be paid by the Buyer to Amur on Completion;
- US\$ 10 Million which shall be paid by the Buyer to Amur within 12 months of the date of the SPA; and
- US\$ 50 Million which shall be paid by the Buyer to Amur within 48 months of the date of the SPA.

In addition, Amur has agreed to assign to the Buyer the benefit of all loans owed by Kun-Manie to Amur in consideration for US\$ 30 million payable in 10 annual instalments of US\$ 3 million commencing on the anniversary of the date of Completion in 2027.

The Disposal is conditional on the following matters (each, a “**Condition**”) taking place within 60 days of the signing of the SPA:

- the consent of the Federal Antimonopoly Service of Russia or its relevant territorial department to the Disposal being granted and such consent not being conditional upon any further actions or omissions by any of the parties to the SPA;
- the approval under the Presidential Decree No. 81 dated 1 March 2022 having been granted on the terms required by applicable law, and not having been subsequently revoked, and such approval not being conditional upon any further actions or omissions by any party; and
- the dispatch of this document and the passing of the Resolution.

The SPA includes customary warranties from Amur and Irosta in favour of the Buyer together with indemnities in respect of loss relating to title to the shares of Kun-Manie, any undisclosed payments made or agreed to be made by Kun-Manie exceeding US\$1,000,000 and any tax liability arising as a result of any breach by Kun-Manie of any tax related laws.

The SPA imposes various obligations on Amur and Irosta in respect of the conduct of Kun-Manie's business in the period between signing the SPA and completion of the Disposal.

The SPA may be terminated in the period between signing the SPA and Completion of the Disposal:

- if any event, circumstance or condition has occurred which is reasonably likely to prevent a Condition from being satisfied;
- if completion of the Disposal has been deferred once and Buyer or Irosta or Amur do not comply in any material respect with their obligations on Completion;
- if the Seller is in material breach of certain of its obligations in respect of the conduct of Kun-Manie's business; or
- if the Seller is in breach of any of the fundamental warranties as defined in the SPA, which includes the warranties in respect of Kun-Manie's shares and its mining licence; or
- in the case of occurrence of an event that is reasonably likely to have a material adverse effect on the assets, liabilities, business, condition or operations of Kun-Manie but excluding for these purposes any worsening of the conflict in Ukraine.

In support of the obligations of the Buyer under the SPA, Vladislav Sviblov has entered into a guarantee whereby he has agreed to guarantee all payments which the Buyer is obliged to make under the SPA following the initial payment of US\$ 15 million on Completion. Once Kun-Manie enters production Mr Sviblov may assign to Kun-Manie (or any party that at that time holds its mining licence) his obligations under this guarantee solely in respect of the US\$ 30 million payable in respect of loans.

The Buyer is Stanmix Holding Limited a Cyprus incorporated company controlled by Vladislav Sviblov. Vladislav Sviblov is a Russian entrepreneur, top-manager, investor, and main shareholder of some major mining and industrial assets, including Highland Gold, one of the largest gold miners in Russia with world-class assets located in Zabaikalsky and Khabarovsky region, Chukotka, Kamchatka, and Central Asia, and Ozernaya Mining Company developing mining polymetallic deposits in Buryatia, including Ozernoe zinc-lead deposit, and ECOPOLIS Corporation, a Russian market leader in recycling and utilisation of electronics.

Highland Gold was acquired by Vladislav Sviblov in summer of 2020, and 100% of its shares were consolidated by the end of 2020. During 2021 being under Vladislav management Highland Gold merged other mining assets owned by Vladislav, including Vostok Gold group of companies, which unites a cluster of gold mining assets in Zabaikalsky region, and completed two more major M&A transactions, namely acquisition of Trans-Siberian Gold in Kamchatka, and the assets of Zoloto Kamchatki group. In April 2022, Highland Gold Mining entered into a definitive agreement to acquire the Russian assets of New York Stock Exchange-listed Kinross Gold Corporation.

By the end of 2021 and in advance of its ongoing acquisition of Kinross Golds Russian properties, Highland Gold became the TOP-3 largest gold producer in Russia, having extracted 18.3 tons of gold. Vladislav is currently developing his assets including Highland Gold and Ozernaya Mining Company as CEO of a management company.

Evaluation of the Disposal Price

The Disposal price of US\$ 105 million represents a premium of 220% (1.25 USD / GBP) to the market capitalisation of the Company based on the closing price per Ordinary Share on 5 May 2022 (1.91p), (being the last practicable date prior to printing of this circular).

The Disposal price also represents a 330% premium to the current book value of Kun-Manie of US\$ 24.4 million as at 30 June 2021 in Amur's interim financials.

In assessing the terms of the Disposal, the Directors commissioned an independent valuation report by Medea Natural Resources on the Kun-Manie project in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum on the Valuation of Mineral Properties ("CIMVAL") Code for the Valuation of Mineral Properties. Applying the principles of the CIMVAL Code, MNR has used various valuation methods to determine the value for the Project. The report looked at valuations of listed companies including resource multiples and also prices paid for comparable assets.

When assessing listed comparables, MNR looked at the value of nickel in resources vs enterprise value, and also the Enterprise Value ("EV") to Net Present Value ("NPV") if the company in question has published the results of a technical study (Preliminary Economic Assessment, Preliminary Feasibility Study, Feasibility Study) where NPVs have been reported. When looking at M&A transactions, however, in order to get a reasonable number of comparables in the data set, it was necessary to look at nickel, copper and zinc acquisitions, and therefore resources have been estimated on a nickel equivalent basis, which has been estimated using long term consensus pricing and assumes 100% relative payabilities and recoveries. The current Mineral Resource estimates for Kun-Manie have also been valued by MNR.

Based on a combination of the valuation methodologies, MNR's valuation range for the Kun-Manie project is between US\$ 106 million and US\$ 131 million, with a preferred mid-point valuation of US\$ 118 million. The report was dated 4 February 2022.

This compares to the total consideration for the Disposal of US\$ 105 million, which comprises US\$ 75 million in cash, payable in three payments of US\$ 15 million on completion, US\$ 10 million within one year from the date of the SPA and US\$ 50 million within four years of the date of the SPA. In addition, US\$ 30 million is to be paid in respect of the assignment to the Buyer the benefit of all loans owed by Kun-Manie to Amur, over 10 years beginning on the 2027 anniversary of the date of Completion.

Based on MNR's analysis of the Project and given the current geopolitical situation between the Russian Federation and Ukraine, it has been concluded by the Directors that the US\$ 105 million transaction price represents a reasonable offer to acquire the Kun-Manie Project.

Reasons for the Disposal

The Directors believe that the Disposal is in the best interests of Shareholders for the following reasons:

- The Disposal price representing a significant premium to Shareholders compared to the market capitalisation of the Company, prior to the Company confirming that it was in talks to dispose of the Project.
- In order to move Kun-Manie into a development and production phase, significant further investment is required to be made by the Company including significant expenditure on infrastructure and access roads. There is no guarantee that Amur will be able to source and execute financing agreements to meet this required spend.
- Though at the low end of the range suggested by the independent valuation report on the Kun-Manie asset, being a preferred mid-point valuation of US\$ 118 million, the Directors consider the disposal price to be reasonable given the present geopolitical situation in the Ukraine.
- The Company will continue to be listed on AIM as a Rule 15 cash shell (subject to the restrictions noted under 'Future Strategy and Special Dividend') which may provide enhanced opportunities to create and deliver shareholder returns.
- The Company intends that a portion of each of the US\$ 10 million and US\$ 50 million payments will be distributed within 90 days of receipt of the individual payments as special dividends less expenses and any taxes related to the Disposal.

Future Strategy and Special Dividend

If the Disposal is approved by shareholders and completes in accordance to its terms, the Company will move forward as a cash shell in accordance with Rule 15 of the AIM Rules and retain cash balances of approximately US\$20,000,000 after paying certain expenses and any taxes relating to the Disposal.

Following receipt of the first deferred consideration payment of US\$ 10 million, to be paid within one year of the date of the SPA, the Company intends to pay a special dividend to shareholders of the Company at that time. A further special dividend may be paid to shareholders of the Company following receipt of the second deferred consideration payment of US\$ 50 million, within four years of the date of the SPA. The Directors will determine the size of the special dividend at the relevant time. The Company has received tax advice that the Disposal is unlikely to attract capital gains or withholding tax. The Board proposes that the record date and payment date for the distribution of profits shall be no later than 90 days following receipt of each deferred consideration payment.

The Directors intend to seek to acquire another company or business in exchange for the issue of Ordinary Shares in a single transaction (a "**reverse takeover**"), subject to Shareholder approval. In considering the Company's future strategy, the Board will seek to identify opportunities offering the potential to deliver value creation and returns to Shareholders over the medium to long-term in the form of capital and / or dividends.

The Company will be required to make an acquisition or acquisitions which constitute(s) a reverse takeover under AIM Rule 14 on or before the date falling six months from the completion of the Disposal, or be re-admitted to trading on AIM as an investing company under AIM Rule 8. Failing that, the Company's Ordinary Shares would then be suspended from trading on AIM pursuant to AIM Rule 40. If the Company's shares remain suspended for six months, admission of the Company's shares will be cancelled.

Pursuant to Rule 14 of the AIM Rules, a reverse takeover transaction would require the publication of an admission document in respect of the proposed enlarged entity and would be conditional upon the consent of Shareholders being given at a general meeting.

Market conditions may have a negative impact on the Company's ability to make an acquisition or acquisitions which would constitute a reverse takeover under AIM Rule 14. There is no guarantee that the Company will be successful in meeting the AIM Rule 14 deadline as described above.

General Meeting

You will find at the end of this document the Notice convening the General Meeting to consider and, if thought appropriate, pass the Resolution to approve the Disposal.

The Resolution will be proposed as an ordinary resolution. For an ordinary resolution to be passed, a majority of the votes cast must be in favour of the resolution.

Action to be taken in respect of the General Meeting

A Form of Proxy and a Form of Direction for use in connection with the General Meeting are enclosed with this document.

Whether or not you intend to be present at the General Meeting, shareholders are requested to complete, sign and return your Form of Proxy to Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, or via the CREST system, in each case as soon as possible and in any event not later than 10.00 a.m. (BST) on 23 May 2022, being 48 hours (not taking into account any part of a day which is not a working day in England & Wales) before the time appointed for holding the General Meeting.

Completion of a Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person if they so choose,

Proxies may be appointed by either:

- completing and returning the enclosed proxy form;
- appointing a proxy electronically online at www.signalshares.com; or
- using the CREST electronic proxy appointment service (for CREST members only).

If you hold your Ordinary Shares in uncertificated form in CREST, you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual. Further details are also set out in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by Link Group (CREST ID RA10) by no later than 10.00 a.m. (BST) on 23 May 2022 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

As an alternative to completing the hard copy Form of Proxy, you can appoint a proxy electronically online at www.signalshares.com and completing the authentication requirements as set out on the Form of Proxy. For an electronic proxy appointment to be valid, your appointment must be received by Link Group no later than 10.00 a.m. (BST) on 23 May 2022.

In either case, the notice of appointment of a proxy should reach the Company's registrars, Link Group of PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by no later than 10.00 a.m. (BST) on 23 May 2022. Please refer to the Notes to the Notice of General Meeting on page 12 and the enclosed proxy form for detailed instructions.

Holders of Depositary Interests are requested to complete, sign and return a Form of Direction appointing Link Market Services Trustees (Nominees) Limited (the “**Custodian**”) to vote the underlying Ordinary Shares on their behalf at the General Meeting to Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, as soon as possible but in any event no later than 10.00 a.m. (BST) on 20 May 2022. A holder of Depositary Interests has no right to attend and vote in relation to the underlying Ordinary Shares at the General Meeting and should therefore complete and return the Form of Direction so that the Custodian may vote on their behalf. However, if either a holder of Depositary Interests or their representative does wish to attend and/or vote at the General Meeting they should request a Letter of Representation from the Custodian in accordance with the instructions on the Form of Direction.

Holders of Depositary Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf.

In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a “**CREST Voting Instruction**”) must be properly authenticated in accordance with Euroclear’s specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST).

To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company’s agent (ID RA10) no later than 10.00 a.m. (BST) on 20 May 2022. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company’s agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST. Holders of Depositary Interests in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the Depositary Interest holder concerned to take (or, if the Depositary Interest holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, Depositary Interest holders 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.

Recommendation

The Directors consider that the terms of the Disposal are fair and reasonable insofar as Shareholders are concerned. Accordingly, the Directors believe that the Resolution to be proposed is in the best interests of the Company and its Shareholders as a whole. The Directors therefore unanimously recommend you to vote in favour of the Resolution to be proposed at the General Meeting, as they intend to do in respect of their own beneficial holdings, amounting to (in aggregate) 21,040,785 Ordinary Shares, representing 1.51% of the share capital of the Company at the date of this document.

Yours sincerely

Robert Schafer
Non-Executive Chairman

Amur Minerals Corporation

(Incorporated and registered in the British Virgin Islands with registered number 1010359)

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting ("GM") of Amur Minerals Corporation (the "**Company**") will be held at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom at 10.00 a.m. (BST) on 25 May 2022 to consider and, if thought fit, pass the proposed ordinary resolution set out below.

ORDINARY RESOLUTION

THAT the disposal (the "Disposal") by the Company's subsidiary, Irosta Trading Limited, of the entire issued share capital of AO «Kun-Manie» to Stanmix Holding Limited on the terms set out in the paragraph headed "Principal Terms of the Disposal" in the circular to shareholders of the Company 9 May 2022 (of which this notice forms part) and related documentation to be entered into pursuant to the Disposal, be and are hereby approved with such minor amendments as the Directors may approve, and the Directors or any duly authorised committee of the Directors be hereby authorised to take all steps necessary or desirable to complete the Disposal.

BY ORDER OF THE BOARD

Robin J Young

Secretary

Dated: 9 May 2022

Registered Office:
Kingston Chambers
P.O. Box 173
Road Town
Tortola
British Virgin Islands

Notes:

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, the enclosed Form of Proxy for the meeting convened by the above notice and any authority under which it is executed (or a notarially certified copy of such authority) must be deposited at the Company's registrars' office not less than 48 hours before the time for holding the meeting. Completion and return of the Form of Proxy will not preclude ordinary shareholders from attending and voting in person at the meeting. Completion and return of the Form of Proxy will not preclude ordinary shareholders from attending or voting at the meeting, if they so wish.
3. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members in order to have the right to attend and vote at the GM is close of business 6.00 p.m. BST on 20 May 2022 (being not more than 48 hours prior to the time fixed for the meeting) or, if the meeting is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned meeting. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the meeting.
4. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
5. In the case of a corporation this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised.
6. Depository Interest holders may attend in person and vote on a show of hands or on a poll if the Depository has appointed them a corporate representative. Depository Interest Holders not wishing to attend the GM but wishing to vote in respect of the resolution to be considered at the GM can do so by instructing the Depository. This may be done in one of two ways:

- (a) Depository Interest Holders who are CREST members may give such an instruction utilising the CREST electronic voting service in accordance with the procedures described in the CREST Manual. CREST personal Depository Holders or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for an instruction made by CREST to be valid, the appropriate CREST message ("a CREST proxy instruction") must be properly authenticated in accordance with Euroclear's requirements and must contain information required for such instructions, as described in the CREST Manual. The message, in order to be valid, must be transmitted so as to be received by the Depository's agent, ID RA10 by 10.00 a.m. BST on 20 May 2022. 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 Depository's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Depository may treat as invalid a CREST voting instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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 to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. Please refer to the CREST Manual for further guidance.

- (b) Depository Interest Holders who cannot give voting instructions via CREST should complete the enclosed Form of Direction and submit to the Depository. If the Depository Interest Holder is a corporation then the Form of Direction must be executed by a duly authorised person or under its common seal or in a manner

authorised by its constitution. To be valid Forms of Direction must be received by the Depository no later than 10.00 a.m. BST on 20 May 2022.