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If you have sold or otherwise transferred all of your ordinary shares of one penny each in the capital of the Company ("Ordinary Shares"), please send this document and any accompanying documents at once to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected, for onward delivery to the purchaser or transferee. However, these documents should not be forwarded or sent in, into or from the United States, Canada, Australia, New Zealand, Japan, the Republic of Ireland or South Africa or any other state or jurisdiction in which release, publication or distribution would be unlawful and therefore persons into whose possession this document and/or any accompanying documents come should inform themselves about and observe any applicable requirements. Any failure to comply with these restrictions may constitute a violation of the securities laws or regulations of any such jurisdiction. If you have sold or transferred only part of your holding of Ordinary Shares you should retain this document and any accompanying documents and contact the stockbroker, bank or other agent through or by whom the sale or transfer was effected immediately.

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## **AQUILA ENERGY EFFICIENCY TRUST PLC**

*(Incorporated in England and Wales, registered number 13324616)*

### **Notice of 2025 Annual General Meeting**

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Notice of the Annual General Meeting of the Company to be held at 2.00 p.m. on 28 May 2025 at the offices of CMS Cameron McKenna Nabarro Olswang LLP located at Cannon Place, 78 Cannon Street, London EC4N 6AF is set out at the end of this document. Whether or not you intend to be present at the Annual General Meeting you are urged to complete and return the Form of Proxy electronically, in accordance with the instructions set out in the notes to the Notice of Annual General Meeting, as soon as possible and in any event by no later than 2.00 p.m. on 23 May 2025.

The distribution of this document and/or any accompanying documents in jurisdictions other than the United Kingdom may be restricted by law and therefore persons who come into possession of this document and/or any accompanying documents should inform themselves and observe such restrictions. Shareholders who are in any doubt regarding such matters should consult an appropriate independent adviser in their relevant jurisdiction without delay.

Any failure to comply with such restrictions may constitute a violation of the securities laws or regulations of any such jurisdiction. The Notice of Annual General Meeting and the Form of Proxy will be submitted to the National Storage Mechanism and shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> and on the Company's website at <https://www.aquila-energy-efficiency-trust.com>.

**PART 1**  
**Letter from the Chair**  
**Aquila Energy Efficiency Trust plc**

*(Incorporated in England and Wales with registered number 13324616)*  
*(Registered as an investment company under section 833 of the Companies Act 2006)*

*Directors Registered Office*

Miriam Greenwood OBE DL  
Nicholas Bliss  
David Fletcher  
Janine Freeman

4th Floor  
140 Aldersgate Street  
London  
EC1A 4HY

28 April 2025

Dear Shareholder,

**Notice of Annual General Meeting**

**Introduction**

I am writing to you to give you notice for the Annual General Meeting (“AGM”) of the Company to be held at 2.00 p.m. on 28 May 2025. The Company launched in June 2021 and is a closed-ended UK investment trust whose Ordinary Shares are admitted to trading on the Premium List of the Main Market of the London Stock Exchange.

As you will be aware, the Company is being managed in accordance with the “Managed Run-Off Resolution” as approved by shareholders at the annual general meeting of the Company held on 14 June 2023 (the “Managed Run-Off”).

We are calling an AGM for 28 May 2025 in order to comply with the statutory requirement to hold the AGM by 30 June 2025. At this AGM, resolutions will be put forward to (i) receive the Company’s annual report and accounts for the period ended 31 December 2024, with the reports of the directors and auditors thereon (the “Annual Report”); (ii) to approve the directors’ remuneration policy and implementation report included in the Annual Report; (iii) to re-elect each director of the Company; (iv) to re-appoint PricewaterhouseCoopers LLP as auditors to the Company (the “Auditors”) and authorise the directors to fix their remuneration until the conclusion of the next AGM of the Company; (v) to give authority for the Company to purchase its own shares; and, (vi) to authorise calling general meetings (other than AGMs) on 14 clear days’ notice.

Further explanations of the resolutions are set out below.

Formal notice of the AGM, to be held at 2.00 p.m. on 28 May 2025 at the offices of CMS Cameron McKenna Nabarro Olswang LLP located at Cannon Place, 78 Cannon Street, London EC4N 6AF is included with this letter.

**Action to be taken**

It is important to the Company that holders of Ordinary Shares (“Shareholders”) have the opportunity to vote even if they are unable to attend the AGM. Whether or not you propose to attend the AGM in person, you are requested to complete the Form of Proxy and submit it to the Company’s Registrars Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY so that it arrives no later than 2.00 p.m. on 23 May 2025. Alternatively, you can vote by logging on to [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). If you hold your shares in CREST, you may appoint a proxy or proxies by completing and transmitting a CREST Proxy Instruction using the procedures described in the CREST Manual as soon as possible and so that the instruction is received by no later than 2.00 p.m. on 23 May 2025.

The submission of your proxy instructions using one of the methods described in the Notes to the Notice of Annual General Meeting on pages 9 to 11 of this document will not affect your right to attend and vote in person at the Annual General Meeting if you wish.

Shareholders are reminded that, if their Ordinary Shares are held in the name of a nominee, only that nominee or its duly appointed proxy can be counted in the quorum at the Annual General Meeting.

**Recommendation**

The Board of directors of the Company (the "Board" or "Directors") considers the resolutions to be proposed at the AGM as set out in the notice at the end of this document, to be in the best interests of Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of all of the resolutions to be proposed at the AGM, as Directors intend to do in respect of their own beneficial holdings, amounting to 86,901 shares representing approximately 0.10 per cent of the issued share capital of the Company as at the date of this document.

Yours faithfully

Miriam Greenwood OBE DL  
Chair

28 April 2025

## PART 2

### Explanation of the resolutions to be presented to Shareholders at the AGM

#### Ordinary Resolutions

##### Resolution 1. Annual Report and Financial Statements

This resolution seeks Shareholder approval to receive the Annual Report of the Directors and the Auditors.

##### Resolution 2. Approval of the Directors' Remuneration Report

This resolution is an advisory vote on the Directors' Remuneration Report, which may be found within the Annual Report at page 44 and which gives details of the Directors' remuneration for the year ended 31 December 2024, excluding any content relating to the remuneration policy.

##### Resolution 3. Approval of the Directors' Remuneration Policy

This is a binding resolution to approve the Directors' Remuneration Policy, which may be found within the Annual Report at page 43 and which sets out the Company's forward-looking policy on Directors' remuneration. The Directors' Remuneration Policy will next be submitted to Shareholders no later than the annual general meeting in 2028.

##### Resolutions 4 to 7. Election and re-election of Directors

In line with the UK Corporate Governance Code 2024, all Directors of the Company will retire and will be proposed for re-election at the AGM. Resolutions 5 to 8 seek approval to re-elect Miriam Greenwood OBE DL, Nicholas Bliss, David Fletcher and Janine Freeman. The business knowledge, skills and experience of the Directors are as follows:

- **Miriam Greenwood OBE DL** – Appointed on 19 April 2021 as a Director of the Company.  
With qualifications as a barrister and in corporate finance, Miriam spent more than 30 years working for a number of leading investment banks and other financial institutions. In previous roles, she served as a non-executive director of the UK energy regulator OFGEM and on the board of a number of publicly quoted companies and was also a founding partner of SPARK Advisory Partners, an independent corporate advisory business.  
  
Miriam is currently chair of ESP Utilities Group Ltd, senior independent director of Canopus Group Limited, a non-executive director of Canopus Managing Agents, Encyclis Holdco Limited and Liontrust Asset Management plc, and an adviser to the Mayor of London's Energy Efficiency Fund.  
  
A Deputy Lieutenant of the City of Edinburgh, Miriam was awarded an OBE for services to corporate finance in 2000.
- **David Fletcher** – Appointed on 29 April 2022 as a Director of the Company.  
David was Group Finance Director of Stonehage Fleming Family & Partners, a leading independently owned multi-family office, having joined in 2002. Prior to that, he spent 20 years in investment banking with JPMorgan Chase, Robert Fleming & Co. and Baring Brothers & Co Limited, latterly focused on financial services in the UK (asset management and life insurance). He started his career with Price Waterhouse and is a chartered accountant. He is the chair of JPMorgan Claverhouse Investment Trust plc. He is also a director and Audit Committee Chairman at Ecofin US Renewables Infrastructure Trust plc. David is a graduate of Oxford University.
- **Nicholas Bliss** – Appointed on 9 April 2021 as a Director of the Company.  
Nicholas established and led the global infrastructure and transport sector group at the international law firm Freshfields Bruckhaus Deringer LLP where he was a partner for over 20 years and also served on the Partnership Council, the supervisory board of the firm. During this period he led on mandates involving some of the most notable infrastructure projects across the UK, Europe, Africa and the Gulf. In particular, he was heavily involved in the development and application of PFI, PPP and other project

finance techniques to the delivery of major infrastructure projects. Since leaving Freshfields, he has developed an expertise in both advising and acting as an independent director in “distressed situations” at SPV corporates owned by infrastructure funds or industrials. Among his other engagements, he is Of Counsel at Chatham Partners LLP, a Hamburg based infrastructure/energy/real estate “boutique” law firm.

- **Janine Freeman** – Appointed on 2 November 2022 as a Director of the Company.

Janine Freeman is an experienced, senior energy industry executive and Non-executive Director with over 20 years in the energy industry. Driving investment in clean energy infrastructure has been her primary focus for much of that time. Janine is currently a Non-executive Director and Audit and Risk Committee Chair at Harmony Energy Income Trust plc, a non-executive director of Phoenix Technologies Holdings Limited and Executive Chair at Intelligent Resource Management Ltd. Previously, Janine was a Director at PwC within the Deals team, where she led on Net Zero Investment Strategy & Deals. At National Grid plc, where Janine spent 16 years, she was a member of the UK Executive Committee and the GB Electricity System Operator Executive Committee. Janine achieved her Chartered Accountancy qualification (ACA) at Deloitte & Touche in London.

### **Resolutions 8 and 9. Appointment of the Auditor and the Auditor’s Remuneration**

These resolutions relate to the re-appointment and remuneration of the Auditor. The Company, through its Audit and Risk Committee, has considered the independence and objectivity of the Auditor and is satisfied that the Auditor is independent. Further information in relation to the assessment of the existing Auditor’s independence can be found in the Annual Report on page 50.

### **Special Resolutions**

#### **Resolution 10. Authority for the Company to purchase its own shares**

This resolution replaces the authority given at last year’s annual general meeting for the Company to make market purchases of its own Ordinary Shares as permitted by the Companies Act 2006. The Directors recommend that an authority to purchase up to a maximum of 12,207,596 Ordinary Shares, representing approximately 14.99 per cent. of Ordinary Shares in issue as at 25 April 2025 (being the latest practicable date prior to the publication of the Notice of Annual General Meeting) subject to the condition that not more than 14.99 per cent. of the Ordinary Shares in issue, excluding treasury shares, at the date of the AGM are purchased, be granted. Any Ordinary Shares purchased will either be cancelled or, if the Directors so determine, held in treasury. At the date of this document, the Company did not hold any shares in treasury.

The price per Ordinary Share that the Company may pay is set at a minimum amount of the nominal value of each Ordinary Share and a maximum amount of the higher of: (i) 105 per cent. of the average of the previous five business days’ middle market prices as derived from the Daily Official List of the London Stock Exchange; and (ii) the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out. Unless otherwise authorised by Shareholders, Ordinary Shares will not be issued at less than NAV and any Ordinary Shares held in treasury will not be sold at less than NAV.

This authority would continue to provide flexibility in the management of the Company’s capital resources, including as part of the Managed Run-Off. The Directors will only exercise this authority if the Directors believe that such exercise would be likely to achieve the best balance for Shareholders between maximising the value received from the Company’s assets and making timely returns of capital to Shareholders.

#### **Resolution 11. Authority to call general meetings (other than annual general meetings) on 14 clear days’ notice**

The minimum notice period for general meetings of the Company is 21 days unless Shareholders approve a shorter period for general meetings (other than an annual general meeting), which cannot be less than 14 clear days. The Board believes that it is in the best interests of Shareholders of the Company to have the ability to call meetings on 14 clear days’ notice on matters requiring urgent approval. The Board will therefore propose resolution 11 at the AGM to approve the reduction in the minimum notice period from 21 to 14 clear days for all general meetings other than annual general meetings.

Once approval is granted, the approval would be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. In accordance with the Companies (Shareholders' Rights) Regulation 2009, the Company will offer the Shareholders the ability to vote by electronic means. This facility will be accessible to all Shareholders, should the Board call a general meeting at 14 clear days' notice. Short notice will only be used by the Board under appropriate circumstances.

## **Aquila Energy Efficiency Trust PLC**

### **Notice of Annual General Meeting**

Notice is hereby given that the 2025 Annual General Meeting of Aquila Energy Efficiency Trust PLC (the "Company") will be held at 2.00 p.m. on 28 May 2025 at the offices of CMS Cameron McKenna Nabarro Olswang LLP located at Cannon Place, 78 Cannon Street, London EC4N 6AF (the "AGM") to consider and if thought fit pass the following resolutions of which resolutions 1 to 9 will be proposed as ordinary resolutions and resolutions 10 and 11 will be proposed as special resolutions:

### **Ordinary Resolutions**

1. To receive the Company's audited accounts and the reports of the Directors and of the auditor for the year ended 31 December 2024 (the "Annual Report").
2. To approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy, as set out in the Company's Annual Report set out on pages 43 to 47.
3. To approve the Directors' Remuneration Policy as set out in the Directors' Remuneration Report on page 43 of the 2024 Annual Report.
4. To re-elect Miriam Greenwood as a Director of the Company.
5. To re-elect David Fletcher as a Director of the Company.
6. To re-elect Nicholas Bliss as a Director of the Company.
7. To re-elect Janine Freeman as a Director of the Company.
8. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company at which accounts are laid before the Company.
9. To authorise the Directors to determine PricewaterhouseCoopers LLP's remuneration as auditors of the Company.

### **Special Resolutions**

10. That the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of its Ordinary Shares of one pence each, provided that:
  - (a) the maximum number of Ordinary Shares hereby authorised to be purchased shall be 12,207,596 (representing 14.99 per cent. of the Company's issued Ordinary Share capital at the date of the notice of this AGM);
  - (b) the minimum price (exclusive of any expenses) which may be paid for an Ordinary Share is one pence;
  - (c) the maximum price (excluding expenses) which may be paid for an Ordinary Share is not more than the higher of (i) five per cent. above the average of the middle market quotations for the Ordinary Shares for the five business days immediately before the day on which it purchases such Ordinary Share(s) and (ii) the higher of the price of the last independent trade and the highest current independent bid for the Ordinary Shares;
  - (d) the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, on the expiry of 15 months from the passing of this resolution, unless such authority is renewed prior to such time; and

(e) the Company may make a contract to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of Ordinary Shares pursuant to any such contract.

11. That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice, provided that the authority hereby conferred shall expire at the conclusion of the Company's next annual general meeting.

**By order of the Board**

Sinead van Duuren  
for Apex Listed Companies Services (UK) Limited  
Company Secretary

*Registered Office*

4th Floor  
140 Aldersgate Street  
London  
EC1A 4HY

28 April 2025



## Notes to the Notice of Annual General Meeting

### Website address

1. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, is available from [www.aquila-energy-efficiency-trust.com](http://www.aquila-energy-efficiency-trust.com).

### Entitlement to attend and vote

2. Only those holders of Ordinary Shares registered on the Company's register of members at close of business on 23 May 2025 or, if this meeting is adjourned, at close of business on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the meeting.

### Appointment of Proxies

3. Members entitled to attend, speak, and vote at the meeting (in accordance with note 2 above) are entitled to appoint one or more proxies to attend, speak and vote in their place. If you wish to appoint a proxy, please use the Form of Proxy enclosed with this document or follow the instructions at note 8 below if you wish to appoint a proxy through the CREST electronic proxy appointment service. In the case of joint members, only one need sign the Form of Proxy. The vote of the senior joint member will be accepted to the exclusion of the votes of the other joint members. For this purpose, seniority will be determined by the order in which the names of the members appear in the register of members in respect of the joint shareholding. The completion and return of the Form of Proxy will not stop you attending and voting in person at the meeting should you wish to do so. A proxy need not be a member of the Company. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. If you choose to appoint multiple proxies use a separate copy of the Form of Proxy (which you may photocopy) for each proxy and indicate after the proxy's name the number of shares in relation to which they are authorised to act (which, in aggregate, should not exceed the number of Ordinary Shares held by you). Please also mark the box to indicate if the proxy instruction is one of multiple appointments being made. All forms must be signed and returned in the same envelope.
4. You can appoint the Chair of the AGM, or any other person, as your proxy. If you wish to appoint someone other than the Chair, please insert their name in the appropriate box.
5. You can instruct your proxy how to vote on each resolution by marking inside the 'For' and 'Against' boxes with an 'X' as appropriate (or entering the number of shares which you are entitled to vote). If you wish to abstain from voting on any resolution, please mark the box which is marked 'Vote Withheld' with an 'X'. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' a resolution. If you do not indicate on the Form of Proxy how your proxy should vote, he/she can exercise his/her discretion as to whether, and if so how, he/she votes on each resolution, as he/she will do in respect of any other business (including amendments to resolutions) which may properly be conducted at the meeting.

A company incorporated in England and Wales or Northern Ireland should execute the Form of Proxy under its common seal or otherwise in accordance with Section 44 of the Companies Act 2006 or by signature on its behalf by a duly authorised officer or attorney whose power of attorney or other authority should be enclosed with the Form of Proxy.

### Appointment of Proxy using Hard Copy Form

6. The Form of Proxy and any power of attorney (or a notarially certified copy or office copy thereof) under which it is executed must be received by Computershare Investor Services PLC ("Computershare"), The Pavilions, Bridgwater Road, Bristol, BS99 6ZY at 2.00 p.m. on 23 May 2025 in respect of the meeting. Any Forms of Proxy received before such time will be deemed to have been received at such time. In the case of an adjournment, the Form of Proxy must be received by Computershare no later than 48 hours before the rescheduled meeting.

On completing the Form of Proxy, sign it and return it to Computershare at the address shown on the Form of Proxy in the envelope provided. As postage has been pre-paid no stamp is required.

### Appointment of Proxy online

7. You may register your proxy appointment electronically via our Registrar's website at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). To be effective, the proxy appointment must reach the Company's Registrar no later than 2.00 p.m. on 23 May 2025 (or not less than 48 hours before the time fixed for any adjourned Annual General Meeting, provided that no account shall be taken of any part of a day that is not a working day).

### Appointment of Proxy through CREST

8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting to be held on the above date and any adjournment(s) thereof by using 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(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, 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 Company'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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to a proxy's appointee through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular 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.

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. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy, which are to be transmitted through CREST, must be lodged at 2.00 p.m. on 23 May 2025 in respect of the meeting. Any such messages received before such time will be deemed to have been received at such time. In the case of an adjournment, all messages must be lodged with Computershare no later than 48 hours before the rescheduled meeting.

### **Proximity Voting**

9. If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by Computershare. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by 2.00 p.m. on 23 May 2025 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

### **Termination of proxy appointments**

10. In order to revoke a proxy instruction, you will need to inform the Company. Please send a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY.

In the case of a member which is a company, the revocation notice must be executed under its common seal or otherwise in accordance with section 44 of the Companies Act 2006 or by signature on its behalf by an officer or attorney whose power of attorney or other authority should be included with the revocation notice.

Once a proxy has been lodged, it can be amended up to the meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified in note 6 above then, subject to the paragraph directly below, your proxy will remain valid.

Completion of a Form of Proxy will not preclude a member from attending and voting in person. If you have appointed a proxy and attend and vote at the meeting in person, your proxy appointment will be automatically terminated.

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

### **Nominated Persons**

11. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights:
- You may have a right under an agreement between you and the member of the Company who has nominated you to have information rights ("Relevant Member") to be appointed or to have someone else appointed as a proxy for the meeting.
  - If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights.
  - Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.
  - If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in the notes to the Form of Proxy.

### **Questions at the meeting**

12. Under section 319A of the Companies Act 2006, the Company must answer any question you ask relating to the business being dealt with at the meeting unless:
- answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - the answer has already been given on a website in the form of an answer to a question; or
  - it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

### **Issued Ordinary Shares and total voting rights**

13. As at the date of this notice of AGM, the total number of shares in issue is 81,438,268 Ordinary Shares of one pence each. The total number of Ordinary Shares with voting rights is 81,438,268. On a vote by a show of hands, every holder of Ordinary Shares who (being an individual) is present by a person, by proxy or (being a corporation) is present by a duly authorised representative, not being himself a member, shall have one vote. On a poll every holder of Ordinary Shares who is present in person or by proxy shall have one vote for every Ordinary Share held by him.

**Communication**

14. Except as provided above, members who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):
- Calls to the Computershare shareholder helpline on 0370 703 0388 cost no more than a national rate from any type of phone or provider. If in doubt you should check with your phone line provider as to the exact cost involved for you to call this number. Lines are open 8.30 a.m. to 5.30pm, Monday to Friday excluding bank holidays; or
  - In writing to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ.

You may not use any electronic address provided either in this notice of AGM or in any related documents (including the Form of Proxy for this meeting) to communicate with the Company for any purposes other than those expressly stated.

