

GRAFT POLYMER (UK) PLC

Company number: 10776788

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Graft Polymer (UK) PLC (the “**Company**”) will be held at the offices of Memery Crystal, 165 Fleet Street, London EC4A 2DY, on 27 July 2023 at 11.30 a.m. to consider the following resolutions, of which resolutions 1 to 6 will be proposed as ordinary resolutions and resolutions 7 and 8, a special resolutions:

ORDINARY RESOLUTIONS

1. To receive and adopt the Company's Annual Report and Accounts for the financial period ended on 31 December 2022, and the Directors' Report and the Independent Auditors' Report to those accounts.
2. To approve the directors' remuneration report and the remuneration policy for the financial period ended 31 December 2022, which is contained within the Company's Annual Report and Accounts for the financial year ended 31 December 2022.
3. To re-appoint PKF Littlejohn LLP as auditor of the Company and to hold office until the conclusion of the next annual general meeting at which accounts are laid before the members and to authorise the directors to determine their remuneration.
4. To re-elect Pavel Kobzev as a director of the Company who, in accordance with Article 25.1 of the Company's Articles of Association, is offering himself for re-appointment.
5. To re-elect Yifat Steuer as a director of the Company who, in accordance with Article 25.1 of the Company's Articles of Association, is offering herself for re-appointment.
6. THAT, the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “Act”) and in substitution for all existing authorities under that section, to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company (“Rights”) up to an aggregate nominal amount of £34,699.10 during the period commencing on the date of the passing of this resolution and shall expire on the later of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company, and provided further that the Company shall be entitled before such expiry to make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights under such offer or agreement as if this authority had not expired.

This authority revokes and replaces all unexercised authorities previously granted to the directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

7. THAT, subject to the passing of resolution 6 above, the directors be empowered under section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash under the general authority already given as if sub-section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - (a) the allotment of equity securities in connection with an offer of such securities to holders of ordinary shares where the equity securities for which ordinary shares are respectively entitled to subscribe are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange;
 - (b) the allotment (otherwise than under sub-paragraph (a) above) of equity securities or sale of treasury shares up to an aggregate nominal value of £10,409.73, representing approximately 10 per cent. of the issued share capital of the Company; and

- (c) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub paragraph (a) or (b) or (c) above) to any person up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under sub paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the directors determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in 2022,

and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the directors pursuant to section 570 of the Act and that such power (unless previously revoked or varied) shall expire on the later of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company, provided that the directors may, before the power expires, make an offer or enter into an agreement which would or might require equity securities to be allotted after such power expires.

- 8. THAT, subject to the passing of resolution 6 above, the directors be authorised in addition to any authority granted under resolution 7 above to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by resolution 6 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, provided that such authority shall be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £10,409.73, being 10% of the issued share capital of the Company, to be used only for the purpose 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 published by the Pre-Emption Group in 2022; and

- (b) limited to the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (a) above) to any person up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under sub paragraph (a) above, such authority to be used only for 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 published by the Pre-Emption Group in 2022,

and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the directors pursuant to section 570 of the Act (other than in resolution 7 above) and that such power (unless previously revoked or varied) shall expire on the later of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company, provided that the directors may, before the power expires, make an offer or enter into an agreement which would or might require equity securities to be allotted after such power expires.

By Order of the Board
Roby Zomer
Chairman
3 July 2023

Registered Office:
Eccleston Yards
25 Eccleston Place
London SW1W 9NF

Notes

1. Shareholders entitled to attend and vote at the Meeting are also entitled to appoint one or more proxies to exercise all or any of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. If you wish your proxy to speak at the Meeting, you should appoint a proxy other than the chairman of the Meeting and give your instructions to that proxy. **The meeting will be held by way of a poll vote rather than a show of hands.**
2. A form of proxy is enclosed for use at the Meeting. You can register your vote(s) for the Meeting either:
 - by logging on to www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions;
 - by post or by hand to the Company's registrars Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 5 to 8 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited no later than 11.30 a.m. on 25 July 2023 (time and date falling 48 hours prior to the date of the Meeting, excluding non-business days).

Please read carefully the instructions on how to complete the form. Shareholders who intend to appoint more than one proxy can obtain additional Forms of Proxy from Share Registrars Limited.

3. Completion and return of the Form of Proxy does not prevent a shareholder from attending the Meeting and voting in person if he/she is entitled to do so and so wishes. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.
4. To be entitled to attend and vote at the Meeting or any adjournment (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members of the Company at 11.30 a.m. on 25 July 2023 (time and date falling 48 hours before the date of the Meeting, excluding non-business days) or, if the Meeting is adjourned, at 11.00 a.m. on the day two days prior to the adjourned meeting. Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so 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 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.
6. 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 instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is 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: 7RA36) 48 hours (excluding non-working days) before the time appointed for holding the Meeting or adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer'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 proxies

appointed through CREST should be communicated to the appointee through other means.

7. 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 message. 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, 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
8. 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.
9. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
10. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX tel. +44 (0) 1252 821390. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. The revocation notice must be received by Share Registrars Limited by close of business on the day two business days before the Meeting or, if the Meeting is adjourned, at the close of business on the day two days prior to the adjourned meeting. In the case of a shareholder which is a corporation, the revocation notice must be executed under its common seal or signed on its behalf by an officer or an attorney of the corporation or other person authorised to sign it. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
12. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.
13. Except as provided above, members who have general queries about the meeting should telephone Share Registrars on + 44 (0) 1252 821 390 or email them enquiries@shareregistrars.uk.com. You may not use any electronic address provided either in this notice of general meeting; or any related documents (including the Chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.
14. As at 6.00 p.m. on the business day immediately prior to the date of posting of this notice of meeting, the Company's issued share capital comprised 104,097,299 ordinary shares of £0.001 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company at that time was 104,097,299.

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The notes on the following pages give an explanation of the proposed Resolutions.

Resolutions 1 to 6 are proposed as ordinary resolutions. This means that for each of those Resolutions to be passed, more than half of the votes cast in person or by proxy must be in favour of the Resolution. Resolutions 7 and 8 are proposed as special resolutions. This means that for each of these Resolutions to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.

Resolution 1

This Resolution is to receive and adopt the directors' reports and accounts for the year ended 31 December 2022.

Resolution 2

This Resolution is to approve the directors' remuneration report and the remuneration policy for the financial period ended 31 December 2022.

Resolution 3

This is a Resolution to re-appoint PKF Littlejohn LLP as auditor of the Company until the conclusion of the next annual general meeting and to authorise the directors to fix their remuneration.

Resolutions 4 - 5

Mr Pavel Kobzev is retiring as a director by rotation at the annual general meeting in accordance with the provisions of the Company's articles of association and is standing for re-appointment.

Ms Yifat Steuer is retiring as a director by rotation at the annual general meeting in accordance with the provisions of the Company's articles of association and is standing for re-appointment.

If each of these Resolutions are separately passed, the respective individual will be re-appointed as a director of the Company.

Resolution 6

This Resolution, if passed, would authorise the directors to allot Ordinary Shares or grant Rights to subscribe for or convert any securities into Ordinary Shares up to an aggregate nominal amount of £34,699.10 representing approximately one third of the current issued share capital as at 30 June 2023, being the latest practical date prior to the publication of the notice of the annual general meeting).

The authority will expire on the earlier of 15 months from the date the Resolution is passed or the conclusion of the Company's annual general meeting in 2024.

Resolution 7

This Resolution, which is conditional upon Resolution 6 being passed, would give the directors the authority to allot Ordinary Shares (or sell any Ordinary Shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholding.

This authority would be limited to allotments or sales in connection with:

- i. pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the directors would otherwise consider necessary;
- ii. otherwise than pursuant to (i) above an aggregate nominal amount of £10,409.73 (representing approximately 10 per cent. of the issued share capital of the Company as at 30 June 2023, being the latest practical date prior to the publication of the notice of the annual general meeting); and
- iii. otherwise than pursuant to (i) and (ii) above, up to an aggregate nominal amount of 20% of any allotment of equity securities under paragraph (ii) for the purposes of making a follow-on offer of a kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Group's Statement of Principles 2022.

As with Resolution 6, the authority being sought pursuant to Resolution 7, replaces all previous authorities.

The authority and power pursuant to Resolution 7 will expire on the earlier of 15 months from the date of Resolution 7 being passed or the conclusion of the Company's annual general meeting in 2024.

Resolution 8

This Resolution, which is conditional upon Resolution 6 being passed, would give the directors the authority in addition to the authority granted under Resolution 7.

This authority would be limited to allotments or sales:

- i. up to an aggregate nominal value of £10,409.73, which represents 10 per cent. of the issued share capital of the Company as at 30 June 2023, being the latest practicable date prior to the publication of the notice of the annual general meeting, for use only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue or which has taken place in the preceding 12 month period and is disclosed in the announcement of the issue; and
- ii. otherwise than pursuant to (i) above, up to an aggregate nominal amount equal to 20% of any allotment of equity securities under (i) for the purposes of a follow-on offer of a kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Group's Statement of Principles 2022.

The authority and power pursuant to Resolution 8 will expire on the earlier of 15 months from the date of Resolution 8 being passed or the conclusion of the Company's annual general meeting in 2024.

