

## **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised independent financial adviser who specialises in advising on the acquisition of shares and other securities.

If you have recently sold or transferred all of your shares in Milton Capital Plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

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# **Milton Capital Plc**

*(Incorporated in England and Wales under the Companies Act 2006 with registered number 1362857)*

## **NOTICE OF ANNUAL GENERAL MEETING**

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Notice of the 2024 Annual General Meeting of Milton Capital Plc (**Company**) to be held at 3<sup>rd</sup> Floor, 80 Cheapside, London, EC2V 6EE on Thursday 25th July 2024 at 11:00 am set out on pages 3 to 5 of this document.

**The action to be taken by shareholders in respect of the Annual General Meeting, including how shareholders may raise questions in relation to business to be considered at the Annual General Meeting, is set out on pages 6 to 9 of this document.**

A copy of this document is available on the website of the Company at <http://milton-capital.co.uk>. Shareholders of the Company ("Shareholders") are encouraged to register their vote(s) for the Annual General Meeting by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions (log-in details can be located on the top of the proxy form). CREST members can vote by utilising the CREST electronic proxy appointment service with the procedures set out in notes to the Notice. In order for a proxy appointment to be valid, the proxy must be received by Share Registrars Limited as soon as possible, and in any event not later than 11:00 a.m. (BST) on Tuesday 23rd July 2024

### **CHAIR'S LETTER**

Dear Shareholder,

#### **Annual General Meeting**

I am pleased to be writing to you with details of our Annual General Meeting which we are holding at 3<sup>rd</sup> Floor, 80 Cheapside, London, EC2V 6EE, on Thursday 25th July 2024 at 11:00. The formal notice the Annual General Meeting (**Notice**) is set out on pages 3 and 4 of this document.

Shareholders not intending to attend the Annual General Meeting in person may submit a Form of Proxy (by completing and returning the hard copy Form of Proxy or by voting online as detailed above) in advance of the Annual General Meeting. In order to ensure that each shareholder's vote counts, the board recommends that shareholders appoint the Chair of the Annual General Meeting as their proxy to vote on their behalf. If you hold your shares in the Company in uncertificated form (that is, in CREST) you may vote using the CREST Proxy Voting service in accordance with the CREST Manual (please also refer to the accompanying notes to the Notice of the Annual General Meeting).

An explanation of the business to be considered at this year's Annual General Meeting appears on pages 3 and 4 of this document.

**Recommendation**

The directors of the Company consider that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company. The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

Yours sincerely

Richard Mays

Chairman

28<sup>th</sup> June 2024

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("**Meeting**") of Milton Capital Plc ("**Company**") will be held at 3<sup>rd</sup> Floor, 80 Cheapside, London, EC2V 6EE, on Thursday 25th July 2024 at 11:00.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 6, will be proposed as Ordinary Resolutions. Resolutions 7 and 8, will be proposed as a Special Resolutions.

### RESOLUTIONS

#### Ordinary business at the AGM

1. To receive and consider the audited financial statements of the Company for the period ended 31 January 2024 together with the directors' report and the auditors' report thereon.
2. To receive and approve the report on directors' remuneration as set out on pages 7 and 8 of the Annual Report and Accounts for the period ended 31st January 2024.
3. To approve the appointment of MHA MacIntyre Hudson as auditors of the Company, and to authorise the directors to determine the auditors' remuneration and audit fees for the 2025 financial statements.
4. To re-elect Richard Mays as a director of the Company.
5. To re-elect Nicholas Pillar as a director of the Company.
6. To re-elect Edward Dawson as a director of the Company.

#### Special business at the AGM

To consider and, if thought fit, to pass the following resolutions, of which resolution 1- 6 will be proposed as an Ordinary Resolution and Resolutions 7 and 8 will be proposed as a Special Resolutions:

7. THAT, the Directors be and are hereby 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 equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount of £2,500,000 (which includes the total number of outstanding warrants in issue) of the nominal value of the Company's entire issued share capital to such persons and at such times and conditions as the Directors think proper, provided that such authority, unless previously revoked or varied by the Company in a General Meeting, shall expire at the commencement of the Annual General Meeting next held after the passing of this resolution or the date falling eighteen months from the date of the approval of this Resolution (whichever is the earlier to occur) save that the Company may pursuant to the authority make an offer or agreement or other arrangement before the expiry of the authority which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such an offer or agreement or other arrangement as if the power conferred hereby had not expired. This authority is in substitution for all previous authorities conferred upon the Directors pursuant to Section 551 of the Act, but

without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.

8. THAT (subject to and conditional upon the passing of Resolution 7 above), the Directors of the Company be and are hereby empowered pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) pursuant to the general authority conferred by Resolution 7 as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall:
- a. be limited to the allotment of equity securities or otherwise and grant rights to subscribe for or to convert any security into shares of the Company up to a nominal amount of £2,500,000 of the Company's entire issued share capital; and
  - b. will expire when the authority conferred by Resolution 7 (above) shall expire, save that the Company may before such expiry make an offer or agreement which would or might require the equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuant of such an offer or agreement as if the power conferred hereby had not been revoked.

By order of the Board  
Richard Mays  
Chairman

**Milton Capital Plc**

BY ORDER OF THE BOARD

Registered Office:  
28th June 2024

## NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1. A member is entitled to attend, speak and vote at the AGM and is entitled to appoint a proxy to vote on his/her behalf. A proxy need not be a member of the Company.
2. You can register your vote(s) for the Annual General Meeting either:
  - by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your log-in details on the top of the proxy form);
  - by post or by hand to 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 11-14 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 11:00 a.m. on Tuesday 23rd July 2024.

3. Forms of Proxy, together with any power of attorney or other authority under which it is executed or a notarially certified copy thereof, must be completed and, to be valid, must reach the Company's Registrars at Share Registrars Limited, at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX not less than 48 hours (excluding non-business days) before the time appointed for the holding of the meeting.
4. If the appointer is a corporation, the form of proxy must be under its common seal or under the hand of an officer

or attorney duly authorised.

5. 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 vote of the other registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
6. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (SI 2001/3755) Reg. 41(1) and (2) and paragraph 18 (c) The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, only those shareholders on the Register of Members at 48 hours (excluding non-business days) before the time appointed for the holding of the meeting shall be entitled to vote in respect of the number of shares registered in their names at that time.
7. If the meeting is adjourned by more than 48 hours, then to be so entitled, a shareholder must be entered on the Company's Register of Members at the time which is 48 hours (excluding non-business days) before the time appointed for holding the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.
8. To appoint more than one proxy, you may photocopy the form of proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which in aggregate shall not exceed the number of shares held by you). Please also indicate if the proxy is part of a multiple set of instructions being given. All forms must be signed and should be returned together in the same envelope. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by you, may result in the appointment being invalid. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's registrar.
9. To change your proxy instructions simply submit a new Form of Proxy using the method set out above. Note that the cut-off time for receipt of Forms of Proxy (see above) also applies in relation to amended instructions; any amended Form of Proxy received after the relevant cut-off time will be disregarded. If you submit more than one valid Form of Proxy, the appointment received last before the latest time for the receipt of proxies will take precedence.
10. In order to revoke a Form of Proxy 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 at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. 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. The revocation notice must be received by Share Registrars Limited no later than 11:00 a.m. on Tuesday 23rd July 2024, or 48 hours (excluding non-business days) before any adjourned AGM.
11. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). 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.
12. For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear 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 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) no later than 11:00 a.m. on Tuesday 23rd July 2024, or, in the event of an adjournment of the Annual General Meeting, 48 hours (excluding non-business days) before the adjourned 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. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

13. 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 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(s), to procure that his/her 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.
14. 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.
15. As at the close of business on Friday 28<sup>th</sup> June 2024, the Company's issued share capital comprised 100,000,000 ordinary shares of 1p 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 as at the time and date given above is 100,000,000.