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If you are in any doubt as to the contents of this document and/or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) who specialises in advising in connection with shares and other securities if you are in the United Kingdom or, if you are resident outside the United Kingdom, from another appropriately qualified independent financial adviser.

If you have sold or transferred all your ordinary shares (**Ordinary Shares**) in the capital of Gunsynd PLC (the **Company**), please forward this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can forward these documents to the person who now owns the Ordinary Shares.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This document does not constitute any offer to issue or sell or a solicitation of any offer to subscribe for or buy Ordinary Shares.

GUNSYND PLC

(to be renamed “Bisgood PLC”)

(Incorporated and registered in England and Wales with registered number 05656604)

Proposed Conversion of the Company to an Operating Company and Cessation of the Company’s Investing Policy

Capital Reorganisation

Proposed New Articles of Association

and

Notice of General Meeting

Notice of the General Meeting (**General Meeting**), to be held at 11 a.m. on 28 October 2026, at the offices of Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW, is set out at the end of this document.

Shareholders will find enclosed with this letter a Form of Proxy for use at the General Meeting. The Form of Proxy should be completed and returned in accordance with the instructions printed on it so as to arrive at the Company’s registered office address at 25 Christopher Street, London, England, EC2A 2BS as soon as possible and in any event not later than 11 a.m. on 26 October 2026.

A copy of this document will be available free of charge on the website of the Company at: <https://www.gunsynd.com/>.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Event	Expected time / date
Publication of this document	12 October 2026
Latest time and date for receipt of the Form of Proxy	11 a.m. on 26 October 2026
General Meeting	11 a.m. on 28 October 2026
Announcement of results of General Meeting	28 October 2026
Capital Reorganisation Record Date	6.00 p.m. on 28 October 2026
Capital Reorganisation Effective Date	28 October 2026
Expected date for New Ordinary Shares to be credited to CREST accounts	29 October 2026
Despatch of definitive share certificates in respect of the New Ordinary Shares	Within 10 Business Days of the Capital Reorganisation Effective Date

NOTES:

- (1) All times shown in this document are London times unless otherwise stated. The dates and times given are indicative only and are based on the Company's current expectations and may be subject to change. If any of the times and/or dates above change, the revised times and/or dates will be notified to Shareholders by announcement through the Regulatory News Service of London Stock Exchange PLC.
- (2) If the General Meeting is adjourned, the latest time and date for receipt of forms of proxy for the adjourned meeting will be notified to Shareholders by announcement through the Regulatory News Service of London Stock Exchange PLC.

STATISTICS

Number of Ordinary Shares in issue at the Latest Practicable Date	1,615,598,332
Number of Deferred A Shares in issue at the Latest Practicable Date	174,675,828
Expected maximum number of Ordinary Shares in issue as at the Capital Reorganisation Record Date	1,615,598,340
Number of New Ordinary Shares following the Capital Reorganisation	134,633,195
Aggregate number of Deferred A Shares following the Capital Reorganisation	309,309,023

Definitions

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

“Act”	the UK Companies Act 2006 (as amended);
“AIM”	the AIM Market operated by London Stock Exchange;
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange from time to time;
“Articles”	the existing articles of association of the Company;
“Barb Project”	the Company’s wholly owned Barb Gold Project located in Manitoba, Canada;
“Board” or “Directors”	the board of directors of the Company, whose names are set out on page 6 of this document;
“Capital Reorganisation”	together, the Consolidation and the Sub-Division;
“Capital Reorganisation Effective Date”	28 October 2026;
“Capital Reorganisation Record Date”	6.00 p.m. 28 October 2026;
“Company” or “Gunsynd”	Gunsynd PLC (shortly to be renamed “Bisgood PLC”), a company incorporated in England and Wales with company number 05656604;
“Consolidated Share”	an ordinary share of 1.02 pence in the capital of the Company to be created following the Consolidation, and taken together the “Consolidated Shares” ;
“Consolidation”	the consolidation of the Company’s ordinary shares on a 12 for 1 basis subject to the passing of Resolution 2 at the General Meeting;
“CPR”	the Competent Person’s Report prepared by Axiom Resources Group Ltd in respect of the Barb Project;
“Deferred A Share”	each deferred A share of 0.99 pence in the capital of the Company, and taken together the “Deferred A Shares” ;
“Existing Ordinary Share”	each Ordinary Share in issue at the Latest Practicable Date, and taken together the “Existing Ordinary Shares” ;
“Fractional Entitlement”	the entitlement of a Shareholder to a fraction of a Consolidated Share;
“General Meeting”	the general meeting of the Company to consider the Resolutions, convened for 28 October 2026 at 11 a.m., or any adjournment thereof, notice of which is set out in the Notice of General Meeting;
“Investing Company”	as defined within the AIM Rules;
“Investing Policy”	the Company’s investing policy from time to time adopted in accordance with the AIM Rules for Companies;
“ISIN”	International Securities Identification Number;
“Latest Practicable Date”	9 October 2026;
“London Stock Exchange”	London Stock Exchange PLC;
“New Articles”	the new articles of association of the Company that the Board is proposing to adopt at the General Meeting;

“New Ordinary Share”	the ordinary shares of 0.03 pence each in the capital of the Company to be created following the Capital Reorganisation, taken together the “New Ordinary Shares” ;
“Notice of General Meeting”	the notice of the General Meeting as set out on pages 12 to 14 (inclusive) of this document;
“Ordinary Share” or “Ordinary Shares”	(a) prior to the Consolidation, an ordinary share of 0.085 pence each in the capital of the Company; (b) after the Consolidation but prior to the Sub-Division, a Consolidated Share; or (c) following completion of the Capital Reorganisation, a New Ordinary Share;
“Registrar Shares”	up to 8 new Ordinary Shares to be issued to the Registrar to ensure the number of Ordinary Shares in issue as at the Capital Reorganisation Record Date is divisible by the Consolidation ratio;
“Resolutions”	the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting and “Resolution” means any of them;
“Shareholder”	the holders of Ordinary Shares, taken together the “Shareholders” ;
“Sub-Division”	the proposed sub-division of each Consolidated Share into 1 New Ordinary Share and 1 Deferred A Share; and
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland.

LETTER FROM THE CHAIRMAN

GUNSYND PLC

(to be renamed “Bisgood PLC”)

(Incorporated and registered in England and Wales with registered number 05656604)

Directors:

Hamish Harris *(Executive Chairman)*
Donald Strang *(Executive Director)*
Peter Ruse *(Non-Executive Director)*

Registered Office:

25 Christopher Street
London
England
EC2A 2BS

To Shareholders and, for information only, to the holders of options

12 October 2026

Dear Shareholder,

Proposed Conversion of the Company to an Operating Company and Cessation of the Company’s Investing Policy

Proposed Capital Reorganisation

New Articles of Association

and

Notice of General Meeting

1 INTRODUCTION

I am writing to you, on behalf of the Board, to explain the background to and reasons for the calling of a General Meeting of the Company to consider and, if thought fit, approve, amongst other things, the proposed cessation of the Company’s Investing Policy, the Capital Reorganisation and the adoption of the New Articles.

Subject to Shareholder approval, the Company intends to transition to an operating company in order to reflect the realignment of its strategic focus on the exploration and development of the Company’s wholly-owned flagship Barb Project and other gold assets in North America.

The Company also intends to consolidate its Existing Ordinary Shares in order to reduce the total number of Ordinary Shares in issue and adjust the corresponding nominal value of each Ordinary Share pursuant to the Sub-Division to create a more appropriate share capital structure for the Company. In connection with the proposed Consolidation and subsequent Sub-Division of the Existing Ordinary Shares (together, the “**Capital Reorganisation**”, as further detailed below), the Company also proposes to adopt new articles of association (the “**New Articles**”). The New Articles will be substantially the same as the existing Articles, save for certain amendments necessary to reflect (i) the Capital Reorganisation; and (ii) the Company’s change of name to “Bisgood PLC”.

The proposed cessation of the Investing Policy, the Capital Reorganisation and the adoption of the New Articles are conditional upon the approval of Shareholders to be sought at the General Meeting.

2 REASONS FOR THE CHANGE IN STATUS TO OPERATING COMPANY

Historically, the Company has focused on making investments and acquisitions, principally in the natural resources sector. The Company is admitted to trading on AIM and currently holds a portfolio comprising both direct interests in mineral exploration projects and minority equity investments in a number of resource and other businesses. The Company's principal assets include its wholly owned Canadian exploration projects and certain strategic investment holdings.

The Company intends to concentrate on Canadian gold assets. To that end it has divested almost all of its other investments, and its business now primarily consists of the Barb Gold Project in Manitoba (the "**Barb Project**"), which is wholly owned by the Company, and a 10% interest in the Eagle Lake Gold Project in Ontario. The Company retains a small stake in Aberdeen Nickel, which it intends to dispose of as soon as reasonably practicable.

The Board strongly believes that the valuation accorded to the Barb Project is significantly and negatively affected by the Company's status as an Investing Company, and that this largely explains the poor performance of the Company's share price despite its recent announcement of rock chip sample assays of up to 489 g/t gold from the project. It is not uncommon for an Investing Company on AIM to see their shares traded at a significant discount to net asset value and the Board believes that transitioning to an operating exploration company, with a wholly-owned flagship project, has the potential to materially reduce that discount.

Becoming an operating company aligns the Company's status with what it intends to do in the future: explore and develop natural resources, primarily gold, in North America. As part of the Company's transition, it intends to change its name to "Bisgood PLC". Once the change of the Company's name to Bisgood PLC takes effect, the Company's ticker for AIM will be BIS/BSG (formerly GUN). The Company's new website address, containing the information required to be published pursuant to Rule 26 of the AIM Rules, will be announced in due course. As such, the Company intends to make changes to its Board to reflect its new status as a focused operating gold explorer.

Accordingly, the Directors consider that it is no longer appropriate for the Company to continue as an AIM Rule 8 Investing Company and therefore propose that the Investing Policy be revoked. As a result, the Company would be classified as an AIM operating company in accordance with the AIM Rules in order to focus principally on the exploration and development of its natural resources assets.

3 CESSATION OF THE INVESTING POLICY

Following the passing of Resolution 1 and the consequent revocation of the Company's Investing Policy, the Company will cease to be treated as an investing company for the purposes of the AIM Rules and will instead be regarded as an operating company. The Board intends that, following the revocation of the Investing Policy, the Company's activities will be focused on the ownership, development and operation of its businesses and assets, rather than the making of investments in accordance with an investing policy.

4 PUBLICATION OF A CPR

As part of the Company's proposed transition from an Investing Company to an operating company, the Company engaged Axiom Resources Group Ltd. to prepare a Competent Person's Report (the "**CPR**") in respect of the Barb Project. The CPR provides an independent technical assessment of the Barb Project and has been prepared in connection with the Company's proposed change in status. A copy of the CPR is available on the Company's website at <https://www.gunsynd.com/>.

5 DIRECTORATE CHANGE

Conditional upon the passing of Resolution 1 at the General Meeting, Peter Ruse will step down from the Board with effect from the conclusion of the General Meeting. At the same time,

Sheldon Modeland will be appointed to the Board as an independent non-executive director of the Company.

6 **SHARE CONSOLIDATION**

The Company intends to undertake a Consolidation of its Existing Ordinary Shares in order to reduce the total number of Ordinary Shares in issue and create a more appropriate share capital structure for the Company.

Details of the proposed Consolidation

As at the Latest Practicable Date, the Company has 1,615,598,332 Ordinary Shares of 0.085 pence each in issue.

Following the Consolidation, each Shareholder will hold fewer Ordinary Shares by number. Each Shareholder will still hold approximately the same proportion of the Company's share capital after the Consolidation as they held immediately before it (subject to the issue of the Registrar Shares and the treatment of Fractional Entitlements described below). Although Consolidated Shares will have a different nominal value, they will have the same rights and be subject to the same restrictions (save as to nominal value) as the Existing Ordinary Shares prior to the Consolidation.

If the Board determines at any time that the Consolidation no longer continues to be in the best interests of the Company and/or Shareholders, the Directors are entitled, in their sole discretion, not to proceed with the Consolidation.

Ratio for the proposed Consolidation

To ensure the maximum number of Ordinary Shares in issue as at the Capital Reorganisation Record Date is divisible into an integer by the Consolidation ratio, up to 8 Ordinary Shares ("**Registrar Shares**") may be issued to the Registrar at nominal value. As the Registrar Shares comprise fewer than 12 Ordinary Shares at the Capital Reorganisation Record Date, the shareholding will be consolidated as part of the Consolidation and will result in the Registrar no longer being a member of the Company in relation to that holding.

Under the proposed Consolidation, every 12 Existing Ordinary Shares of 0.085 pence each held by a Shareholder will be consolidated into 1 Consolidated Share of 1.02 pence each.

It is proposed that the Company's entire issued ordinary share capital will be consolidated as part of the Consolidation, meaning that while the number of Ordinary Shares in issue will change, the proportion of the Company's issued ordinary share capital held by each Shareholder immediately before and after the Consolidation will remain unchanged (subject to the treatment of Fractional Entitlements, which is described below).

As a result of the Consolidation:

- the nominal value of Ordinary Shares will change;
- the number of Ordinary Shares held by each Shareholder will reduce by a factor of 12:1; and
- the overall value of each Shareholder's existing holding of Ordinary Shares should remain approximately the same (although the value of an investment in Ordinary Shares will continue to fluctuate).

Assuming that (i) the Consolidation is approved by Shareholders at the General Meeting; (ii) the Consolidation occurs; (iii) the Registrar Shares are issued; and (iv) no further Ordinary Shares are issued between the Latest Practicable Date and the Consolidation becoming

effective, the Company will have a maximum of 134,633,195 Ordinary Shares in issue immediately following the Consolidation.

Fractional Entitlements to Consolidated Shares

Any shareholding of Ordinary Shares prior to the Consolidation that is not exactly divisible by 12 will be rounded down to the nearest whole number of Consolidated Shares, and the Shareholder in question will be left with an entitlement to a fraction of a Consolidated Share (a “**Fractional Entitlement**”). If a Shareholder’s holding comprises fewer than 12 Ordinary Shares at the Capital Reorganisation Record Date, the shareholding will still be consolidated and will result in the Shareholder no longer being a member of the Company in relation to that holding.

Arrangements will be put in place for Fractional Entitlements arising from the Consolidation to be aggregated and sold in the market on behalf of Shareholders. The value of any one Shareholder’s Fractional Entitlement will not exceed the value of one Consolidated Share. Based on the market price of each Ordinary Share of 0.085 pence on the Latest Practicable Date, the proceeds from the sale of a Fractional Entitlement should be less than £5.

Proceeds of the aggregation and sale of Fractional Entitlements of less than £5 will be retained by the Company. Proceeds of Fractional Entitlements in excess of £5 (if any, noting that the proceeds from the sale of a Fractional Entitlement should be less than £5) will be paid to relevant Shareholders promptly following the completion of the Consolidation.

If you hold your Ordinary Shares within a nominee account, then those organisations are responsible for crediting your account with a cash equivalent to the Fractional Entitlement (to the extent the aggregation and sale of Fractional Entitlements exceeds £5). The Company does not accept responsibility and will not be held liable for any act or omission by any broker, including, without any limitation, any failure on the part of the broker or any registered Shareholder to notify the holder of any beneficial interest in respect of the distribution or any other matter set out in this document.

Notwithstanding the foregoing, the Company does not expect that any Fractional Entitlements will exceed a value of £5 and, accordingly, the Company does not expect that any Fractional Entitlements will be paid.

Shareholders are advised that the Consolidation contemplated in this document may have different consequences for each Shareholder depending on the jurisdiction in which they reside and their other unique circumstances. Shareholders are accordingly advised to seek their own professional advice (including tax advice) in relation to matters contained in this document.

7 SUB-DIVISION

Immediately following the Consolidation, each Consolidated Share will have a nominal value of 1.02 pence.

The Directors believe it is desirable for the nominal value of the Ordinary Shares to be materially below the anticipated market price of Ordinary Shares following the Consolidation and to provide the Company with greater flexibility in respect of its future capital structure.

Accordingly, subject to completion of the Consolidation, it is proposed that each Consolidated Share of 1.02 pence will be sub-divided into 1 New Ordinary Share of 0.03 pence each and 1 Deferred A Share of 0.99 pence each (together the “**Sub-Division**”).

The Directors estimate that, subject to Shareholder approval of the Capital Reorganisation, 134,633,195 New Ordinary Shares and an aggregate of 309,309,023 Deferred A Shares will be in issue immediately following completion of the Capital Reorganisation (excluding any adjustments resulting from fractional entitlements).

The Directors consider that the Sub-Division is in the best interests of the Company and its Shareholders as a whole and unanimously recommend that Shareholders vote in favour of the Resolution to approve the Sub-Division.

8 **NEW ARTICLES**

In connection with the Company's proposed change of name to "Bisgood PLC" and the Capital Reorganisation, the Company proposes to adopt the New Articles. The New Articles will be substantially the same as the Company's existing Articles, save for such amendments as are necessary to reflect (i) the adoption of the name "Bisgood PLC"; and (ii) the change to the nominal value of the Ordinary Shares resulting from the Capital Reorganisation.

Under the Company's existing Articles, the Company's name may be changed by resolution of the Board and, accordingly, the proposed adoption of the name "Bisgood PLC" is not being submitted to Shareholders for approval.

Certain other minor and non-substantive changes will be made in the New Articles, including changes to improve formatting.

Copies of the Company's existing Articles and proposed New Articles marked to show all the proposed changes will be available for inspection during normal business hours (excluding Saturdays, Sundays and bank holidays) at Hill Dickinson LLP, 8th Floor, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW from the date of this document until the close of the General Meeting and will be available to download from the following website, <https://Gunsynd.com/>. The New Articles will also be available for inspection at the General Meeting at least 15 minutes prior to the start of the General Meeting and up until the close of the General Meeting.

9 **ADMISSION OF THE NEW ORDINARY SHARES**

Dealings and Settlement

Application will be made for the New Ordinary Shares arising from the Capital Reorganisation to be admitted to trading on AIM at 8:00 a.m. on or around 29 October 2026.

As a result of the Capital Reorganisation, the New Ordinary Shares will have a new ISIN. The new ISIN will be confirmed by the Company in due course, and a further announcement will be made.

Following the Consolidation, new share certificates in respect of the New Ordinary Shares will be despatched, at the risk of Shareholders, to those Shareholders who, immediately prior to the implementation of the Consolidation, hold their Ordinary Shares in certificated form. Such certificates will replace existing share certificates, which should then be destroyed. Pending the receipt of new share certificates, transfers of New Ordinary Shares held in certificated form will be certified against the relevant register. The new share certificates in respect of the New Ordinary Shares are despatched to Shareholders at their own risk. Please note, if you are a "gone away" Shareholder on the Company's register of members, your share certificate in respect of the New Ordinary Shares will not be issued until you contact the Registrar.

Shareholders who, immediately prior to the implementation of the Consolidation, hold their Ordinary Shares in uncertificated form through CREST will have their CREST accounts credited to reflect their new holdings of Ordinary Shares.

Rights attaching to the New Ordinary Shares

The rights attaching to each New Ordinary Share (including the rights in respect of voting, the entitlement to receive dividends and rights on a return of capital) will be identical in all respects to those of the Existing Ordinary Shares.

10 **EXPLANATORY NOTES TO THE NOTICE OF GENERAL MEETING**

The following notes give an explanation of the proposed Resolutions.

Resolutions 1 to 3 (inclusive) are proposed as ordinary resolutions. This means for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolution 4 is proposed as a special resolution. This means that for Resolution 4 to be passed, at least three quarters of the votes cast must be in favour of the Resolution.

Resolution 1 – Cessation of the Investing Policy

This is an ordinary resolution to approve the revocation of the Company's Investing Policy and change of the status of the Company from an investing company to an operating company for the purposes of the AIM Rules, and that the Directors of the Company be authorised to take such steps as they may consider necessary or desirable to implement such transition.

Resolution 2 – Consolidation of the Company's Ordinary Shares

This is an ordinary resolution to grant the Directors the authority to consolidate the Company's Existing Ordinary Shares on a 12 for 1 basis pursuant to article 21 of the Articles. The authority under this Resolution will expire on the date falling six months from the date of the General Meeting.

Resolution 3 – Sub-Division of Consolidated Shares

This is an ordinary resolution to approve the proposed Sub-Division of each Consolidated Share into 1 New Ordinary Share of 0.03 pence each and 1 Deferred A Share of 0.99 pence each pursuant to article 21 of the Company's Articles and thereby completing the Capital Reorganisation.

Resolution 4 – Adoption of New Articles

This is a special resolution to approve the adoption of the New Articles.

11 VOTING AND ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders are strongly encouraged to submit a proxy vote in advance of the General Meeting.

Shareholders will find enclosed with this letter a Form of Proxy for use at the General Meeting. The Form of Proxy should be completed and returned in accordance with the instructions printed on it so as to arrive with at the Company's registered office address at 25 Christopher Street, London, England, EC2A 2BS as soon as possible and in any event not later than 11 a.m. on 26 October 2026.

12 RECOMMENDATION

The Directors unanimously believe that the Resolutions are in the best interests of the Company and its Shareholders and unanimously recommend that you vote in favour of the Resolutions as they intend to do in respect of their own holdings of Ordinary Shares which amount, in aggregate, to approximately 107,656,515 Ordinary Shares, representing approximately 6.66 per cent. of the Existing Ordinary Shares.

Yours faithfully,

Hamish Harris
Executive Chairman

GUNSYND PLC
(to be renamed “Bisgood PLC”)

(Incorporated and registered in England and Wales with registered number 05656604)

NOTICE OF GENERAL MEETING

NOTICE is hereby given that a General Meeting of the Company will be held at 11 a.m. on 28 October 2026 at the offices of Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London EC2A 2EW, for the purpose of considering and, if thought fit, passing the following resolutions of which 1 to 3 (inclusive) will be proposed as ordinary resolutions, and resolution 4 will be proposed as a special resolution.

This notice of general meeting concerns matters described in a circular to shareholders of the Company dated 12 October 2026 (the “**Circular**”). Words and expressions defined in the Circular have the same meaning when used in this notice of general meeting.

ORDINARY RESOLUTIONS

- 1 **THAT** the Company’s existing Investing Policy is hereby revoked in its entirety, that the Company transition from an AIM investing company to an operating company and that the Directors of the Company be authorised to take all such steps as they may consider necessary or desirable to implement such change in the Company’s status.
- 2 **THAT:**
 - (a) subject to and conditional upon the passing of resolution 3, all of the Existing Ordinary Shares be and are hereby consolidated into ordinary shares of 1.02 pence each on the basis of 1 Consolidated Share for 12 Existing Ordinary Shares, each such Consolidated Share having the same rights and being subject to the same restrictions (save as to nominal value) as the Existing Ordinary Shares of 0.085 pence each in the capital of the Company as set out in the Articles, provided that where such consolidation results in any Fractional Entitlement, such fractions shall be dealt with by the Directors as they see fit pursuant to the powers under article 21 of the Articles; and
 - (b) the Directors be and are hereby authorised, in accordance with article 21 of the Articles, to deal with such fractions of Consolidated Shares as they think fit, to sell (or appoint any other person to sell), on behalf of all the relevant Shareholders, all the Consolidated Shares representing such fractions at the best price reasonably obtainable to any person, and to distribute the proceeds of sale (net of expenses) in due proportion among the relevant Shareholders entitled thereto (save that any fraction of a penny shall be rounded up or down in accordance with the usual practice of the Company’s registrars and, save that the proceeds of any fractional entitlement of less than £5 will be retained by the Company); any Director (or any person appointed by the Directors) shall be and is hereby authorised to execute an instrument of transfer in respect of such shares on behalf of the relevant Shareholders and to do all acts and things the Directors consider necessary or expedient to effect the transfer of such shares to, or in accordance with the directions of, any buyer of any such shares.
- 3 **THAT**, subject to and conditional upon the passing of resolution 2, each Consolidated Share be and is hereby sub-divided into one ordinary share of 0.03 pence and 1 deferred A share of 0.99 pence, pursuant to the powers under article 21 of the Articles, such New Ordinary Shares having the same rights and being subject to the same restrictions as the Existing Ordinary Shares as set out in the Articles.

SPECIAL RESOLUTION

- 4 **THAT**, subject to and conditional upon the passing of resolution 2 and resolution 3 above, with effect from the conclusion of the General Meeting, the proposed New Articles produced to the

General Meeting be adopted as the new articles of association of the Company in substitution of the existing articles of association of the Company.

BY ORDER OF THE BOARD

Registered Office:

Donald Strang

25 Christopher Street
London
England
EC2A 2BS

Company Secretary

12 October 2026

NOTES:

- 1 A member of the Company entitled to attend and vote at the General Meeting is entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the General Meeting. A proxy need not be a member of the Company.
- 2 A Form of Proxy is enclosed with this Notice for use in connection with the business set out above. To be valid, Forms of Proxy and any power of attorney or other authority under which it is signed must be lodged at the Company's registered office address at 25 Christopher Street, London, England, EC2A 2BS no later than 11 a.m. on 26 October 2026.
- 3 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.
- 4 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, Neville Registrars Limited (ID: 7RA11) by 11 a.m. on 26 October 2026. 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.
- 5 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.
- 6 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.
- 7 In the case of joint holders of Ordinary Shares, the signature of only one of the joint holders is required on the Form of Proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.
- 8 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, to be entitled to vote at the General Meeting (and for the purpose of the determination by the Company of the votes they may cast), a member of the Company must be entered in the register of members of the Company at 6:00 p.m. on 26 October 2026.
- 9 As at the close of business on 9 October 2026 (the last practicable date before the publication of this notice), the Company's issued share capital comprised 1,615,598,332 ordinary shares of 0.085 pence each. Each Ordinary Share carries the right to one vote at a general meeting of the Company. Therefore, the total number of voting rights in the Company as at the time and date given above was 1,615,598,332.