

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under FSMA.**

If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document, together with the Notice of General Meeting enclosed with this document, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

The Directors (whose names and functions appear on page 3 of this document) and the Company (whose registered office appears on page 3 of this document) accept responsibility, both collectively and individually, for the information contained in this document and compliance with the AIM Rules. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

This document contains no offer of transferable securities to the public within the meaning of section 102B of the FSMA, the CA 2006 or otherwise and does not constitute or form part of any offer, invitation or solicitation to purchase, subscribe for, sell or issue any ordinary shares or any other securities in the Company or to otherwise engage in any investment activity in any jurisdiction in which the same is unlawful, nor shall it, or any part of it, or the fact of its distribution, form the basis of, or be relied in connection with, any contract therefore. Any failure to comply with these restrictions may constitute a violation of applicable securities laws in such jurisdictions. Accordingly, this document does not constitute a prospectus within the meaning of section 85 of the FSMA and has not been drawn up in accordance with the Prospectus Regulation Rules and has not been, and will not be, approved by or filed with the UK Financial Conduct Authority or any other competent authority.

## **KAZERA GLOBAL PLC**

(Incorporated in England and Wales with registered number 05697574)

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

**This document should be read in its entirety. Your attention is drawn to the letter from the Chairman of the Company set out in this document which contains the Directors' unanimous recommendation that you should vote in favour of the Resolutions to be proposed at the Annual General Meeting, as they intend to in respect of any of their own holdings of Ordinary Shares in the Company.**

Notice of a General Meeting of Kazera Global plc ("**Company**" or "**Kazera**") to be held at 33 St James' Square, London, SW1Y 4JS on 14 January 2025 at 12:00 Noon is enclosed with this document.

If you are unable to attend the meeting, please complete a valid proxy instruction so as to arrive as soon as possible and in any event not later than 12:00 Noon on 10 January 2025 (or 48 hours before the time fixed for any adjournment of the Annual General Meeting).

You will not receive a form of proxy for the Annual General Meeting in the post. Instead, you will be able to vote online. You may request a hard copy proxy form directly from the registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL (email: [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk); telephone number: 0371 664 0391) should you wish to forward one to the Company by post. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

A copy of this document is available at the Company's website, [www.kazeraglobal.com](http://www.kazeraglobal.com). Neither the content of the Company's website nor any website accessible by hyperlinks to the Company's website is incorporated in, or forms part of, this document.

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## DIRECTORS AND ADVISERS

<b>Directors</b>	Dr John Wardle Dennis Edmonds Geoff Eyre	<i>Non-Executive Chairman</i> <i>Chief Executive Officer</i> <i>Non-Executive Director</i>
<b>Registered Office</b>	33 St James' Square London SW1Y 4JS	
<b>Company Secretary</b>	David Taylor	
<b>Nominated &amp; Financial Adviser and Broker</b>	Strand Hanson Limited 26 Mount Row London W1K 3SQ	
<b>Solicitors to the Company as to English law</b>	Kuit Steinart Levy LLP 3 St Mary's Parsonage Manchester M3 2RD United Kingdom	
<b>Auditors</b>	PKF Littlejohn LLP 15 Westferry Circus London E14 4HD United Kingdom	
<b>Registrars</b>	Link Group Central Square 29 Wellington Street Leeds LS1 4DL United Kingdom	

## EXPECTED TIMETABLE OF EVENTS

Publication of this document	13 December 2024
Latest time and date of receipt of Form and Proxy	10 January 2025
General Meeting	14 January 2025
Announcement of the results of the Annual General Meeting	14 January 2025

All times referred to above and in this document are, unless otherwise stated, to the local time in London.

Each of the times and dates referred to above and elsewhere in this document may be extended or brought forward at the discretion of the Company, in which case the revised time(s) and date(s) will be notified to Shareholders by public announcement.

## DEFINITIONS

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

<b>“AIM”</b>	the AIM Market operated by the London Stock Exchange;
<b>“AIM Rules”</b>	the AIM Rules for Companies published by the London Stock Exchange;
<b>“Annual General Meeting”</b>	the Annual General Meeting of the Company convened for 12:00 Noon on 14 January 2025 at 33 St James’ Square, London, SW1Y 4JS, or any reconvened meeting following any adjournment thereof, notice of which is set out in the Notice of General Meeting;
<b>“Articles of Association”</b>	The Articles of Association of the Company
<b>“CA 2006” or “the Act”</b>	the Companies Act 2006;
<b>“Company”</b>	Kazera Global plc, a company incorporated in England and Wales with registered number 05697574, with its registered office at 33 St James’ Square, London, SW1Y 4JS;
<b>“CREST”</b>	the paperless settlement system operated by Euroclear UK & International Limited in accordance with which securities may be held and transferred in uncertificated form;
<b>“Directors” or the “Board”</b>	The directors of the Company whose names are set out on page 3 of this document, or any authorised committee thereof;
<b>“FCA”</b>	the Financial Conduct Authority;
<b>“FSMA”</b>	the Financial Services and Markets Act 2000 (as amended);
<b>“Group”</b>	the Company, its subsidiaries and its subsidiary undertakings;
<b>“London Stock Exchange”</b>	London Stock Exchange plc;
<b>“Notice of Annual General Meeting”</b>	the notice convening the Annual General Meeting which is enclosed with this document;
<b>“Ordinary Share(s)”</b>	ordinary share(s) of £0.001 each in the capital of the Company;
<b>“Prospectus Regulation Rules”</b>	the prospectus regulation rules made by the FCA pursuant to section 73A of FSMA, as amended on the 1 January 2021 to incorporate references to EU Regulation and Commission Delegated Regulation being to the versions which are part of UK domestic law by virtue of the EUWA, and as amended by relevant statutory instruments;
<b>“Resolutions”</b>	the resolutions to be proposed at the Annual General Meeting as set out in the Notice of Annual General Meeting;
<b>“Shareholder(s)”</b>	registered holder(s) of Ordinary Shares;
<b>“UK”</b>	the United Kingdom of Great Britain and Northern Ireland.

# LETTER FROM THE CHAIRMAN KAZERA GLOBAL PLC

(Incorporated and registered in England & Wales with registered number 05697574)

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

13 December 2024

Dear Shareholder,

## Notice of Annual General Meeting

### 1. Introduction and summary

I am writing to invite you to the annual general meeting of the Company to be held on 14 January 2025 at 12:00 Noon. The Notice of the Annual General Meeting is set out on pages 10 to 12 of this document.

The Directors recommend that shareholders of the Company (the “Shareholders”) vote in favour of the resolutions being proposed at the Annual General Meeting (the “Resolutions”).

### 2. 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 7 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 8 is proposed as a special resolution, and requires more than 75 percent of the votes cast to be in favour of it, in order to be passed.

#### *Resolution 1 - Receiving and Considering the Accounts*

To receive and adopt the Accounts for the period ended 30 June 2024 together with the reports of the Directors and of the Auditors thereon.

#### *Resolution 2 – Election of Director*

To elect John Wardle as a Director who, being eligible, offers himself for election as a Director.

#### *Resolution 3 – Re-election of Director*

To re-elect Geoffrey Peter Eyre as a Director who, being eligible, offers himself for re-election as a Director.

#### *Resolution 4 – Re-election of Director*

To re-elect Dennis Vernon Edmonds as a Director who, being eligible, offers himself for re-election as a Director.

#### *Resolution 5 – Reappointment of Auditors*

This Resolution seeks to authorise the Directors to reappoint PKF Littlejohn LLP as statutory auditor of the Company to hold office from the conclusion of the meeting to the conclusion of the next general meeting at which accounts are laid before the Company.

#### *Resolution 6 – Fixing of Auditors’ Remuneration*

This resolution seeks to authorise the Directors to fix the auditors’ remuneration.

#### *Resolution 7 – Directors’ Authority to Allot Shares*

This is an ordinary resolution proposing that, in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares of the Company up to an aggregate amount of £192,600, which would amount to approximately 19.99% of the current issued share capital.

### *Resolution 8 – Disapplication of Pre-emption Rights (special resolution)*

This is a special resolution which proposes to disapply the statutory rights of pre-emption in respect of the allotment of equity securities for cash under Section 561(1) of the Act and authorises the Directors to issue equity securities as continuing authority up to an aggregate nominal amount of £192,600 for cash on a non-pre-emptive basis pursuant to the authority conferred by Resolution 8 above.

The authority granted by this Resolution will expire 15 months from the date of this Annual General Meeting, or if earlier, at the conclusion of next annual general meeting of the Company, subject to this authority being substituted by a similar authority at that meeting.

### **3. Action to be Taken – Proxy Voting**

The Board encourages Shareholders to submit proxy votes electronically through the website of our registrar, Link Group, at <https://investorcentre.linkgroup.co.uk/Login/Login>. The electronic submission of proxy must be received at least 48 hours (excluding non-working days) before the time of the Annual General Meeting. To vote online you will need to log in to your Link Investor Centre account or register for the Link Investor Centre if you have not already done so and you will require your investor code. Once registered, you will be able to vote immediately. Alternatively, you can vote via CREST or Proxymity.

Further information regarding the appointment of proxies and online voting can be found in the notes to the Notice of General Meeting.

If you are in any doubt as to the action you should take, you are recommended to seek immediately your own independent financial advice from your stockbroker, bank, legal adviser, accountant or other appropriate independent financial adviser.

We strongly encourage Shareholders to participate in the Annual General Meeting by submitting any questions on the business of the meeting and resolutions in advance by email to: [investors@kazeraglobal.com](mailto:investors@kazeraglobal.com). We will endeavour to publish certain of these questions and answers on our website after the meeting. Shareholders should note that for various commercial, legal or regulatory reasons the Directors may not be able to respond to every question.

Further information regarding the appointment of proxies and online voting can be found in the notes to the Notice of Annual General Meeting.

### **4. Recommendation**

**The Board considers that each of the Resolutions is in the best interest of the Company and its Shareholders as a whole and unanimously recommends that Shareholders vote in favour of each of the resolutions.**

Yours faithfully,

John Wardle  
Non-Executive Chairman  
Kazera Global Plc

# NOTICE OF GENERAL MEETING

## KAZERA GLOBAL PLC

(Incorporated in England and Wales with registered number 05697574)

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NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Kazera Global PLC (the **Company**) will be held at 33 St James' Square, London, SW1Y 4JS, United Kingdom at 12:00 Noon on 14 January 2025 to consider and, if thought fit, pass the following ordinary resolutions.

In this Notice, words and defined terms shall have the same meanings as words and defined terms in the Circular to which this Notice is attached.

### ORDINARY RESOLUTIONS

#### Receive Annual Report and Accounts

1. To receive and adopt the Accounts for the period ended 30 June 2024 together with the reports of the Directors and of the Auditors thereon.

#### Election and Re-Election of Directors

2. To elect John Wardle as a Director.
3. To re-elect Dennis Vernon Edmonds as a Director.
4. To re-elect Geoffrey Peter Eyre as a Director.

#### Reappointment of Auditors and Auditor Remuneration

5. To authorise the Directors to reappoint PKF Littlejohn LLP as the auditor of the Company to hold office from the end of the meeting to the end of the next meeting at which accounts are laid before the Company.
6. To authorise the Directors to determine the remuneration of the auditor.

#### Authority to allot shares

7. That, in substitution for all existing and unexercised authorities, the Directors of the Company be and are hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 ("**the Act**") to exercise all or any of the powers of the Company to allot equity securities (within the meaning of Section 560 of the Act) up to a maximum nominal amount of £192,600 provided that this authority shall, unless previously revoked or varied by the Company in general meeting, expire on the earlier of:

- (i) the conclusion of the next Annual General Meeting of the Company at which this authority is substituted by a new authority;
- (ii) 15 months after the passing of this Resolution, unless renewed or extended prior to such time,

except that the Directors of the Company may before the expiry of such period make an offer or agreement which would or might require equity securities to be allotted after the expiry of such period and the Directors of the Company may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.



## SPECIAL RESOLUTION

### General power to disapply pre-emption rights (special resolution)

8. THAT, subject to resolution 7 being passed, the Directors be and are hereby empowered to allot equity securities (as defined in the Act) for cash under the authority given by that resolution 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, such power to be limited:

(a) to the allotment of equity securities and sale of Treasury shares in connection with an offer of, or invitation to apply for, equity securities:

- (i) to Ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to holders of other equity securities, as required by the rights of those securities, or as the Directors otherwise consider necessary, but so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with Treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter whatsoever; and

(b) to the allotment of equity securities or sale of Treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £192,600 such power to expire at the end of the next AGM of the Company at which this authority is substituted (or, if earlier, at the close of business 15 months from the date of this resolution is passed) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and Treasury shares to be sold) after the power expires and the Directors may allot equity securities (and sell Treasury shares) under any such offer or agreement as if the power had not expired.

By order of the Board

David Taylor  
Company Secretary  
13 December 2024

## NOTES TO THE NOTICE OF GENERAL MEETING

### KAZERA GLOBAL PLC

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The following notes explain your general rights as a Shareholder and your right to attend and vote at this Annual General Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), Shareholders must be registered in the Register of Members of the Company at close of business on 10 January 2025 (or the date which is two business days prior to any adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.
2. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights. A Shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that Shareholder. A proxy need not be a Shareholder of the Company but must attend the Annual General Meeting in order to represent you. Your proxy must vote as you instruct and must attend the Annual General Meeting for your vote to be counted.
3. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, 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).
4. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.
5. You can vote:
  - by using the Link Investor Centre app or logging on to <https://investorcentre.linkgroup.co.uk/Login/Login> and following the instructions (see below);
  - you may request a hard copy form of proxy directly from the registrars, Link Group by email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or by telephone on 0371 664 0391. Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
  - if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform (refer to the notes below).

In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL by 12:00 Noon on 10 January 2025 (or in the case of an adjourned meeting, 48 hours prior to such adjourned meeting).

Link Investor Centre is a free app for smartphone and tablet provided by Link Group (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

Alternatively, you may access the Link Investor Centre via a web browser at: <https://investorcentre.linkgroup.co.uk/Login/Login>.



6. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all Shareholders and those who use them will not be disadvantaged.
7. The return of a completed form of proxy, electronic filing or any Proxymity or CREST Proxy Instruction (as described in notes 8 - 10 below) will not prevent a Shareholder from attending the Annual General Meeting and voting in person if he/she wishes to do so.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting (and any adjournment of the Annual General Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com](http://www.euroclear.com)). 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.
9. In order for a proxy appointment or instruction made by means of CREST 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 must be transmitted so as to be received by the issuer's agent (ID RA10) by 12:00 Noon on 10 January 2025 (or in the case of an adjourned meeting, the 48 hours prior to that meeting). For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp 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.
10. 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(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 system 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.
11. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 12:00 Noon on 10 January 2025 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity'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. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

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 no more than one corporate representative exercises powers in relation to the same shares.
13. Submission of a Proxy vote shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof.
14. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion or withhold from voting.
15. As at 12 December 2024 (being the latest practicable business day prior to the publication of this Notice of General Meeting), the Company's ordinary issued share capital consists of 963,710,470 ordinary shares, carrying one vote each. Therefore, the total number of voting rights in the Company as at 12 December 2024 is 963,710,470.
16. Under Section 527 of the CA 2006, Shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the CA 2006 (in each case) that the Shareholders propose to raise at the relevant meeting. The Company may not require the Shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the CA 2006. Where the Company is required to place a statement on a website under Section 527 of the CA 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the CA 2006 to publish on a website.
17. You may not use any electronic address (within the meaning of Section 333(4) of the CA 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
18. A copy of this Notice of General Meeting, and other information required by Section 311A of the CA 2006, can be found on the Company's website at [www.kazeraglobal.com](http://www.kazeraglobal.com).