

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised for the purposes of the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities before taking any action. The whole of this document should be read.**

If you have sold or transferred all of your Ordinary Shares, please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other party through whom the sale or transfer was effected for transmission to the purchaser or transferee. Such documents should, however, not be forwarded to or transmitted into any jurisdiction outside of the UK if to do so would constitute a violation of the relevant law and/or regulations of such jurisdiction. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. If you have sold or transferred only part of your registered holding of Ordinary Shares, you are advised to consult your stockbroker, bank or other agent through whom the sale or transfer was effected.

The Fundraising does not constitute an offer to the public requiring an approved prospectus under section 85 of FSMA and accordingly this document does not constitute a prospectus for the purposes of the Public Offers and Admissions to Trading Regulations 2024 and has not been pre-approved by the FCA pursuant to sections 85 and 87 of FSMA, the London Stock Exchange, any securities commission or any other authority or regulatory body. In addition, this document does not constitute an admission document drawn up in accordance with the AIM Rules.

The Company's Ordinary Shares are currently admitted to trading on AIM. Applications will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. The New Ordinary Shares will not be admitted to trading on any other investment exchange.

**AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The London Stock Exchange has not examined or approved the contents of this document. The AIM Rules are less demanding than those of the Official List. It is emphasised that no application is being made for admission of the Existing Ordinary Shares or the New Ordinary Shares to the Official List.**

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## **EUROPA OIL & GAS (HOLDINGS) PLC**

*(Registered in England and Wales under number 05217946)*

**Issue of up to 320,833,667 New Ordinary Shares at 1.2 pence per Ordinary Share**

**and**

**Notice of General Meeting**

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**You are recommended to read the whole of this document but your attention is drawn, in particular, to the letter from the Chairman of the Company explaining the background to, and reasons for, the Fundraising which is set out in Part I of this document and which recommends that you vote in favour of the Resolution to be proposed at the General Meeting.**

**Notice of a general meeting of the Company to be held at the offices of Tennyson Securities, 26 Caxton Street, London SW1H 0RJ at 11.00 a.m. on 27 February 2026, which sets out the Resolution required to effect the Fundraising, can be found at Part II of this document. Shareholders will find enclosed with this document a Form of Proxy for use in relation to the General Meeting. To be valid, Forms of Proxy should be completed, signed and returned so as to be received by the Company's Registrar, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible, but in any event so as to be received not later than 11.00 a.m. on 25 February 2026.**

This document does not constitute an offer to sell, or the solicitation of an offer to buy, Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful. The Ordinary Shares have not been and will not be registered under the United States Securities Act of 1933, as amended, or under the applicable securities laws of any state of the United States or any province or territory of Canada, Japan or Australia. Accordingly, unless a relevant exemption from such requirements is available, the New Ordinary Shares may not, subject to certain exceptions, be offered, sold, taken up, re-sold or delivered, directly or indirectly, within the United States, Canada, Japan or Australia or in any other country, territory or possession where to do so may contravene local securities laws or regulations.

Tennyson, which is authorised and regulated in the United Kingdom by the FCA, is acting as sole broker to the Company in relation to the Fundraising. Persons receiving this document should note that Tennyson will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for advising any other person on the arrangements described in this document. Tennyson has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Tennyson for the accuracy of any information or opinions contained in this document or for the omission of any information.

Grant Thornton, which is authorised and regulated in the United Kingdom by the FCA, is acting as nominated adviser to the Company. The responsibilities of Grant Thornton as the Company's nominated adviser under the AIM Rules for Nominated Advisers are owed solely to the London Stock Exchange and are not owed to the Company or to any other person. Persons receiving this document should note that Grant Thornton will not be responsible to anyone other than

the Company for providing the protections afforded to its clients or for advising any other person on the arrangements described in this document. Grant Thornton has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Grant Thornton for the accuracy of any information or opinions contained in this document or for the omission of any information.

#### **FORWARD-LOOKING STATEMENTS**

This document contains “forward-looking statements” which includes all statements and information other than statements of historical fact including, without limitation, those regarding the Company’s financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words “targets”, “believes”, “expects”, “aims”, “intends”, “will”, “may”, “might”, “anticipates”, “would”, “could” or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company’s control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company’s present and future business strategies and the environment in which the Group will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to forward-looking statements contained herein to reflect any change in the Company’s expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Announcement of the Fundraising	10 February 2026
Publication and posting of this document	10 February 2026
Latest time and date for completed Forms of Proxy to be valid at the General Meeting	11.00 a.m. on 25 February 2026
General Meeting	11.00 a.m. on 27 February 2026
Expected date of announcement of the results of the General Meeting	27 February 2026
Admission effective and dealings in the Fundraising Shares expected to commence on AIM	8.00 a.m. on 3 March 2026
CREST accounts credited with Fundraising Shares	8 a.m. on 3 March 2026
Definitive share certificates for the Fundraising Shares to be dispatched (if appropriate) by no later than	w/c 2 March 2026

### **Proposed format of the General Meeting**

**The General Meeting will be held at the offices of Tennyson Securities, 26 Caxton Street, London SW1H 0RJ. The arrangements for the General Meeting, including voting, are set out in the Notice of General Meeting in Part II of this document.**

*If any of the details contained in the timetable above should change, the revised time and dates will be notified to Shareholders by means of a Regulatory Information Service announcement. All events listed in the above timetable are conditional on the conditions in the Placing Agreement becoming unconditional in all respects.*

*In this document, all references to times and dates are to dates and times in London, United Kingdom.*

## SHARE CAPITAL AND FUNDRAISING STATISTICS

Issue Price	1.2 pence
Number of Existing Ordinary Shares in issue	971,040,807
Number of New Ordinary Shares to be issued pursuant to the Placing	291,667,000
Maximum number of New Ordinary Shares to be issued pursuant to the WRAP Retail Offer	29,166,667
Maximum number of New Ordinary Shares to be issued pursuant to the Fundraising <sup>1</sup>	320,833,667
Maximum enlarged Share Capital following completion of the Fundraising	1,291,874,474
Fundraising Shares as a percentage of the Enlarged Share Capital of the Company	24.83%
Maximum number of Tennyson Broker Warrants	10,208,345
Maximum number of Fundraising Warrants	80,208,417
Gross proceeds of the Fundraising <sup>2</sup>	£3,850,004

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<sup>1</sup> Being the sum of the number of new Ordinary Shares to be issued pursuant to the Placing plus the maximum number of new Ordinary Shares to be issued pursuant to the WRAP Retail Offer.

<sup>2</sup> Being the total gross amount, before expenses, to be raised under both the Placing and the maximum possible issuance under the WRAP Retail Offer.

## DIRECTORS, SECRETARY AND ADVISERS

<b>Directors</b>	Bo Kroll (Non-Executive Chairman) William Holland (Chief Executive Officer) Simon Ashby-Rudd (Senior Independent Non-Executive Director) Eleanor Rowley (Independent Non-Executive Director)
<b>Registered Office</b>	54 Charlotte Street London W1T 2NS
<b>Telephone number</b>	020 3968 6411
<b>Website</b>	<a href="http://www.europaoil.com">www.europaoil.com</a>
<b>Company Secretary</b>	Louise Armstrong
<b>Nominated Adviser to the Company</b>	Grant Thornton UK LLP 8 Finsbury Circus London EC2M 7EA
<b>Broker to the Company</b>	Shard Capital Partners LLP t/a Tennyson Securities 36-38 Cornhill London EC3V 3NG
<b>Auditor</b>	PKF Littlejohn LLP 15 Westferry Circus Canary Wharf London E14 4HD
<b>Solicitors to the Company</b>	Charles Russell Speechlys LLP 5 Fleet Place London EC4M 7RD
<b>Registrar</b>	Computershare Investor Services PLC The Pavilions Bridgwater Road Bristol BS13 8AE

## DEFINITIONS

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

<b>“Act”</b>	the Companies Act 2006 (as amended)
<b>“Admission”</b>	admission of the Fundraising Shares to trading on AIM becoming effective in accordance with the AIM Rules expected to occur at 8.00 a.m. on 3 March 2026
<b>“AIM Rules”</b>	the AIM Rules for Companies governing the admission to and operation of AIM published by the London Stock Exchange as amended from time to time
<b>“AIM”</b>	the market of that name operated by the London Stock Exchange
<b>“Articles”</b>	the articles of association of the Company (as amended from time to time)
<b>“Board” or “Directors”</b>	the directors of the Company, as at the date of this document, whose names are set out on page 6 of this document
<b>“CREST”</b>	the relevant system (as defined in the CREST Regulations) for the paperless settlement of trades and the holding of uncertificated securities, operated by Euroclear UK & Ireland Limited, in accordance with the same regulations
<b>“CREST Regulations”</b>	the Uncertificated Securities Regulations 2001 (as amended)
<b>“Enlarged Share Capital”</b>	the issued Ordinary Share capital of the Company immediately following Admission
<b>“Europa” or “Company”</b>	Europa Oil & Gas (Holdings) PLC, a company registered in England and Wales with company number 05217946
<b>“Existing Ordinary Shares”</b>	the 971,040,807 Ordinary Shares in issue as at the date of this document, being the entire issued share capital of the Company prior to the Fundraising
<b>“FCA”</b>	the Financial Conduct Authority of the UK
<b>“Form of Proxy”</b>	the form of proxy for use in relation to the General Meeting enclosed with this document
<b>“FSMA”</b>	the Financial Services and Markets Act 2000 (as amended)
<b>“Fundraising”</b>	together, the Placing and the WRAP Retail Offer
<b>“Fundraising Proceeds”</b>	up to £3,850,004 raised pursuant to the Fundraising
<b>“Fundraising Shares”</b>	together, the Placing Shares and the WRAP Retail Shares
<b>“Fundraising Warrants”</b>	up to 80,208,417 warrants to be issued as part of the Fundraising
<b>“General Meeting”</b>	the general meeting of the Company, convened for 11.00 a.m. on 27 February 2026 or at any adjournment thereof, notice of which is set out at Part II of this document
<b>“Grant Thornton”</b>	Grant Thornton UK LLP, a limited liability partnership registered in England and Wales with registered number OC307742, the Company’s Nominated Adviser
<b>“Group”</b>	together, the Company and its subsidiary undertakings
<b>“Issue Price”</b>	1.2 pence per New Ordinary Share
<b>“London Stock Exchange”</b>	London Stock Exchange Group plc
<b>“New Ordinary Shares”</b>	the new Ordinary Shares to be issued and allotted pursuant to the Fundraising

<b>“Notice of General Meeting”</b>	the notice convening the General Meeting, as set out in Part II of this document
<b>“Official List”</b>	the Official List of the FCA
<b>“Ordinary Shares”</b>	ordinary shares of one penny each in the capital of the Company having the rights and being subject to the restrictions contained in the Articles
<b>“Placing Agreement”</b>	the conditional agreement between Tennyson and the Company relating to the Placing dated 9 February 2026
<b>“Placing”</b>	the conditional placing by Tennyson, as agent for and on behalf of the Company, of the Placing Shares at the Issue Price pursuant to the terms and conditions of the Placing Agreement and the Terms and Conditions
<b>“Placing Shares”</b>	up to 291,667,000 New Ordinary Shares to be issued in accordance with the terms of the Placing Agreement
<b>“Registrar” or “Computershare”</b>	Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE
<b>“Regulatory Information Service”</b>	a service approved by the London Stock Exchange for the distribution to the public of AIM announcements and included within the list on the website of the London Stock Exchange
<b>“Resolution”</b>	the resolution to be proposed at the General Meeting, as set out in the Notice of General Meeting
<b>“Shareholders”</b>	registered holders of Ordinary Shares
<b>“Terms and Conditions”</b>	the terms and conditions of the Placing
<b>“Tennyson”</b>	Tennyson Securities, a trading name of Shard Capital Partners LLP, a limited liability partnership registered in England and Wales with registered number OC360394, the Company’s broker for the purposes of the Placing
<b>“Tennyson Broker Warrants”</b>	up to 10,208,345 warrants issued to Tennyson pursuant to the Tennyson Warrant Agreement
<b>“Tennyson Warrant Agreement”</b>	the warrant agreement between the Company and Tennyson in respect of the Tennyson Broker Warrants to be entered into on or around the date of Admission
<b>“UK” or “United Kingdom”</b>	the United Kingdom of Great Britain and Northern Ireland
<b>“WRAP Retail Offer”</b>	the retail offer of New Ordinary Shares at the Issue Price, to be made by the Company via the WRAP Retail platform, to provide certain existing retail Shareholders and other retail investors with an opportunity to participate in the Fundraising
<b>“WRAP Retail Shares”</b>	up to 29,166,667 New Ordinary Shares to be issued by the Company via the WRAP Retail platform as part of this Fundraising

Reference to £ is to pounds sterling, being the lawful currency of the UK.

## PART I

### LETTER FROM THE CHAIRMAN

# EUROPA OIL & GAS (HOLDINGS) PLC

*(Incorporated and registered in England and Wales with registered number 05217946)*

**Directors:**

*Bo Kroll (Non-executive Chairman)*

*William Holland (Chief Executive Officer)*

*Simon Ashby-Rudd (Senior Independent Non-executive Director)*

*Eleanor Rowley (Independent Non-executive Director)*

**Registered Office:**

*54 Charlotte Street*

*London*

*W1T 2NS*

10<sup>th</sup> February 2026

Dear Shareholder,

### **Issue of up to 320,833,667 New Ordinary Shares at 1.2 pence per Ordinary Share**

#### **1 Introduction**

Today, 10 February 2026, Europa announced that it had conditionally raised up to approximately £3.5 million via the Placing and plans to raise up to a further £350,000 via the WRAP Retail Offer. The Fundraising has been undertaken primarily to fund the items set out in section 2 of this letter.

The Issue Price of 1.2 pence per Fundraising Share represents a discount of approximately 20 per cent. to the closing bid share price on 9 February 2026, being the last day of trading before the announcement of the results of the Placing.

The Placing is conditional on, *inter alia*, the passing of the Resolution as detailed in the Notice of General Meeting by Shareholders at the General Meeting. The WRAP Retail Offer is a separate and distinct offer to the Placing but is conditional on Admission of the Placing Shares.

The Fundraising has not been underwritten.

The purpose of this letter is to outline the reasons for, and to explain the terms of, the Fundraising, to explain why the Board considers the Fundraising to be in the best interests of the Company and Shareholders as a whole and to seek your approval to the Resolution at the forthcoming General Meeting, notice of which is set out in Part II of this document.

#### **2 Background to and reasons for the Fundraising**

The Company has a 42.9% interest in Antler Global Limited (“**Antler**”) which holds a 40% working interest in the EG-08 PSC following entry into a binding Farm-out Agreement (“**FOA**”), which was signed in December 2025 with Fuhai (Beijing) Energy Limited (“**Fuhai**”). Under the terms of the FOA, Fuhai will fund 95% of the costs of the Barracuda well up to a cap of \$53 million for the total well cost. Antler shall fund the remaining 5% of the total well cost. Any cost over-runs above the \$53 million cap will be shared equally between Fuhai and Antler. The deal remains subject to regulatory approvals in both Equatorial Guinea and China, both of which are expected in Q1 2026.

This Fundraising enables the Company to maintain its proportional share of Antler by contributing its share of capital contribution required for Antler’s agreed contribution to the EG-08 Barracuda well costs and thereby maximise the potential returns to Europa’s shareholders on drilling of a successful well.

The well is expected to be drilled in late 2026 and will have a gross cost of \$53 million. The Carry is capped at a gross well cost of \$53 million, of which Antler’s contribution will be \$2.65 million. Thereafter any additional costs will be shared equally between Fuhai and Antler. Antler also requires funds for completion fees and G&A which takes the full funding requirement for Antler to \$4 million, of which Europa’s interest is \$1.7 million (£1.5 million)

Additionally, the Company requires a further £2m to cover G&A expenses to enable it to continue operations and development of its other licence interests, which include:

- Cloughton – for which the planning application for an appraisal well has been recommended for approval by the planning officer and is now subject to final approval by the North Yorkshire Council planning committee
- Wressle – where the planning application for the next phase of the development is pending
- UK onshore operated sites
- FEL 4/19 in Ireland

The proceeds will extend the Company's cash runway to ensure that the Barracuda prospect is drilled and provide additional financial resources for the Company's ongoing working capital needs.

IT IS EXTREMELY IMPORTANT THAT SHAREHOLDERS UNDERSTAND THAT IF THE RESOLUTION IS NOT PASSED AND THEREFORE THE FUNDRAISING DOES NOT PROCEED, THE COMPANY WILL NEED TO SIGNIFICANTLY SCALE BACK ITS COMMERCIAL OPERATIONS AND THERE WOULD BE A MATERIAL UNCERTAINTY OVER THE COMPANY'S ABILITY TO CONTINUE AS A GOING CONCERN.

### **3 Details of the Fundraising**

#### **3.1 Placing and the WRAP Retail Offer**

The Company has conditionally raised gross proceeds of approximately £3.5 million before expenses through the Placing which is conditional, amongst other things, upon the approval by Shareholders of the Resolution.

The WRAP Retail Offer is a separate and distinct offer to the Placing. The Company proposes to raise up to a maximum further amount of £350,000 before expenses through the WRAP Retail Offer.

Accordingly, if the WRAP Retail Offer is fully subscribed, the Company will have conditionally raised approximately £3.85 million before expenses through the Placing and the WRAP Retail Offer combined.

As the allotment and issue of the Fundraising Shares will not be within the Company's existing authorities to allot shares for cash on a non-pre-emptive basis, a General Meeting is being convened to seek Shareholders' approval to grant the Directors the authority to issue such shares on a non-pre-emptive basis.

If the Resolution is not passed at the General Meeting, the Placing Shares and the WRAP Retail Shares will not be issued and the proceeds of the Fundraising will not be available to the Company.

The Fundraising Shares total 320,833,667 New Ordinary Shares and represent approximately 24.83 per cent. of the Enlarged Share Capital.

Application will be made to the London Stock Exchange for the Placing Shares and the WRAP Retail Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the Placing Shares will commence at 8.00 a.m. on 3 March 2026 following approval of the Resolution at the General Meeting.

Up to 80,208,417 Fundraising Warrants will also be issued as part of the Fundraising to participants in the Fundraising, the issue of which also requires Shareholders' approval at the General Meeting. The Fundraising Warrants will be issued on the basis of 1 Fundraising Warrant for every 4 Placing Shares issued. The Fundraising Warrants will have an exercise price of 2 pence and will lapse 2 years after the date of admission of the Placing Shares to AIM. The Company also intends to issue Fundraising Warrants to the subscribers of WRAP Retail Shares on the same basis as the Placing Shares subject to final confirmation from the platform providing the WRAP Retail Offer that such Fundraising Warrants are capable of being issued through the WRAP Retail Offer platform.

#### **3.2 Placing Agreement**

Pursuant to the terms of the Placing Agreement, Tennyson has conditionally agreed to use reasonable endeavours to procure places for the Placing Shares at the Issue Price. The Placing Agreement contains provisions entitling Tennyson to terminate the Placing Agreement at any time prior to Admission in certain circumstances. The Placing has not been underwritten.

### 3.3 Tennyson Broker Warrants

As part of the commission arrangements for acting as broker to the Placing, Tennyson will be issued with the Tennyson Broker Warrants, exercisable at the Issue Price, for a period of 36 months from their date of issue, which will be on or around Admission.

### 3.4 General

All Fundraising Shares will be issued credited as fully paid and will rank *pari passu* in all respects with the Ordinary Shares in issue from time to time, including the right to receive all dividends and other distributions declared on or after the date on which they are issued.

For details as to the expected date and times by which certain events are expected to happen in relation to the Fundraising Shares (e.g. admission to trading on AIM), please refer to the information on the page of this document entitled “*Expected Timetable of Principal Events*”.

## 4 General Meeting

The Board is seeking the approval of Shareholders at the General Meeting to allot the New Ordinary Shares.

A notice convening the General Meeting to be held at 11.00 a.m. on 27 February 2026, is set out at Part II of this document. At the General Meeting, the following Resolution will be proposed:

1. a special resolution to authorise the Directors to allot Ordinary Shares and to disapply statutory pre-emption rights in respect of the issue of the Placing Shares, the WRAP Retail Shares and the Tennyson Broker Warrants.

The authorities to be granted pursuant to the Resolution shall expire on whichever is the earlier of the conclusion of the next annual general meeting of the Company, or the date falling 12 months from the date of the passing of the Resolution (unless renewed, varied or revoked by the Company prior to or on that date by special resolution).

## 5 Action to be taken

### *General Meeting*

Shareholders will find enclosed with this document a Form of Proxy for use in relation to the General Meeting. To be valid, Forms of Proxy should be completed, signed and returned so as to be received by the Company’s Registrar, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY or by email to [#UKCSBRS.ExternalProxyQueries@computershare.co.uk](mailto:#UKCSBRS.ExternalProxyQueries@computershare.co.uk), as soon as possible, but in any event so as to be received not later than 11.00 a.m. on 25 February 2026. **You are strongly advised to appoint the Chairman of the General Meeting as your proxy to ensure that your vote is counted.**

## 6 Recommendation

**The Directors believe that the Fundraising and the passing of the Resolution are in the best interests of the Company and Shareholders, taken as a whole. Accordingly, the Directors unanimously recommend Shareholders to vote in favour of the Resolution, as they will do in respect of their Ordinary Shares, representing 9.09 per cent. of the Existing Ordinary Shares.**

**The Placing is conditional, *inter alia*, upon the passing of the Resolution at the General Meeting. The WRAP Retail Offer is conditional, *inter alia*, upon Admission of the Placing Shares. Accordingly, Shareholders should be aware that if the Resolution is not approved at the General Meeting, neither the Placing nor the WRAP Retail Offer will proceed.**

Yours faithfully

**Bo Kroll**

*Non-executive Chairman*

## PART II

### NOTICE OF GENERAL MEETING

# EUROPA OIL & GAS (HOLDINGS) PLC

*(Incorporated and registered in England and Wales with registered number 05217946)*

NOTICE IS HEREBY GIVEN that the General Meeting of Europa Oil & Gas (Holdings) PLC (the “**Company**”) will be held at the offices of Tennyson Securities, 26 Caxton Street, London SW1H 0RJ on 27 February 2026 at 11.00 a.m. to consider, and if thought fit pass, the following resolution.

You will be asked to consider and, if thought fit, pass Resolutions 1 as a special resolution.

Terms not otherwise defined in this Notice of General Meeting shall have the meanings set out in the circular to the Company’s shareholders dated 10 February 2026 (the “**Circular**”).

### SPECIAL RESOLUTION

**Resolution 1 – authority to allot shares and to disapply pre-emption rights in respect of the Ordinary Shares to be issued in connection with the Fundraising:**

**THAT,**

- (i). in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to exercise all 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 up to a maximum aggregate nominal amount of £4,112,505 and
- (ii). the directors be empowered to allot equity securities (within the meaning of the Act) for cash as if section 561 of the Act did not apply to any such allotment, up to an aggregate nominal amount of £4,112,505,

**PROVIDED THAT** the authority and power set out above shall be limited to the allotment and issue (or entering into any agreement to allot and issue) of shares for the purposes of the Placing, the WRAP Retail Offer, the grant of the Tennyson Broker Warrants and the Fundraising Warrants and shall expire on 31 March 2026.

By order of the Board

**L Armstrong**  
*Company Secretary*

10<sup>th</sup> February 2026

## Notes

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at 6.00 p.m. on 25 February 2026 (or, if this meeting is adjourned, at 6.00 p.m. on the day two working days prior to the adjourned meeting) shall be entitled to attend and vote at the General Meeting.
2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the General Meeting and you should have received a proxy form with this Notice of General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company's Registrar at the address set out in note 4.
4. The notes to the proxy form explain how to direct your proxy how to vote on the resolution or withhold your vote. To appoint a proxy using the proxy form, the form must be:
  - (a) completed and signed;
  - (b) sent or delivered to the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or by email to [#UKCSBRS.ExternalProxyQueries@computershare.co.uk](mailto:#UKCSBRS.ExternalProxyQueries@computershare.co.uk); and
  - (c) received by the Company's Registrar no later than 11.00 a.m. on 25 February 2026.
5. In the case of a member which is a company, the proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
6. 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).
7. Members may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply 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 the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.

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.

8. A member may revoke his/her proxy appointment by informing the Company in writing by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. In the case of a member which is a company, the revocation notice must be executed under its common seal or 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 the Company's Registrar, Computershare Investor Services PLC, no later than 11.00 a.m. on 25 February 2026.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

9. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
10. As at 6.00 p.m. on the day immediately prior to the date of posting of this Notice of General Meeting, the Company's issued share capital comprised 971,040,807 ordinary shares of 1 penny 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 6.00 p.m. on the day immediately prior to the date of posting of this Notice of General Meeting is 971,040,807.





