

**THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.** This document contains the resolutions to be voted on at a general meeting of Oxford Cannabinoid Technologies Holdings plc (the “Company”) to be held at 11.00 a.m. on 19 February 2024 (“General Meeting”). If you are in any doubt about the contents of this document, or 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 who is authorised under the Financial Services and Markets Act 2000 (as amended) (“FSMA”) if you are resident in the United Kingdom (or, if you are a person outside the United Kingdom, from another appropriately qualified independent financial adviser in your jurisdiction).

If you have sold or otherwise transferred all of your ordinary shares of £0.01 each in the issued share capital of the Company (“**Ordinary Shares**”) prior to the date of this document, please immediately send this document, together with the accompanying form of proxy (“**Form of Proxy**”), 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. However, the distribution of this document and/or any accompanying documents into a jurisdiction other than the United Kingdom may be restricted by law or regulation and therefore such documents should not be distributed, forwarded to or transmitted in or into the United States of America, Canada, Australia, Japan, New Zealand or the Republic of South Africa or into any other jurisdiction where to do so would breach any applicable law or regulation. If you have sold or transferred only part of your registered holding of Ordinary Shares in the Company, you should retain this document and the accompanying Proxy Form and immediately consult with the stockbroker, bank or other agent through whom the sale or transfer was effected.

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# OXFORD CANNABINOID TECHNOLOGIES HOLDINGS PLC

*(Incorporated in England and Wales under company number 13179529 with Legal Entity Identifier 2138005SRWT4998BCE35)*

## Notice of General Meeting

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**Notice of a General Meeting to be held at the offices of Penningtons Manches Cooper LLP, 125 Wood Street, London EC2V 7AW at 11.00 a.m. on 19 February 2024 is set out at the end of this document. Shareholders of the Company (“Shareholders”) are strongly encouraged to appoint the chair of the meeting as their proxy, in CREST, online, or by completing the enclosed Form of Proxy.**

**The accompanying Form of Proxy for use in connection with the General Meeting should be completed by Shareholders and returned as soon as possible and, in any event, so as to reach the Company’s registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by not later than 11.00 a.m. on 15 February 2024 (or in the case of an adjournment of the General Meeting, not later than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the adjourned meeting). If you hold Ordinary Shares in CREST, you may give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system. CREST messages must be received by the Company’s agent (ID number 3RA50) by no later than 11.00 a.m. on 15 February 2024 (or in the case of an adjournment of the General Meeting, not later than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the adjourned meeting).**

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

## GENERAL INFORMATION

### FORWARD-LOOKING STATEMENTS

This document may include certain forward-looking statements, beliefs or opinions, including statements with respect to the Company's business, financial condition and results of operations. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "anticipates", "targets", "aims", "continues", "expects", "intends", "hopes", "may", "will", "would", "could" or "should" or, in each case, their negative or other various or comparable terminology or by discussions of strategy, plans, objectives, goals, future events or intentions. These statements are made by the Directors in good faith based on the information available to them at the date of this document and reflect the Directors' beliefs and expectations. By their nature these statements involve risk and uncertainty because they relate to events and depend on circumstances that may or may not occur in the future. A number of factors could cause actual results and developments to differ materially from those expressed or implied by the forward-looking statements, including, without limitation, developments in the global economy, changes in regulation and government policies, spending and procurement methodologies and currency fluctuations.

No representation or warranty is made that any of these statements will come to pass. Forward-looking statements may, and often do, differ materially from actual results. Any forward-looking statements in this document speak only as of their respective dates, reflect the Directors' current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company's operations and growth strategy. Subject to the requirements of the FCA, the London Stock Exchange, the Listing Rules, the Prospectus Regulation Rules and the Disclosure Guidance and Transparency Rules (and/or any regulatory requirements) or applicable law, the Company explicitly disclaims any obligation or undertaking publicly to release the result of any revisions to any forward-looking statements in this document that may occur due to any change in the Company's expectations or to reflect events or circumstances after the date of this document.

Any information contained in this document on the price at which shares or other securities in the Company have been bought or sold in the past, or on the yield on such shares or other securities, should not be relied upon as a guide to future performance.

### NO OFFER OR SOLICITATION

This document is not a prospectus and it does not constitute or form part of any offer or invitation to purchase, acquire, subscribe for, sell, dispose of or issue, or any solicitation of any offer to purchase, acquire, subscribe for, sell, dispose of or issue any security.

### PUBLICATION ON WEBSITE AND AVAILABILITY OF HARD COPIES

**A copy of this document, together with all information incorporated into this document by reference to another source, is and will be available for inspection on the Company's website [www.oxcantech.com/investors](http://www.oxcantech.com/investors) from the time this document is published. For the avoidance of doubt, the contents of the website referred to in this document are not incorporated into, and do not form part of, this document.**

**If and to the extent that any document or information incorporated by reference to this document itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this document, except where such information or document is stated within this document as specifically being incorporated by reference or where this document is specifically defined as including such information or document. In particular, information on or accessible through the Company's website does not form part of, and is not incorporated into, this document.**

**If you have received this document in electronic form, you may request a hard copy of this document and/or any information incorporated into this document by reference to another source by contacting the Company's Registrar, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY or between 8.30 a.m. and 5.30 p.m. (UK time), Monday to Friday (excluding public holidays in England and Wales), on 0370 702 0000 and providing the Registrar with your full name and the full address to which the hard copy may be sent (calls may be recorded and monitored for training and security purposes).**

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### EXPECTED TIMETABLE

Latest time and date for receipt of completed Forms of Proxy and receipt of electronic proxy appointments via the CREST system	11.00 a.m. on 15 February 2024
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<b>General Meeting</b>	<b>11.00 a.m. on 19 February 2024</b>
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#### *Notes*

1. If any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of an announcement through a Regulatory Information Service.
2. All references to time and dates in this document are to time and dates in London.
3. If you have any questions on how to complete the Form of Proxy, please contact the Registrar, Computershare Investor Services PLC on 0370 702 0000. The helpline is open between 8.30 a.m. – 5.30 p.m. (UK time), Monday to Friday, excluding public holidays in England and Wales. Please note that Computershare Investor Services PLC cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

## LETTER FROM THE CHAIR

# OXFORD CANNABINOID TECHNOLOGIES HOLDINGS PLC

*(Incorporated in England and Wales under company number 13179529 with Legal Entity Identifier 2138005SRWT4998BCE35)*

### Directors:

Julie Pomeroy *(Non-Executive Chair)*  
Clarissa Sowemimo-Coker *(Chief Executive Officer)*  
Paul Smalley *(Finance Director)*  
Dr Tim Corn *(Chief Medical Officer)*  
Cheryl Dhillon *(Non-Executive Director)*  
Bishrut Mukherjee *(Non-Executive Director)*  
Neil Mahapatra *(Non-Executive Director)*  
Richard Hathaway *(Non-Executive Director)*

### Registered Office:

Prama House  
267 Banbury Road  
Oxford  
OX2 7HT

2 February 2024

Dear Shareholder

### Notice of General Meeting

The following document gives notice that a General Meeting ('GM') of Oxford Cannabinoid Technologies Holdings plc (the '**Company**') will be held on Monday 19 February 2024 at 11.00 a.m. at the offices of Penningtons Manches Cooper LLP, 125 Wood Street, London, EC2V 7AW. The purpose of this letter is to explain the business to be considered at the GM and to set out how the GM will be conducted.

### Background

The Company announced on 30 January 2024 that it had received subscriptions for new ordinary shares of £0.001 each ("**Ordinary Shares**") at a price of 0.5 pence per share ("**Issue Price**"), to raise gross proceeds of £640,000 (the "**Subscription**") and further on 2 February 2024, that it had entered into convertible loan note agreements ("**CLN Agreements**") with Cantheon Capital LLC ("**Cantheon**"), existing Shareholders of the Company and Company directors (together, the "**Lenders**"), to conditionally raise up to £565,000 (the Subscription and the CLN Agreements, together the "**Fundraising**").

Cantheon, a fund focused on investing in listed biotech stocks with near term catalysts, will invest an aggregate amount of £450,000 (payable in two equal tranches on achievement of key milestones by the Company) to provide funding in respect of OCTP's Phase I clinical trial for OCT130401, its second programme focusing on the circa £1.8bn Trigeminal Neuralgia ("**TN**") market, which is anticipated to commence in Q2 2024 in Australia.

The CLN Agreements are conditional on (i) shareholder approval; (ii) the Company and Cantheon identifying a mutually acceptable CRO in Australia to perform the Phase 1 clinical trial for OCT130401; and (iii) the Cantheon investment not exceeding 25 per cent. of the total trial cost at any time.

The tranches of the investment will be triggered by two operational events in connection with the proposed trial, the first being payment by the Company of the first clinical trial commencement invoice and the second being payment of the invoice related to the first patient enrolments.

The notes to be issued under the CLN Agreements ("**Convertible Notes**") will attract interest at a rate of 8 per cent. paid annually in cash in arrears and will each be for a term of 12 months. During the term of the Convertible Notes, the holder may convert a portion or all of their Convertible Notes into Ordinary Shares of the Company (the "**Conversion**") but only in a maximum of two tranches per holder subject always to the Company's prior consent. The price of Conversion ("**Conversion price**") shall be the higher of (i) the Issue

Price; and (ii) a price equal to the volume weighted average price of the Ordinary Shares over the previous 10 trading days, less a discount of 10 per cent.

As such, the maximum number of Ordinary Shares that may be issued pursuant to the CLN is 113,000,000 Ordinary Shares (“**Maximum Conversion Shares**” each such share being a “**Conversion Share**”). Given that this is outside of the current authorities issued to the Directors at its annual general meeting held on 28 September 2023 and having taken into account the Ordinary Shares to be issued pursuant to the Subscription, the CLN are conditional on shareholder approval and the Directors have convened the GM to propose the disapplication of pre-emption rights in relation to the issue of the Maximum Conversion Shares.

The Lenders, including Cantheon, have agreed that any Ordinary Shares to be issued to them under the CLN Agreements may be subject to a delayed admission process whereby admission will not occur until such time as the Company publishes a prospectus in compliance with Prospectus Regulation Rule 1.2.4 (which prohibits the admission of more than 20 per cent. of the number of securities already admitted to trading on the Main Market of the London Stock Exchange without a prospectus) in relation to the issue of up to a maximum of 113,000,000 such new Ordinary Shares in order to enable those shares to be admitted to the Official List of the Financial Conduct Authority and to trading on the Main Market of the London Stock Exchange in accordance with Listing Rule 14.3.4.

The CLN Agreements are subject to customary events of default, including:

- (a) events regarding the solvency of the Company or any of its subsidiaries and their ability to pay debts and/or carry on their business;
- (b) failure to pay any principal or interest within five business days of such payment being due;
- (c) non-compliance or breach in any material respect of any covenant, condition or provision in the agreement and where such non-compliance or breach is capable of remedy, failure to remedy such non-compliance or breach to the reasonable satisfaction of the Lender within 10 Business Days of being given notice of the same; and
- (d) any warranty contained in the agreement proves to be incorrect in any material respect.

The Convertible Note, together with any accrued but unpaid Interest, unless already converted or repaid shall be repaid by the Company on the earlier of:

- (a) the relevant maturity date, being the date falling 12 months after the receipt by the Company of the relevant loan; or
- (b) an event of default,

The Company shall be permitted to repay the relevant loans outstanding with 30 days notice subject always to the prepayment penalty of 15 per cent. being paid on any amount repaid within six months of receipt of such relevant loan.

### **Related Party Transaction**

The Lenders include related parties as defined in the Disclosure Guidance and Transparency Rules DTR 7.3: Julie Pomeroy, Director, investing £5,000; Clarissa Sowemimo-Coker, Director, investing £10,000; and Neil Mahapatra, Director, investing £50,000.

### **Capital Reorganisation**

As announced on 30 January 2024, in order to facilitate the Fundraising, the Company also announced that it intended to move forward with the reorganisation of its share capital, as authorised by Shareholders at the Company’s Annual General Meeting held on 28 September 2023, with the subdivision of its existing Ordinary Shares of £0.01 each into Ordinary Shares of 0.1p each (“**Reorganisation**”). The total issued ordinary share capital of the Company will remain the same following the Reorganisation but prior to the completion of the Subscriptions, being 960,415,644 Ordinary Shares and it is anticipated that the Reorganisation will take effect from 16 February 2024.

## **Use of Proceeds**

It is anticipated that the net proceeds of the Fundraising, amounting to be approximately £1.15 million, will enable the Company to commence Phase I clinical trials for its second programme, OCT130401, a drug/device combination targeting TN, and begin the process of opening investigational new drug applications (“INDs”) for its lead programme, OCT461201 and OCT130401, with the Food and Drug Administration (“FDA”) in the United States, as well as providing general working capital.

## **General Meeting**

We know that some attendees appreciate the opportunity to ask Board members questions. If you have any questions that you would like to ask, we would encourage you to email them to [rob@oxcantech.com](mailto:rob@oxcantech.com) with ‘GM 2024’ in the heading. We will then collate the answers to the questions received and either address them during the meeting, upload them to our website following the GM, or, if more appropriate, reply to the questioner directly.

The resolution to be proposed at the General Meeting will be proposed as a special resolution and will be passed if at least 75 per cent. of the votes cast (not counting votes withheld) are in favour.

## **Voting**

Voting at the GM will be conducted by way of a poll. The results of voting on the resolution will be posted on the Company’s corporate website as soon as practicable after the GM, and through a Regulatory News Service announcement.

## **Action to be taken**

We do strongly encourage shareholders to submit a proxy vote in advance of the GM and to appoint the Chair of the meeting as their proxy, rather than a named person who, if circumstances change, may not be able to attend the meeting. Further details on how to do this are set out on page 8 of this document

Please note that, to be valid, all proxy forms and appointments must be received by 11.00 a.m. on Friday 15 February 2024, or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting.

The completion of a proxy does not preclude you from attending and voting in person at the GM should you decide to do so.

## **Website**

Our corporate website <https://www.oxcantech.com/investors> provides a copy of the Notice of GM.

## **Recommendation**

The Directors consider that the proposal to be considered at the GM is in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of the proposed resolution as they intend to do in respect of their own beneficial holdings.

The results of the voting on the resolution will be announced via the Regulatory News Service and published on our website as soon as practicable following the conclusion of the GM.

Yours faithfully

**Julie Pomeroy**

*Non-Executive Chair*

2 February 2024

## NOTICE OF GENERAL MEETING

# OXFORD CANNABINOID TECHNOLOGIES HOLDINGS PLC

*(Incorporated in England and Wales under company number 13179529 with Legal Entity Identifier 2138005SRWT4998BCE35)*

NOTICE IS HEREBY GIVEN that a General Meeting of OXFORD CANNABINOID TECHNOLOGIES HOLDINGS PLC (the “Company”) will be held at 11 a.m. on 19 February 2024 at Penningtons Manches Cooper, 125 Wood Street, London, EC2V 7AW for the purposes of considering and, if thought fit, passing the following resolution.

Capitalised terms not defined herein have the definitions ascribed to them in the circular to shareholders of the Company dated 2 February 2024 of which this notice forms part (the “**Circular**”).

### SPECIAL RESOLUTION

#### **Authority to disapply pre-emption rights**

That in addition to any existing authorities and powers given to the directors of the Company under section 570 of the Companies Act 2006, the directors of the Company be empowered pursuant to section 571(1) of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash under the existing authority to allot provided to the directors of the Company pursuant to resolution 10 passed at the Company’s Annual General Meeting on 28 September 2023 as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale in connection only with the granting of rights to subscribe for or convert securities into ordinary shares in the capital of the Company pursuant to the terms of the CLN, such authority to be limited to rights to subscribe for ordinary shares up to a maximum nominal amount of £1,130,000 (if the relevant rights to subscribe for ordinary shares are subscribed for prior to the Reorganisation) or £113,000 (if the relevant rights to subscribe for ordinary shares are subscribed for following the Reorganisation), representing, in either case, 11,300,000 Ordinary Shares (approximately 11.76 per cent. of the Ordinary Shares in issue as at 1 February 2024, being the latest practicable date prior to the publication of this notice of General Meeting) such authority to expire (unless previously varied as to duration, revoked or renewed by the Company in general meeting) at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 1 February 2025, except that the Company may during the relevant period make any offer or agreement which would or might require equity securities to be allotted after the authority ends, and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority had not ended.

#### **By Order of the Board**

Rob Bennett  
*Company Secretary*

*Registered office:*  
Prama House  
267 Banbury Road  
Oxford  
OX2 7HT

Dated: 2 February 2024

## Notes to the Notice of General Meeting

### Entitlement to attend and vote

1. Only those Shareholders registered in the Company's register of members at:
  - 6.30 p.m. on 15 February 2024; or
  - if this meeting is adjourned, at 6.30 p.m. on the day two days before the adjourned meeting (excluding non-working days),

shall be entitled to attend, speak and vote at the 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 meeting.

All resolutions at the General Meeting will be decided by poll and not by a show of hands. The Board also believes a vote by way of poll to be more representative of Shareholders' voting intentions so that the votes are counted according to the number of Ordinary Shares held.

### Information regarding the meeting available on website

2. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at <https://www.oxcantech.com/investors>.

### Attending the meeting

3. **If you wish to attend the meeting in person, you are asked to register your intention by emailing [rob@oxcantech.com](mailto:rob@oxcantech.com) no later than 15 February 2024 at 11.00 a.m.**

### Appointment of proxies

4. A form for the appointment of a proxy in respect of the General Meeting has been provided to members with this Notice of General Meeting. To be valid, a proxy appointment form must be completed in accordance with the instructions that accompany it and then delivered (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to be received by 11.00 a.m. on 15 February 2024. Members who hold their Ordinary Shares in uncertificated form may also use 'the CREST voting service' to appoint a proxy electronically as explained in note 5 below.
5. CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in 'the CREST voting service' section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message ('CREST proxy appointment instruction') must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & International Limited ('Euroclear'), and must contain all the relevant information required by the CREST Manual. To be valid, 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 be transmitted so as to be received by the issuer's agent (ID number 3RA50), as the Company's 'issuer's agent', by 11.00 a.m. on 15 February 2024. After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means. The time of the message's receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer's agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make special procedures available in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on 'Practical limitations of the system'. In certain circumstances the Company may, in accordance with the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid.
6. 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 you select the "Discretionary" option or 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 meeting.

### Appointment of proxy by joint members

7. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

### Changing proxy instructions

8. Shareholders may change proxy instructions by submitting a new proxy appointment. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Computershare Investor Services PLC at 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.

#### **Termination of proxy appointment**

9. A Shareholder may terminate a proxy instruction, but to do so you will need to inform the Company in writing by either:
- sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. In the case of a Shareholder 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; or
  - sending an email to externalproxyqueries@computershare.co.uk. Please note this email address can only be used for the termination of previously registered proxy appointments (any other instructions included in the email will not be actioned and will be ignored). It cannot be used for the appointment or amendment of proxy appointments (for which you are referred to sections 7 & 8 above). In order for the revocation to be effective, the email must include the SRN and full name of the Shareholder. In order that we may contact you to verify the termination of the proxy please provide a contact telephone number and, where possible attach to the email a letter signed by the registered holder to enable the verification process to be effected.

In either case, the revocation notice must be received by Computershare Investor Services PLC no later than 11.00 a.m. on 15 February 2024.

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.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person or electronically, your proxy appointment will automatically be terminated.

#### **Corporate representatives**

10. A corporation that is a Shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a Shareholder provided that they do not do so in relation to the same Ordinary Shares.

#### **Issued Ordinary Shares and total voting rights**

11. As at 6.00 p.m. on 1 February 2024 (the latest practicable date before publication of this Notice of General Meeting), the Company's issued Ordinary Share capital consists of 960,415,644 ordinary shares of £0.01 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 1 February 2024 is 960,415,644 (excluding treasury shares, of which there are none). It is anticipated that the Reorganisation will take effect on 16 February 2024. Immediately following the Reorganisation, the total number of voting rights will not change, however, they are expected to increase (as will be announced by the Company) immediately following the closing of the Subscription.

It is proposed that the vote on the Resolution at the General Meeting will be taken by way of a poll. On a vote by poll, every Shareholder has one vote for each Ordinary Share held.

The Company's website includes information on the number of Ordinary Shares and voting rights.

#### **Nominated persons**

12. The statement of the rights of Shareholders in relation to the appointment of proxies in note 4 does not apply to nominated persons. The rights described in this note can only be exercised by the Shareholders of the Company. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights (Nominated Person):
- You may have a right under an agreement between you and the Shareholder of the Company who has nominated you to have information rights (Relevant Shareholder) to be appointed or to have someone else appointed as a proxy for the meeting.
  - If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Shareholder to give instructions to the Relevant Shareholder as to the exercise of voting rights.
  - Your main point of contact in terms of your investment in the Company remains the Relevant Shareholder (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

#### **Voting**

13. As referred to above, voting on all resolutions will be conducted by way of a poll. This is a more transparent method of voting as Shareholders' votes are counted according to the number of Ordinary Shares registered in their names.

As soon as practicable following the meeting, the results of the voting will be announced via a Regulatory News Service announcement and posted on the Company's website.

## **Communication**

14. Except as provided above, Shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted) by email to [rob@oxcantech.com](mailto:rob@oxcantech.com).

You may not use any electronic address provided either in this Notice of Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.

15. The Company may process personal data of attendees at the meeting. This may include webcasts, photos, recordings and audio and video links, as well as other forms of personal data, including your name, contact details and the votes you cast. The Company shall process such personal data in accordance with its privacy policy, which can be found at <https://www.oxcantech.com/privacy-and-cookie-policy>.
16. Any Shareholder who has not otherwise received confirmation that his or her vote on the polls at the General Meeting has been validly recorded and counted (for example, by receiving electronic notification that a vote cast electronically has been recorded and counted) and has no other reasonable means of confirming this, may, within 30 days from the date of the meeting, request information from the Company allowing him or her to confirm that his or her vote on the polls at the meeting has been validly recorded and counted, by using the contact details of the Registrar of the Company at Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS13 8AE, or of the Company by emailing [rob@oxcantech.com](mailto:rob@oxcantech.com).

