

**THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND
REQUIRE YOUR IMMEDIATE ATTENTION**

If you are in any doubt about the contents of this document or as to what action you should take, you are recommended to seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000, as amended, if you are in the UK or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all your ordinary shares in Supply@ME Capital plc (the **Company**), 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 agent through or by whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into the United States, Canada, Australia, the Republic of South Africa or Japan or any other jurisdiction if to do so would constitute a violation of the laws of such jurisdiction. If you have sold or transferred only part of your holding of shares in the Company, please retain this document and the accompanying Form of Proxy and contact the stockbroker, bank or other agent who arranged the sale or transfer as soon as possible.

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SUPPLY@ME CAPITAL PLC

(incorporated in England and Wales with company number 03936915)

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 on pages 2 to 3 of this document, which sets out the Directors' recommendations.

Notice of an Annual General Meeting of Supply@Me Capital plc to be held at 9.00 a.m. British Summer Time on 30 July 2021 at 10, Via Festa del Perdono, Milan 20122 is set out at the end of this document. Shareholders are requested to complete, sign and return the Form of Proxy accompanying this document to the Company's registrar, Neville Registrars Limited, as soon as possible but in any event so as to be received by no later than 9.00 a.m. - British Summer Time on 28 July 2021 or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting (excluding non-working days). Returning a Form of Proxy will not preclude a Shareholder from attending and voting at the Annual General Meeting in person but please refer to the guidance below relating to the COVID-19 pandemic.

As at the date of this notice of meeting, the COVID-19 pandemic restrictions imposed by governments across Europe variously limit the ability of persons to travel and/or to meet in indoor locations. Given the uncertainty of lifting of such restrictions before the date of the Annual General Meeting, the Directors encourage shareholders to vote in advance and to appoint the Chairman of the meeting as their proxy. In addition, Shareholders can watch the proceedings of the meeting via the Investor Meet Me application, details of which are set out in this document.

LETTER FROM THE CHAIRMAN

SUPPLY@ME CAPITAL PLC

(Incorporated and Registered in England and Wales, with company number 03936915)

Directors:

Dominic White, *Non-executive Chairman*
Alessandro Zamboni, *Executive Director*
Susanne Chishti, *Non-executive Director*
Enrico Camerinelli, *Non-executive Director*

Registered Office:
27/28 Eastcastle Street
London
W1W 8DH
United Kingdom

6 July 2021

To the holders of Existing Ordinary Shares

Dear Shareholder,

Notice of Annual General Meeting

1. Introduction

Given ongoing COVID-19 travel restrictions, the Board of Directors have elected to hold the AGM at the Milan offices of the Company to ensure that the meeting is quorate, given their expected physical locations and in particular the current quarantine restrictions imposed on visitors arriving in England from Italy which are not expected to be lifted by the date of the AGM.

The Board of Directors recognise the need for in-person dialogue with shareholders, therefore, pending easing of travel restrictions we are aiming to hold a question and answer session in London in the second half of 2021 at which shareholders can attend in person.

2. Annual General Meeting

At the end of this document you will find a notice convening the Company's AGM, which is to be held on July 30, 2021 at 09.00 a.m. (British Summer Time).

A summary of the action you should take is set out in in the Form of Proxy that accompanies this document.

The purpose of the AGM is to consider and, if thought fit, pass the Resolutions, in each case as set out in full in the notice of General Meeting. Resolutions 1 to 7 inclusive will be proposed as ordinary resolutions and Resolutions 8 and 9 will be proposed as special resolutions of the Company:

Resolution 1: To receive the Annual Report and Accounts of the Company for the financial year ended 31 December 2020, together with the Directors' Report, Strategic Report and Auditors' Report on those accounts.

Resolution 2: To approve the Directors' Remuneration Report for the financial year ended 31 December 2020.

Resolution 3: To approve the Directors' Remuneration Policy

Resolution 4: To reappoint Crowe U.K. LLP as auditors of the Company.

Resolution 5: To authorise the Directors to determine the amount of the auditors' remuneration.

Resolution 6: To re-elect Mr. Enrico Camerinelli as a Non-executive Director of the Company.

Resolution 7: To authorise the Directors to allot and issue Ordinary Shares.

Resolution 8: To dis-apply statutory pre-emption provisions to enable the Directors in certain circumstances to allot Ordinary Shares for cash other than on a pre-emptive basis.

Resolution 9: To adopt new articles of the Company.

3. Explanatory Notes to the Resolutions

- Resolution 1:** The Directors are required to present the annual accounts, directors' report and the auditors' report on the accounts to the meeting.
- Resolution 2:** This resolution is to seek shareholder approval of the Directors' remuneration report for the year ended 31 December 2020 as set out on pages 33 to 36 of the 2020 Annual Report. The vote is advisory in nature and therefore no entitlement to remuneration is conditional on the passing of the resolution
- Resolution 3:** The Directors' Remuneration Policy must set out the Company's policy on making remuneration payments and payments for loss of office. This is a binding resolution and will take effect from the conclusion of the meeting. The policy can be found at page 33 of the 2020 Annual Report
- Resolutions 4 and 5:** The Company is required to appoint auditors on an annual basis. Crowe U.K. LLP have indicated their willingness to continue in office until the conclusion of the next annual general meeting. Resolution 5 gives the Directors authority to agree their remuneration
- Resolution 6:** The Company intends to propose a minimum of one of its then current Board of Directors at each AGM.
- Resolution 7:** This resolution is to renew the Directors' authority to allot new Ordinary Shares. This authority will allow the Directors to allot new Ordinary Shares representing 19.9 per cent. of the Company's issued share capital as at the date of this notice.
- Resolution 8:** This resolution is to renew the Directors' authority to allot new Ordinary Shares for cash without having to offer such shares to shareholders. This authority will allow the Directors to do so in relation to new Ordinary Shares representing 19.9 per cent. of the Company's issued share capital as at the date of this notice.
- Resolution 9:** The Company's current articles of association were adopted in 2008 and have been amended a number of times since. The Directors consider that whilst no material changes are required it would be prudent to adopt a new set of articles which reflect legislative and market changes since 2008. A brief summary of key changes is set out in the appendix to this notice.

4. Action to be taken

A Form of Proxy is enclosed for use by Shareholders at the AGM. Shareholders are asked to complete, sign and return the Form of Proxy by post or by hand in accordance with the instructions printed therein so as to be received as soon as possible by the Company's registrars, **Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD** but in any event so as to arrive no later than 48 hours (excluding non-working days) before the AGM.

5. Important Information in relation to attendance at the Annual General Meeting

As at the date of this notice of meeting, the COVID-19 pandemic restrictions imposed by governments across Europe variously limit the ability of persons to travel and/or to meet in indoor locations. Given the uncertainty of lifting of such restrictions before the date of the Annual General Meeting, the **Board encourage shareholders to vote in advance and to appoint the Chairman of the Meeting as their Proxy.**

The Board recognises the opportunity that the AGM provides for shareholders in respect of any questions they have relating to the Company. In order to ensure that shareholders are able to follow the proceedings of the AGM without attending in person, the Company will provide access online via the Investor Meet Company platform. However, please note that shareholders will not be able to vote online at the AGM via the platform, and are therefore requested to submit their votes via proxy, as early as possible. Shareholders are invited to submit any questions for the Board to consider. Questions can be pre submitted ahead of the AGM via the Investor Meet Company Platform up until 9am the day before the AGM or submitted at any time during the AGM itself.

Shareholders that wish to view the AGM remotely should register for the event in advance via the following link.

<https://www.investormeetcompany.com/supply-at-me-capital-plc/register-investor>

6. Recommendation

The Directors recommend that you vote in favour of the Resolutions as they intend to do so in respect of their aggregate beneficial holding of 13,000,000,000 Ordinary Shares, representing approximately 42 per cent. of the total number of issued Ordinary Shares in the Company.

Yours faithfully,

Dominic White

Chairman of the Board

Supply@Me Capital plc

SUPPLY@ME CAPITAL PLC
(Registered in England and Wales under No. 03936915)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held at 10, Via Festa del Perdono, Milan 20122 on 30 July 2021 at 09.00am (British Summer Time) (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolutions, the first seven of which will be proposed as ordinary resolutions and of which resolutions eight and nine will be proposed as special resolutions.

ORDINARY RESOLUTIONS

1. To receive the Annual Report and Accounts of the Company for the financial year ended 31 December 2020 together with the Directors' Report, Strategic Report and Auditors' Report on those accounts.
2. To approve the Directors' Remuneration Report (excluding the directors' remuneration policy, set out on pages 33 to 36 of the Directors' Remuneration Report) for the financial year ended 31 December 2020.
3. To approve the Directors' Remuneration Policy, as set out on page 33 of the Directors' Remuneration Report, which takes effect immediately after the end of the annual general meeting.
4. To appoint Crowe UK LLP as auditors of the Company.
5. To authorise the Directors to determine the amount of the auditors' remuneration.
6. To re-elect Mr. Enrico Camerinelli as a Director of the Company.
7. **THAT**, the directors be generally and unconditionally authorised to allot and issue equity securities (as defined by section 560 of the Companies Act) up to an aggregate nominal amount of £130,365 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require relevant securities to be allotted and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

The authority granted by this resolution will expire on the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot relevant securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

8. **THAT**, subject to the passing of resolution 7, the Directors of the Company be and are hereby empowered, pursuant to section 570 of the Companies Act, to allot equity securities (as defined in section 560 of the Act) wholly for cash pursuant to the authority conferred upon them by Resolution 7 above (as varied, renewed or revoked from time to time by the Company at a

general meeting) as if section 561(1) of the Companies Act did not apply to any such allotment provided that such power shall be limited to an aggregate nominal amount of £130,365.

The authority granted by this resolution will expire on the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the CA 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

9. **THAT** with effect from the conclusion of the meeting the draft articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairman be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

Registered Office:

27/28 Eastcastle Street
London, W1W 8DH
United Kingdom

BY ORDER OF THE BOARD

MSP Secretaries Limited
Company Secretary

Company number: 03936915

6 July 2021

Notes:

Shareholders' attention is drawn to the text in bold at Notes 1 and 2.

1. Shareholders will only be entitled to attend and vote at the Annual General Meeting if they are registered as the holders of Ordinary Shares at 6.00 p.m. on] 28 July 2021. If the Annual General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to vote at the adjourned meeting is 48 hours (excluding non-working days) prior to the date and time fixed for the adjourned meeting. Changes to entries on the register of members of the Company later than the time and date falling 48 hours (excluding non-working days) prior to the meeting (or any adjournment thereof) will be disregarded in determining the rights of any person to vote at the meeting. **Shareholders are highly encouraged to vote in advance by proxy and to appoint the Chairman of the meeting as their proxy in case they cannot or are unable to attend the meeting in person.**
2. A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, vote and speak at the meeting provided each proxy is appointed to exercise rights attached to different shares. A proxy need not be a shareholder of the Company. **Shareholders are highly encouraged to vote in advance by proxy and to appoint the Chairman of the meeting as their proxy in case they cannot or are unable to attend the meeting in person.**
3. Shareholders can:
 - appoint a proxy or proxies and give proxy instructions by returning the enclosed form of proxy by post (see note 4; or
 - if a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 6).
4. A form of proxy is enclosed for use by the shareholders of the Company. To be effective, it must be deposited with the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD, so as to be received no later than 48 hours (excluding non-working days) before the time appointed for holding the meeting. Usually completion of the proxy would not preclude a shareholder from subsequently attending and voting at the meeting but please refer to the guidance within this document relation to the COVID-19 pandemic. In the case of a shareholder which is a company, the form of proxy 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 form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.

5. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
6. For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID: 7RA11) no later than 9.00 a.m. on 28 July 2021, or, in the event of an adjournment of the General Meeting, 48 hours (excluding non-working days) before the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
7. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member, or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
8. 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.
9. 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 General Meeting.
10. The notes to the form of proxy explain how to direct your proxy how to vote on each resolution or withhold their vote.
11. Any person to whom this Notice of Meeting is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a **Nominated Person**) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such Proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of Proxies in paragraphs 2 and 3 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by shareholders of the Company.
12. Under Section 527 of the Companies Act 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:
 - a. the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or
 - b. any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Companies Act 2006.
13. 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 Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor no later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
14. In normal circumstances, any shareholder attending a meeting of the Company has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:
 - a. to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - b. the answer has already been given on a website in the form of an answer to a question; or
 - c. it is undesirable in the interests of the Company or the good order of the meeting that the questions be answeredHowever, given the closed nature of the AGM, shareholders will not be able to ask questions in person at the AGM
15. A copy of this notice, and other information required by Section 311A of the Companies Act 2006, can be found at <https://www.supplymecapital.com/investor/shareholder-meeting/>.
16. As at 5 July 2021 (being the latest practicable date prior to the issue of this Notice of Meeting), the Company's issued share ordinary share capital consists of 32,754,944,592 ordinary shares carrying one vote each. No shares are held in treasury. Therefore, the total voting rights in the Company as at 7 July 2021 are 32,754,944,592 ordinary shares.

Appendix

Summary of material differences between the existing articles of the Company (“Existing Articles”) and the proposed new articles (“New Articles”)

1. Share Capital

The New Articles provide for a simpler and shorter way for the Company to put share authority resolutions to shareholders by virtue of the defined terms “Section 551 Amount” and “Section 561 Amount”.

The New Articles also set out in full the rights attaching to the two classes of unlisted deferred share which were previously only set out in resolutions passed by shareholders at general meetings in 2016 and 2018.

2. Change of name

The New Articles authorise the Board to change the Company’s name

3. Borrowing Powers

The Existing Articles contained a complex formula for assessing the upper limit of the Company’s ability to borrow funds. As a growing company, such a restriction does not make commercial sense so the New Articles remove that cap.

The Directors will only take on debt financing if it is considered suitable and appropriate at the relevant time.

4. Director arrangements

The New Articles provide for a standard retirement by rotation provision so that any Director for whom it is the third annual general meeting following the annual general meeting or general meeting at which he or she was elected or last re-elected is required to retire and put themselves up for election.

The New Articles also provide for more up to date provisions in relation to circumstances when a Director may be required to vacate their position.

The New Articles also provide a cap to the level of fees which may be paid to directors (other than executive directors) at £500,000 (the Existing Articles did not have a cap).

The New Articles have also updated the director conflict provisions.