

**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 to 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 Board of Directors of the Company set out on pages 2 to 3 of this document, which sets out the Directors’ recommendations as to voting at the Annual General Meeting.

Notice of an Annual General Meeting of Supply@Me Capital plc, to be held at Cicero’s offices, HKX Building, 3 Pancras Square, London, N1C 4AG on 30 June 2022 at 11.00 a.m, is set out on page 3 of this document. Your attention is drawn to the letter from the Board of Directors on page 1 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, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD as soon as possible but in any event so as to be received by Neville Registrars Limited by no later than 11.00am on 28 June 2022 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.

LETTER FROM THE CHAIRMAN ON BEHALF OF THE BOARD OF DIRECTORS

SUPPLY@ME CAPITAL PLC

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

Directors:

Alessandro Zamboni, *Chief Executive Officer and Executive Director*
Enrico Camerinelli, *Non-executive Director*
David Bull, *Non-executive Director*
Thomas James, *Executive Director*
John Collis, *Executive Director*

Registered Office:

27/28 Eastcastle Street
London
W1W 8DH
United Kingdom

6 June 2022

To the holders of Existing Ordinary Shares

Dear Shareholder,

Notice of Annual General Meeting

1. Introduction

We are pleased to present the details of the 2022 Annual General Meeting of Supply@me Capital plc ('the Company') which will be held at the Company's advisers Cicero's offices, HKX Building, 3 Pancras Square, London, N1C 4AG on Thursday 30 June 2022 at 11.00 a.m. (the Annual General Meeting). Under the Company's articles of association, the Company is obliged to hold an annual general meeting once a year. It provides shareholders with the opportunity to meet the Company's directors and to discuss the business of the meeting and the Company's progress. The Company announced its financial results for the year ended 31 December 2021 on 31 May 2022. The Annual Report and Accounts of the Company for the financial year ended 31 December 2021 accompanies the Notice of AGM.

2. 2022 Annual General Meeting (AGM)

On page 5 of this document you will find a notice convening the Company's AGM, which is to be held on Thursday June 30, 2022 at 11.00a.m. (British Summer Time). Included in the business of the AGM are resolutions to approve the Company's proposed Long Term Incentive Plan as well as resolutions relating to the proposed allotment of Ordinary Shares and warrants over Ordinary Shares in the Company in relation to the Venus Capital SA ("Venus Capital") arrangements and a planned open offer to all shareholders. Resolution 4 proposes the approval of our all-employee share plan. Shareholders are asked to approve the adoption of the Supply@Me Long Term Incentive Plan ("LTIP"). Further information can be found in the explanatory notes in this letter. The principal features of the LTIP are also summarised in Appendix I to this Notice.

The recent Capital Enhancement Plan, announced in April 2022 (Appendix 2), was fully subscribed by the Company's long-term investor Venus Capital which indicates that professional investors believe in the inventory monetisation business model. We also intend to enable existing shareholders of the Company to acquire new ordinary shares on the same terms as Venus Capital by launching an open offer in early course, and we are liaising with the Company's professional advisers to compile and to issue the documentation necessary to implement this (including any necessary prospectus which would fall to be approved by the Financial Conduct Authority). The Company will announce the launch of the proposed open offer in due course. This combination of retail and institutional investment will provide the Group with both commercial and financial support for the next phase of the Group's development.

A summary of the action you should take is set out on page 3 and in the Form of Proxy that accompanies this document.

The purpose of the AGM is to consider and, if thought fit, to pass the Resolutions, in each case as set out in full in the notice of Annual General Meeting. Resolutions 1 to 11 inclusive will be proposed as ordinary resolutions and Resolutions 12 and 13 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 2021, 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 2021.
- Resolution 3:** To approve the Directors' Remuneration Policy.
- Resolution 4:** To adopt and approve the Company's Long Term Incentive Plan (LTIP).
- Resolution 5:** To reappoint Crowe U.K. LLP as auditors of the Company.
- Resolution 6:** To authorise the Directors to determine the amount of the auditors' remuneration.
- Resolution 7:** To re-elect Mr. Alessandro Zamboni as a Director of the Company.
- Resolution 8:** To re-appoint Mr. David Bull as a Director of the Company.
- Resolution 9:** To re-appoint Dr. Thomas James as a Director of the Company.
- Resolution 10:** To re-appoint Mr. John Collis as a Director of the Company.
- Resolution 11:** To authorise the Directors to (i) allot Ordinary Shares and warrants over Ordinary Shares in the Company in relation to the Venus Capital SA arrangements noted above and in connection with the proposed open offer and (ii) to provide a further general authority. In total the authorities would permit the Directors to allot Ordinary Shares representing 65 per cent. of the Company's issued Ordinary Share capital as at the date of this document.
- Resolution 12:** To authorise the Directors to disapply pre-emption rights in respect of the authorities granted pursuant to Resolution 11. As noted above, all qualifying shareholders will be able to participate in the open offer.
- Resolution 13:** To authorise the Directors to call a general meeting (other than an annual general meeting) on not less than 14 clear days' notice, provided that the authority for this Resolution 13 shall expire at the conclusion of the next annual general meeting of the Company.

3. Explanatory Notes to the Resolutions

- Resolution 1:** The Directors are required under the Companies Act 2006 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 2021 as set out on pages 72 to 94 of the 2021 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 72 of the 2021 Annual Report.
- Resolutions 4:** This resolution seeks authority from shareholders to adopt and for the directors to operate the LTIP for a period of 10 years from the 2022 AGM. The LTIP is being introduced as part of the new Directors' Remuneration Policy which is also being put forward for approval at the 2022 AGM. A summary of the principal terms of the LTIP is set out at Appendix 1 to this notice.
- Resolutions 5 and 6:** 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 and the directors have considered the terms of appointment and service provided by Crowe U.K. LLP and are comfortable that they should remain as the Company's auditors. Resolution 6 gives the Directors authority to agree their remuneration.
- Resolution 7 to 10:** Biographical details of the Directors proposed to be re-elected and re-appointed at the 2022 Annual General Meeting can be found on pages 51 and 52 of the Annual Report and Accounts 2021 made available to shareholders on the Company's website: [https:// www.supplymecapital.com](https://www.supplymecapital.com). In accordance with article 77 of the articles of association of the Company, Mr. Alessandro Zamboni will be seeking

re-election. During the year Mr. David Bull, Dr. Thomas James and Mr. John Collis have been appointed to the Board, and in accordance with the Company's Articles of Association will offer themselves for appointment. In proposing the re-election and re-appointment of the Directors, the Chief Executive Officer has confirmed that, following internal performance evaluations (described on pages 57 and 58 of the Annual Report and Accounts 2021), each individual continues to make an effective and valuable contribution to the Board and demonstrates commitment to their role.

Resolution 11: This resolution will authorise the Directors to (i) allot Ordinary Shares and warrants over Ordinary Shares in the Company in relation to the Venus Capital SA arrangements noted above and in connection with the proposed open offer and (ii) to provide a further general authority to allot Ordinary Shares. In total the authorities would permit the Directors to allot Ordinary Shares representing 65 per cent. of the Company's issued Ordinary Share capital as at the date of this document.

Resolution 12: This resolution will authorise the Directors to disapply pre-emption rights in respect of the authorities granted pursuant to Resolution 11. As noted above, all qualifying shareholders will be able to participate in the open offer. For the purpose of section 571 of the Companies Act 2006, the Directors consider that the terms of the arrangements with Venus Capital SA were the best available to the Company at the time and the size of the facility was appropriate for the Company's requirements.

Resolution 13: The Companies Act 2006 requires that all general meetings (other than an annual general meeting) must be held on 21 clear days' notice unless shareholders agree to a shorter notice period which is subject to a minimum of 14 clear days' notice. In order to be able to call a general meeting on less than 21 clear days' notice the Company must make an electronic means of voting available to all shareholders for the meeting. This condition is met by the Company providing the facility for shareholders to appoint a proxy via an online shareholder portal operated by our Registrars. The Directors therefore propose Resolution 13 as a special resolution to approve 14 clear days as the minimum period of notice for all general meetings of the Company other than annual general meetings, this approval will be effective until the end of the next annual general meeting. The Board will consider on a case by case basis whether the use of the flexibility offered by the shorter notice period is merited, taking into account the circumstances, including whether the business of the meeting is time-sensitive and it would therefore be to the advantage of the shareholders to call the meeting on shorter notice and, where such is thought to be generally to be in the interests of the shareholders as a whole.

4. Action to be taken

A Form of Proxy is enclosed for use by Shareholders in respect of 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, being 11.00 a.m. 28 June 2022 unless the meeting is adjourned in which case proxies should be returned no later than 48 hours (excluding non-working days) prior to the time of the adjourned meeting.

5. Important Information in relation to attendance at the 2022 Annual General Meeting

Shareholders who would like to attend the AGM in person are asked to register their intention as soon as practicable by email to investors@supplymecapital.com. We have also arranged for shareholders to have the opportunity to raise questions in advance and, should they be unable to attend in person, invite them to listen to the meeting via video conference if they wish.

Given the government's plans for the UK to "live with Covid", we do not anticipate any restrictions to be in place that would prevent shareholders from attending the meeting in person. However, should there be any reason to do so, we will provide an update on our website at <https://supplymecapital.com/investors> and, where appropriate, via a Regulatory Information Service, if

any changes are required to the AGM arrangements. The Board remains committed to shareholder engagement and has made the arrangements set out below to help facilitate this.

Whether or not you propose to attend the AGM, the Board encourages you to appoint the Chair of the meeting as your proxy to vote as you direct at the AGM, and asks that you please complete and submit a form of proxy ("Proxy Form") to enable you to vote at the AGM, even if you are unable to attend it. This will not prevent you from attending and voting at the AGM in person if you so wish (subject to any Government guidance available at the time).

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 each of the Resolutions as they intend to do so in respect of their aggregate beneficial holding of 13,555,513,009 Ordinary Shares, representing approximately 33 per cent. of the total number of issued Ordinary Shares in the Company.

Yours faithfully,

Alessandro Zamboni
On behalf of the Board of Directors
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 the Company's adviser's Cicero's offices, HKX Building, 3 Pancras Square, London, N1C 4AG on Thursday 30 June 2022 at 11.00am (British Summer Time) (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolutions, the first eleven of which will be proposed as ordinary resolutions and of which resolutions twelve and thirteen 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 2021 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 72 to 94 of the Directors' Remuneration Report) for the financial year ended 31 December 2021.
3. To approve the Directors' Remuneration Policy, as set out on page 72 of the Directors' Remuneration Report, which takes effect immediately after the end of the annual general meeting.
4. That the rules of the Supply@ME Long Term Incentive Plan (the "LTIP"), produced in draft to this meeting (the terms of which are summarised in Appendix 1 to this Notice of Meeting) and, for the purposes of identification only, initialled by the Chair of the meeting, be and are hereby approved and the directors be authorised to:
 - a) do all acts and things which they may consider necessary or expedient for the purposes of implementing and giving effect to the LTIP; and
 - b) establish further plans based on the LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the LTIP.
5. To appoint Crowe UK LLP as auditors of the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid before shareholders.
6. To authorise the Directors to determine the amount of the auditors' remuneration.
7. To re-elect Mr. Alessandro Zamboni as a Director of the Company.
8. To re-appoint Mr. David Bull as a Director of the Company.
9. To re-appoint Dr. Thomas James as a Director of the Company.
10. To re-appoint Mr. John Collis as a Director of the Company
11. **THAT** the authority and power conferred upon the Directors to allot shares or to grant rights to subscribe for or to convert any security into ordinary shares ("Rights") in accordance with Article 7 of the Company's Articles of Association shall apply until the date falling fifteen months from the date of the passing of this resolution (unless renewed, varied or revoked by the Company) and for that period the Section 551 Amounts (as defined in Article 7.8.3) shall be:

- 11.1. an aggregate nominal amount of up to £481,600.00 in relation to the Company's obligation's to Venus Capital SA as described by the Company in an announcement to a regulatory information service made on 27 April 2022 and an offer by way of rights issue or open offer (including an issue of related warrants to participating shareholders in such offer); and
- 11.2. in any other case up to a maximum aggregate nominal value of £530,261.42 (such amount to be reduced by the nominal amount of shares or Rights allotted pursuant to resolutions 11.1).

This authority revokes and replaces all unexercised authorities previously granted to the Directors but is without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

12. **THAT**, subject to the passing of Resolution 11, the authority and power conferred upon the Directors to allot equity securities for cash in accordance with Article 7 of the Company's Articles of Association shall apply until the date falling fifteen months from the date of the passing of this resolution (unless renewed, varied or revoked by the Company) and for that period the Section 561 Amounts (as defined in Article 7.8.4) shall be:

- 12.1. an aggregate nominal amount of up to £481,600.00 in relation to the Company's obligation's to Venus Capital SA as described by the Company in an announcement to a regulatory information service made on 27 April 2022 and an offer by way of rights issue or open offer (including an issue of related warrants to participating shareholders in such offer); and
- 12.2. in any other case up to a maximum aggregate nominal value of £530,261.42 (such amount to be reduced by the nominal amount of shares or Rights allotted pursuant to resolutions 12.1).

This authority revokes and replaces all unexercised authorities previously granted to the Directors but is without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

13. **THAT** the Company may call General Meetings other than Annual General Meetings on not less than 14 clear days' notice.

Registered Office:

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

Company number: 03936915

6 June 2022

BY ORDER OF THE BOARD

MSP Corporate Services Limited
Company Secretary

Notes:

Shareholders' attention is drawn in particular 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 June 2022. 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. **Entry to the AGM, security and health and safety arrangements and conduct of proceedings:** If attending in person, shareholders are requested to bring with them suitable evidence of their identity to facilitate entry to the meeting. Persons who are not shareholders of the Company (or their appointed proxy) will not be admitted to the AGM unless prior arrangements have been made with the Company. For security reasons, all hand luggage may be subject to examination prior to entry to the AGM. We ask all those present at the AGM to facilitate the orderly conduct of the meeting and comply with all reasonable health and safety requirements. If a shareholder is unable to meet such reasonable health and safety requirements or threatens the orderly conduct of the meeting due to their behaviour, we reserve the right to require that person to leave. In addition, if the meeting is already at capacity, based on relevant rules governing public gatherings at the time, we reserve the right to refuse entry to the meeting.
4. Shareholders can:
 - appoint a proxy or proxies and give proxy instructions by returning the enclosed form of proxy by post (see note 45; or
 - if a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 6 - 9).
5. 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. Completion of the proxy will not preclude a shareholder from subsequently attending and voting at the meeting. 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.
6. 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.
7. 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 11.00a.m. on 28 June 2022, or, in the event of an adjournment of the Annual 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.
8. 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.
9. 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.
10. 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.
11. The notes to the form of proxy explain how to direct your proxy how to vote on each resolution or withhold their vote.
12. 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 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by shareholders of the Company.
13. 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.

14. 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.
15. A 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 answered
16. 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/>.
17. Copies of Directors' service contracts or letters of appointment with the Company will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this notice until the date of the AGM and also at the place of the AGM from 15 minutes prior to the commencement of the meeting until the conclusion thereof. Shareholders who would like to inspect the documents are asked to register their intention as soon as practicable by email to investors@supplymecapital.com
18. As at 1 June 2022 (being the latest practicable date prior to the issue of this Notice of Meeting), the Company's issued share ordinary share capital consists of 40,789,339,952 ordinary shares carrying one vote each. No shares are held in treasury. Therefore, the total voting rights in the Company as at 1 June 2022 are 40,789,339,952 ordinary shares.

APPENDIX 1

Summary of the Principal Terms of the Supply@ME Long Term Incentive Plan ("LTIP")

Operation

The remuneration committee of the Board of Directors of the Company (the "**Committee**") will supervise the operation of the LTIP.

Eligibility

Any employee (including an Executive Director) of the Company and its subsidiaries will be eligible to participate in the LTIP at the discretion of the Committee.

Grant of awards

The Committee may grant an award in one of two forms:

- (i) nil or nominal cost options, where a participant can decide when to exercise his/her award over ordinary shares in the Company ("**Shares**") during a limited period of time after it has vested; or
- (ii) a conditional award, where a participant will receive free Shares on the vesting of his/her award.

The Committee may allow awards to be settled in cash, although in practice, this is only expected to be the case (if at all) in exceptional circumstances.

The Committee may normally grant awards to acquire Shares within six weeks following: (i) the date on which the LTIP is approved by shareholders; (ii) the Company's announcement of its results for any period; or (iii) the lifting of restrictions on dealing in Shares that prevented grant of awards under (i) or (ii). The Committee may also grant awards when there are exceptional circumstances which the Committee considers justifies the granting of awards.

An award may not be granted more than ten years after shareholder approval of the LTIP.

No payment is required for the grant of an award. Awards are not transferable, except on death. Awards are not pensionable.

Individual limit

The maximum number of Shares that may be awarded to a participant in any financial year will be limited so that normally the market value of such Shares on the award date will not exceed 100% of the individual's base salary. In exceptional circumstances, such as recruitment where it may be necessary to make a buy-out award, the Committee may grant awards over Shares with a market value of up to 200% of the individual's base salary on the award date.

If the Committee cannot or considers it inappropriate to make an award to an individual in a financial year as a result of any dealing restrictions, the unused individual limit in respect of the award that would otherwise have been granted for that year may be available as additional capacity to make awards to that individual in a subsequent financial year when the grant of awards is permitted (in addition to the normal individual limit in the subsequent financial year).

Overall LTIP limit

The LTIP may operate over new issue Shares, treasury Shares or Shares purchased in the market.

In any ten year period the Company may not issue (or have the possibility to issue) more than 10% of the issued ordinary share capital of the Company in respect of awards made in that period under the LTIP and any other employees' share scheme adopted by the Company.

Treasury Shares will count as new issue Shares for the purposes of this limit but they will also cease to count towards this limit if institutional investor bodies decide that they need not count.

This limit do not include any rights to Shares which have been released or lapsed.

Performance conditions

The vesting of awards granted to Executive Directors will be subject to performance conditions set by the Committee (except in the case of awards made in connection with a participant's buy-out award). Performance conditions may also apply in the case awards to other, less senior, employees.

In determining the extent to which the performance conditions are met, the Committee may reduce any formulaic outcome (including to zero) if it considers that this is necessary to take account of its broader assessment of the performance of the Company, any individual, or business.

The Committee may also vary any performance condition applying to existing awards if an event has occurred which causes the Committee to consider (acting fairly and reasonably) that it would be appropriate to amend the performance condition, provided the Committee considers the varied condition is not, in its opinion, materially less challenging than the original condition would have been but for the event in question.

Vesting of awards

Awards normally vest at least three years after grant (or earlier in the case of awards made in connection with a participant's buy-out award) to the extent that the applicable performance condition (see above) has been satisfied and provided the participant is still employed in the Company's group.

Any award to an Executive Director (and such others as the Committee requires) will also be subject to a holding period ending on the fifth anniversary of grant of the award, in accordance with the Company's directors' remuneration policy (except in the case of awards made in connection with a participant's buy-out award). Awards subject to a holding period will not be capable of exercise during the holding period.

The Committee may, at its discretion, reduce or defer the ability to exercise an award in accordance with regulatory requirements or where it may cause a regulatory disadvantage.

Awards granted as nil or nominal cost options are then normally exercisable for a 6 month period from vesting (or such other period specified by the Committee at the time of grant, but ending on the tenth anniversary of grant) unless they lapse earlier. Shorter exercise periods shall apply in the case of "good leavers" and/or vesting of awards in connection with corporate events.

Holding period

The terms of the LTIP allow for the application of a holding period during which a participant will ordinarily be required to retain their net of tax number of vested shares (if any) delivered under the LTIP (or the full number of the vested shares whilst held under an unexercised option award, where relevant) for a specified period from the date an award vests.

Any award to an executive director (and such others as the Committee requires) will be subject to a holding period ending on the fifth anniversary of grant of the award, in accordance with the Company's directors' remuneration policy.

Leaving employment

As a general rule, an unvested award will lapse upon a participant ceasing to hold employment or be a Director within the Company's group (or giving or receiving notice of termination).

However, if a participant ceases to be an employee or a Director because of his death, ill-health, injury, disability, retirement, redundancy, his employing company or the business for which he works being sold out of the Company's group or in other circumstances at the discretion of the Committee, then his award will normally vest on the date when it would have vested if he had not ceased such employment or office, subject to:

- (i) the extent to which any performance condition has been satisfied at that time; and
- (ii) the pro-rating of the award to reflect the period of time between its grant and the date of cessation of employment (unless determined otherwise by the Committee).

If a participant ceases to be an employee or Director in the Company's group for one of the "good leaver" reasons specified above, the Committee may, in exceptional circumstances, allow awards to vest at the time of cessation of employment (or a later date specified by the Committee), in which case awards

would normally be subject to the performance conditions as measured over the shorter period to the date of cessation of employment and time pro-rating as outlined above.

Where an individual holding a vested award leaves the Company's employment, the individual will normally be able to exercise that award within 12 months of the date of cessation of employment (or end of the holding period, if later), unless the reason for such cessation is the individual's gross misconduct in which case the award will lapse.

Where a participant leaves the Company's employment and his award is subject to a holding period, the holding period will normally continue to apply to the award and/or vested Shares except where the Committee determines otherwise, in exceptional circumstances.

Corporate events

In the event of a takeover or voluntary winding up of the Company (not being an internal corporate reorganisation) the Committee may, at its discretion, allow awards to vest early to the extent that the performance conditions have, in the opinion of the Committee, been satisfied at that time. The awards will normally be pro-rated to reflect the reduced period of time between their grant and vesting. The Committee can decide not to pro-rate awards if it regards it as inappropriate to do so in the particular circumstances.

Awards may also vest on the same basis (with performance conditions and time pro-rating applied) if a demerger, special dividend or other similar event is proposed which, in the opinion of the Committee, would affect the market price of the Shares to a material extent.

In the event of an internal corporate reorganisation awards may be replaced by equivalent new awards over shares in a new holding company unless the Committee decides that awards should vest on the basis which would apply in the case of a takeover.

In the event of a corporate event leading to a change of control of the Company (not being an internal corporate reorganisation), the Committee may decide that subsisting awards are surrendered in consideration for the grant of an equivalent award over shares in the acquiring company.

Malus and clawback

The Committee retains a power to reduce the potential vesting of unvested awards (including to zero) (often referred to as 'malus') or to recoup the value of previously vested awards from an individual (often referred to as 'clawback'). The Committee may apply this provision up to 3 years after the date of vesting (which may be extended in the case of an ongoing investigation).

The Committee may choose to exercise this power in the following circumstances:

- gross misconduct of an individual;
- a material misstatement of a group company's accounts;
- errors in calculation of performance condition outcomes;
- a material risk or compliance failure;
- significant impact on the reputation and likely financial strength of a group company; or
- corporate failure (including insolvency or administration) of the Company.

The Committee may require the satisfaction of the clawback in a number of ways, including by way of a reduction in the vesting, or size of, any other award or bonus (including future awards or bonus) and/or a requirement to make a cash payment.

Payment on account of dividends

The Committee may decide prior to the grant date of an award that a participant will be entitled to receive a payment in Shares (or, in exceptional cases, cash), on or shortly following vesting of his conditional share award or exercise of his option, of an amount equivalent to the dividends that would have been paid on the Shares vested under the award between the grant date and the date of vesting (and including any part of the holding period before exercise of the option). Any such amount shall assume reinvestment in Shares on the relevant ex-dividend dates.

Participants' rights

Awards settled in shares will not confer any shareholder rights until the awards have vested or the options have been exercised as relevant and the participants have received their shares.

Rights attaching to Shares

Any Shares allotted when an award vests or is exercised will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

Variation of capital

In the event of any variation of the Company's share capital or in the event of a demerger, payment of a special dividend or similar event which materially affects the market price of the Shares, the Committee may make such adjustment as it considers appropriate to the number of Shares subject to an award and/or the exercise price payable (if any).

Alterations to the LTIP

The Committee may, at any time, alter the LTIP in any respect, provided that the prior approval of shareholders is obtained for any alterations that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limit(s) on the issue of Shares or the transfer of treasury Shares, the basis for determining a participant's entitlement to, and the terms of, the Shares or cash to be acquired and the adjustment of awards.

If the proposed alterations are to the material disadvantage of participants the Board must invite participants to indicate if they approve the alterations and if so the alterations must be approved by a majority of the participants that respond.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the LTIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's group. Shareholder approval will also not be required for any amendments to any performance condition applying to an award.

Overseas plans

The shareholder resolution to approve the LTIP will allow the Committee to establish further plans for overseas territories, any such plan to be similar to the LTIP, but modified to take account of local tax, exchange control or securities laws, provided that any shares made available under such further plans are treated as counting against the limits on individual and overall participation in the LTIP.

APPENDIX 2

Capital Enhancement Plan RNS dated 27 April 2022

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION NO 596/2014 WHICH IS PART OF ENGLISH LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018, AS AMENDED. ON PUBLICATION OF THIS ANNOUNCEMENT VIA A REGULATORY INFORMATION SERVICE, THIS INSIDE INFORMATION IS CONSIDERED TO BE IN THE PUBLIC DOMAIN.

27 April 2022

Supply@ME Capital plc

(The "Company" or "SYME")

Capital Enhancement Plan to support implementation of the upcoming 2022 Strategic Plan:

New equity funding agreement secured; Mercator loan agreement restructured;

Revised date for Publication of 2021 Annual Accounts.

Supply@ME Capital plc, the fintech business which provides an innovative Platform for use by manufacturing and trading companies to access Inventory Monetisation© solutions enabling their businesses to generate cashflow, is pleased to announce a Capital Enhancement Plan.

The Capital Enhancement Plan principally comprises:

- The entry into a binding agreement dated 27 April 2022 with Venus Capital SA (“Venus Capital”) to enable SYME, subject to customary conditions, to draw down up to £7,500,000 in new equity capital (the “Capital Raise”) from the date of the Agreement to 31 July 2023 through the issue of new ordinary shares in tranches.

Venus Capital is a Luxembourg investment company with a long-term strategy focussed on investments in diversified sectors, including the fintech industry.

It is the intention of the Company to enable its existing shareholders to participate in an Open Offer in order to offer existing shareholders the ability to acquire new ordinary shares and warrants at the same subscription price as Venus Capital’s Capital Raise mandatory tranches.

Further detail on the arrangements with Venus Capital are set out under “Key Terms of the Funding Facility” below.

- The entry by the Company and Mercator Capital Management Fund LP into an amendment deed dated 26 April 2022 (the “Mercator Amendment”) to the Loan Note Instrument and Convertible Loan Note Instrument (together the “Instruments”) announced in the Company’s RNS dated of 29 September 2021. The Amendment is aimed at avoiding further conversions under the terms of the Instruments and allows the Company:
 - to repay in cash the £678,333.34 of outstanding Convertible Loan Notes issued by the Company on 4 March 2022, using the proceeds of the first tranche of the Capital Raise;
 - to repay in cash to Mercator the balance of the outstanding Loan Note Instrument, through an updated instalment plan, in accordance with the current terms and

conditions of the Instruments and the new conditions comprised in the Mercator Amendment.

Pursuant to the Mercator Amendment, Mercator has further agreed that the Company is required to issue only one further tranche of warrants related to 20% of the most recent Loan Note Instrument monthly repayment of £678,333.34.

- The application to access specialised SME loan facilities provided by Italian commercial banks with the support of government guarantees to further lower the cost of capital and enhance shareholder value. In connection with this application, the Company established on 25 March 2022, Supply@ME technologies S.r.l. (the “NewCoTech”). The purpose of NewCoTech is to hold the Group’s Intellectual Property rights relating to the Platform, together with future developments in a dedicated entity. This will highlight the value generated by the Platform in terms of trademarks, technology and innovative legal & accounting frameworks. It is also envisaged that NewCoTech will be the direct counterparty of White-Label contracts and other potential strategic partnerships which the Group is evaluating.

In March 2022, the Company appointed an independent adviser to prepare it for its next phase of growth, which will focus upon the delivery of long-term business objectives and its governance system requirements. Likewise, the Capital Enhancement Plan forms part of the Group’s new 2022 Strategic Plan (the “2022 Strategic Plan”) the Board will present to shareholders.

The Company will shortly announce details of a General Meeting of shareholders to seek the necessary authorisations for the implementation of the Capital Enhancement Plan.

Revised date for publication of the 2021 Annual Report and Accounts

In the Trading Update RNS of 31 December 2021, the Company announced that it expected to publish its Annual Report and Accounts for the year ended 31 December 2021 by the end of April 2022.

Following consultation with its auditors, the Company now confirms that publication of the Accounts will be slightly deferred to allow more time to complete the audit process. It now expects to publish these Accounts no later than 31 May 2022 utilising the FCA’s two-month temporary relief from reporting deadlines due to the impact of the Covid-19 pandemic. Such relief was updated by the FCA on 23 March 2022.

SYME Chief Executive, Alessandro Zamboni said:

“The Capital Enhancement Plan will provide Supply@ME with both commercial and financial support during the next phase of the Group’s development. It’s also great to involve our existing private investors shareholding base in this new journey. Accompanying the new 2022 Strategic Plan, the Board expects the Capital Enhancement Plan will help to create value for all shareholders. I’m excited to partner with Venus Capital and its powerful eco-system of long-term investors. I would like to thank Mercator Capital Management Fund LP for the flexible support they have provided to the Company in a period of global economic uncertainty”.

SYME Chief Financial Officer Amy Benning said: *“As the business continues to recover from the impacts caused by the Covid-19 pandemic, the implementation of the Capital Enhancement Plan is an important step for Supply@Me’s next phase of development and growth.”*

Key terms of the Funding Facility:

SYME has agreed the following key terms with Venus Capital for the equity funding facility:

- Binding commitment to draw down up to £7.5m via multiple tranches with a longstop date of 31 December 2023.
- Mandatory draw-downs equal to £3.75m in a number of tranches.

The first tranche comprises 2,770,000,000 ordinary shares (raising £1,385,000). Application has been made to the Financial Conduct Authority and to the London Stock Exchange for admission of such ordinary shares to be admitted to the standard segment of the Official List and to trading on the London Stock Exchange's main market for listed securities, respectively ("Admission"). It is expected that Admission will occur at 8.00 a.m. on or around 28 April 2022.

- Additional optional tranches equal to £3.75m can be drawn down at the Company's election subject to certain conditions.
- Subscription price for the mandatory tranches: fixed price of 0.05 pence (approx. 21.5% discount to the lowest market closing price of the last 52 weeks). Subscription price for the optional tranches: the lower of (a) 0.05 pence and (b) 85% of the lower of (i) the volume-weighted average price of the ordinary shares over the 15 Business Days before the date one Business Day before admission to trading of the shares comprised in the relevant optional tranche; and (ii) the closing bid price of the ordinary shares on the second Business Day immediately before the date of admission to trading of the ordinary shares comprised in the relevant optional tranche.
- Warrants issuance:
 - following the signing of the binding agreement, the Company will issue 3,250,000,000 warrants to Venus Capital.

Mandatory tranches

- on the completion date of each mandatory tranche, the Company will issue to Venus Capital 1 Warrant for every 2 Subscription Shares comprised in such tranche;
- the exercise price of the warrants is 0.065p with the warrants exercisable at any time up to 31 December 2025.

Optional tranches

- on the completion date of each optional tranche, the Company will issue to Venus Capital 1 Warrant for every 5 Subscription Shares comprised in such tranche;
- the exercise price of the warrants is 0.065p with the warrants exercisable at any time up to 31 December 2025.

- In June 2022, the Company will launch an Open Offer reserved to existing shareholders giving them the ability to participate on the same terms as Venus Capital as to the subscription price and associated warrants related to the mandatory tranches. Any Ordinary Shares not taken up by existing shareholders through the Open Offer will be subscribed by Venus Capital in July 2022, as part of its binding commitment to provide up to £7.5m.
- Opportunity, at the discretion of the Company,
 - to draw down, commencing from June 2022, a bullet-loan of up to £1.95m repayable in shares with a maturity date of 31 December 2025 at a 10% p.a. of interest rate; the principal of the loan also includes also the financing of the arrangement fees for the transaction equal to £450,000.
 - to accelerate receipt of the proceeds expected from the issuance of the optional tranches by the end of December 2022, by publishing a prospectus. In this case, the Company will accelerate the raising of the additional proceeds relating to the optional tranches

(up to the aggregate binding commitment of £7.5m) and, with reference to the previous point, will also issue further shares to repay the loan earlier, saving the related finance costs.

Notes

Supply@ME Capital PLC and its operating subsidiaries (together the "Group") provide an innovative fintech platform (the "Platform") for use by manufacturing and trading companies to access inventory trade solutions enabling their businesses to generate cashflow, via a non-credit approach and without incurring debt. This is achieved by their existing eligible inventory being added to the Platform and then monetised via purchase by third party Inventory Funders. The inventory to be monetised can include warehouse goods waiting to be sold to end-customers or goods/commodities that are part of a typical import/export transaction. SYME announced in August 2021 the launch of a global Inventory Monetisation programme which will be focused on both inventory in transit monetisation and warehouse goods monetisation. This program will be focused on creditworthy companies and not those in distress or otherwise seeking to monetise illiquid inventories.

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