

**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 ("Notice") 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 United Kingdom of Great Britain and Northern Ireland ("UK") or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all your ordinary shares of nominal value £0.00002 each in the capital of Supply@ME Capital plc (the "Company") ("Ordinary Shares"), please forward this Notice, together with the accompanying form of proxy ("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 Ordinary Shares, please retain this Notice and the accompanying Form of Proxy and contact the stockbroker, bank or other agent who arranged the sale or transfer as soon as possible.

The distribution of this Notice in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this Notice comes should inform themselves about and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdictions.



Supply@ME Capital plc
(Incorporated in England and Wales with company number 03936915)

Notice of Annual General Meeting

This Notice should be read in its entirety. Your attention is drawn to the letter from the board of directors of the Company (the "Board" or "Directors") set out on pages 1 to 4 of this Notice, which sets out the Directors' recommendations as to voting at the annual general meeting of the Company (the "Annual General Meeting").

Notice of an Annual General Meeting of Supply@ME Capital plc, to be held at the offices of Orrick, Herrington & Sutcliffe (UK) LLP, 107 Cheapside, London EC2V 6DN, United Kingdom on 23 June 2023 at 11.00 a.m. (British Summer Time) is set out on pages 5 and 6 of this Notice.

Your attention is drawn to the letter from the Board on pages 1 to 4 of this Notice. Shareholders of the Company ("Shareholders" and each, a "Shareholder") are requested to complete, sign and return the Form of Proxy accompanying this Notice to the Company's registrar, Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD, United Kingdom (the "Registrar") as soon as possible but in any event so as to be received by the Registrar by no later than 11.00 a.m. (British Summer Time) on 21 June 2023 or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting (excluding weekends and public holidays). Returning a Form of Proxy will not preclude a Shareholder from attending and voting at the Annual General Meeting in person.

LETTER FROM THE CHAIR ON BEHALF OF THE BOARD OF DIRECTORS

SUPPLY@ME CAPITAL PLC

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

Directors:

Albert Ganyushin, *Independent Chair and Non-Executive Director*
Alessandro Zamboni, *Chief Executive Officer and Executive Director*
Enrico Camerinelli, *Independent Non-Executive Director*
David Bull, *Independent Non-Executive Director*
Alexandra Galligan, *Independent Non-Executive Director*

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

31 May 2023

Dear Shareholder,

Notice of Annual General Meeting

1. Introduction

We are pleased to present the details of the Company's Annual General Meeting which will be held at the offices of the Company's legal advisers, Orrick, Herrington & Sutcliffe (UK) LLP at 107 Cheapside, London EC2V 6DN, United Kingdom at 11.00 a.m. (British Summer Time) on Friday, 23 June 2023.

Under the Company's articles of association ("**Articles**"), the Company is obliged to hold an annual general meeting once a year. It provides Shareholders with the opportunity to meet the Directors and to discuss the business of the Annual General Meeting.

The Company announced its financial results for the year ended 31 December 2022 on 28 April 2023. The annual report and accounts of the Company for the financial year ended 31 December 2022 ("**2022 Annual Report and Accounts**") is available for inspection on the Company's website, <https://www.supplymecapital.com/key-documents/> in accordance with the Financial Conduct Authority's ("**FCA**") Disclosure Guidance and Transparency Rule 6.3.5R(3), and, in accordance with Listing Rule 14.3.6, copies of the notice of Annual General Meeting and Form of Proxy will be submitted to the National Storage Mechanism maintained by the FCA and will shortly be available for inspection at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

2. Annual General Meeting

On pages 5 and 6 of this Notice, you will find the notice convening the Annual General Meeting, which is to be held on Friday, 23 June 2023 at 11.00 a.m. (British Summer Time). Included in the business of the Annual General Meeting are, *inter alia*, resolutions to approve the Company's actions taken in 2022 consistent with the Directors' remuneration policy ("**Remuneration Policy**") as well as resolutions relating to the allotment of shares or grant of rights to subscribe for or to convert any security into shares in relation to those warrants that have been issued to Venus Capital S.A., Mercator Capital Management Fund LP and certain warrant holders from the open offer which completed on 18 August 2022 ("**Open Offer Warrantholders**"), each as described in the Company's prospectus published on 3 October 2022, as supplemented on 28 April 2023 and to provide a further general authority to the Directors to allot shares or to grant rights to subscribe for or to convert any security into shares (collectively, the "**Resolutions**").

A summary of the action you should take is set out on page 4 and in the notes to the Form of Proxy that accompanies this Notice.

The purpose of the Annual General Meeting is to consider and, if thought fit, to pass the Resolutions, in each case as set out in full in this Notice. Resolutions 1 to 9 inclusive will be proposed as ordinary resolutions and Resolutions 10 and 11 will be proposed as special resolutions:

Resolution 1: To receive the 2022 Annual Report and Accounts for the financial year ended 31 December 2022 together with the Directors' Report, Strategic Report and Auditors' Report on those accounts.

Resolution 2: To approve the Directors' remuneration report ("**Remuneration Report**") for the financial year ended 31 December 2022.

- Resolution 3:** To approve the Directors' Remuneration Policy.
- Resolution 4:** To reconfirm and approve actions taken in 2022 and to date in 2023 consistent with the proposed Directors' Remuneration Policy, referred to in Resolution 3 above, in light of the prior year's Directors' Remuneration Policy including a typographical error.
- Resolution 5:** To re-appoint Crowe U.K. LLP as auditors of the Company ("**Auditors**").
- Resolution 6:** To authorise the Directors to determine the amount of the Auditors' remuneration.
- Resolution 7:** To re-appoint Mr. Albert Ganyushin as a Director.
- Resolution 8:** To appoint Ms. Alexandra Galligan as a Director.
- Resolution 9:** To authorise the Directors to: (i) allot shares or to grant rights to subscribe for or to convert any security into shares in relation to those warrants that have been issued to Venus Capital S.A., Mercator Capital Management Fund LP and Open Offer Warranholders; and (ii) provide a further general authority. In total the authorities would permit the Directors to shares or to grant rights to subscribe for or to convert any security into shares representing 30% of the total number of issued Ordinary Shares as at the date of this Notice.
- Resolution 10:** To authorise the Directors to disapply pre-emption rights in respect of the authorities granted pursuant to Resolution 9.
- Resolution 11:** To authorise the Company to call (other than an annual general meeting) on not less than 14 clear days' notice.

3. Explanatory Notes to the Resolutions

Ordinary Resolutions

- Resolution 1:** The Directors are required under the Companies Act 2006 (as amended) (the "**Companies Act**") to present the annual accounts, Directors' report and the Auditors' report on the accounts to the Annual General Meeting.
- Resolution 2:** Resolution 2 seeks Shareholder approval of the Directors' Remuneration Report as set out on pages 66 to 86 in the 2022 Annual Report and Accounts. The vote is advisory in nature and therefore no entitlement to remuneration is conditional on the passing of Resolution 2.
- Resolution 3:** In accordance with section 439A of the Companies Act, a separate resolution on the Directors' Remuneration Policy part of the Directors' Remuneration Report for the financial year ended 31 December 2022 is required to be put to a vote by Shareholders. The Directors' Remuneration Policy must set out the Company's policy on making remuneration payments and payments for loss of office. The Directors' Remuneration Policy is consistent with that approved at the Company's annual general meeting of Shareholders held on 30 June 2022 with a correction to the long-term incentive plan ("**LTIP**") maximum opportunity and performance measures, as a clerical error led to inclusion of the pension maximum opportunity and performance measures in the 2021 annual report and accounts of the Company. This is a binding resolution and will take effect from the conclusion of the Annual General Meeting. The Remuneration Policy can be found within the Remuneration Report at page 69 - 80 of the 2022 Annual Report and Accounts. The Directors' Remuneration Policy must be put to Shareholders at least every three years, unless during that time it is changed. The Company currently intends to submit the Directors' Remuneration Policy for approval by Shareholders every three years.
- Resolution 4:** The Company has operated in line with a policy submitted to the Shareholders at the Company's annual general meeting of Shareholders held on 30 June 2022 but the policy table inadvertently repeated the pensions limits rather than the intended LTIP

limits due to a clerical error. The LTIP limits were fully set out in the summary of the LTIP included with the 2022 notice of the Company's annual general meeting of Shareholders which took place on 30 June 2022. Resolution 4 seeks confirmation of actions taken consistently with the policy as intended. The LTIP policy table is included in this Notice as Appendix 1.

Resolutions 5 and 6:

The Company is required to appoint the Auditor on an annual basis, which it is seeking authority for pursuant to Resolution 5. 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 Auditors.

Resolution 6 gives the Directors authority to agree the Auditors' remuneration.

Resolution 7 and 8:

Biographical details of the Directors proposed to be appointed and re-appointed at the Annual General Meeting can be found on page 45 of the 2022 Annual Report and Accounts made available to Shareholders on the Company's website: <https://www.supplymecapital.com>. In accordance with article 77 of the Articles, Mr. Albert Ganyushin will be seeking re-appointment. On the 16 March 2023, Ms. Alexandra Galligan was appointed to the Board, and in accordance with the Articles will offer herself for appointment. In proposing the re-appointment and appointment of the Directors, the chief executive officer of the Company has confirmed that, following a board and committee performance evaluation conducted in December 2022 (described on page 51 and 56 of the 2022 Annual Report and Accounts) each individual continues to make an effective and valuable contribution to the Board and demonstrates commitment to their role.

Resolution 9: Resolution 9 seeks authorisation for the Directors to: (i) allot shares or to grant rights to subscribe for or to convert any security into shares in relation to those warrants that have been issued to Venus Capital S.A., Mercator Capital Management Fund LP and Open Offer Warrantholders; and (ii) to provide a further general authority to allot shares or to grant rights to subscribe for or to convert any security into shares. In total the authorities would permit the Directors to allot shares or to grant rights to subscribe for or to convert any security into shares representing 30% of the total number of issued Ordinary Shares as at the date of this Notice.

Special Resolutions

Resolution 10: Resolution 10 seeks authorisation for the Directors to disapply pre-emption rights in respect of the authorities granted pursuant to Resolution 9. For the purpose of section 571 of the Companies Act, the Directors consider that the terms of the arrangements with each of Venus Capital S.A., Mercator Capital Management Fund LP and the Open Offer Warrantholders were the best available to the Company at the time and the size of the financings were, and the general authority sought is, appropriate for the Company's requirements.

Resolution 11: The Companies Act 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 11 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 Annual General Meeting.

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 Registrar, Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD, United Kingdom but in any event so as to arrive no later than 48 hours (excluding weekends and public holiday) before the Annual General Meeting, being 11.00 a.m. (British Summer Time) on 21 June 2023 unless the Annual General Meeting is adjourned in which case proxies should be returned no later than 48 hours (excluding weekends and public holiday) prior to the time of the adjourned meeting.

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

Shareholders who would like to attend the Annual General Meeting 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 Annual General Meeting via video conference if they wish.

The Board remains committed to Shareholder engagement and has made the arrangements set out above and below to help facilitate this.

Whether or not you propose to attend the Annual General Meeting, the Board encourages you to appoint the chair of the meeting ("**Chair**") as your proxy to vote as you direct at the Annual General Meeting, and asks that you please complete and submit a Form of Proxy to enable you to vote at the Annual General Meeting, even if you are unable to attend it. This will not prevent you from attending and voting at the Annual General Meeting in person if you so wish.

The Board recognises the opportunity that the Annual General Meeting 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 Annual General Meeting 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 Annual General Meeting via the Investor Meet Company 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 Annual General Meeting via the Investor Meet Company platform up until 9.00 a.m. on 22 June 2023 (the day before the Annual General Meeting) the day before the Annual General Meeting or submitted at any time during the Annual General Meeting itself.

Shareholders that wish to view the Annual General Meeting 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 13,667,513,009 Ordinary Shares, representing approximately 22.36% of the total number of issued Ordinary Shares in the Company.

Yours faithfully,

Albert Ganyushin
On behalf 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 the offices of the Company's legal advisers, Orrick, Herrington & Sutcliffe (UK) LLP at 107 Cheapside, London EC2V 6DN, United Kingdom on Friday, 23 June 2023 at 11.00 a.m. (British Summer Time) (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following Resolutions, the first nine of which will be proposed as ordinary resolutions and of which resolutions ten and eleven 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 2022 together with the Directors' Report, Strategic Report and Auditors' Report on those accounts.
2. To approve the Directors' Remuneration Report for the financial year ended 31 December 2022.
3. To approve the Directors' Remuneration Policy.
4. To reconfirm and approve actions taken in 2022 and to date in 2023 consistent with the proposed Directors' Remuneration Policy, referred to in Resolution 3 above, in light of the prior year's Directors' Remuneration Policy including a typographical error.
5. To re-appoint Crowe U.K. LLP as Auditors.
6. To authorise the Directors to determine the amount of the Auditors' remuneration.
7. To re-appoint Mr. Albert Ganyushin as a Director.
8. To appoint Ms. Alexandra Galligan as a Director.
9. **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 shares in accordance with Article 7 of the Company's Articles of Association ("**Articles**") shall apply until the date falling 15 months from the date of the passing of this Resolution 9 (unless renewed, varied or revoked by the Company) and for that period the Section 551 Amount (as defined in Article 7.8.3) shall be an aggregate nominal amount of up to £366,750 in aggregate in relation to: (i) the Company's obligations to Venus Capital S.A., Mercator Capital Management Fund LP and the Open Offer Warranholders as described by the Company in the Company's prospectus published on 3 October 2022, as supplemented on 28 April 2023; and (ii) to provide a further general authority to allot shares or to grant rights to subscribe for or to convert any security into shares.

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 to subscribe for or to convert any security into shares in relation to those warrants already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

10. **THAT**, subject to the passing of Resolution 9, the authority and power conferred upon the Directors to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash in accordance with Article 7 of the Articles shall apply until the date falling 15 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) be an aggregate nominal amount of up to £366,750 in aggregate in relation to: (i) the Company's obligations to Venus Capital S.A., Mercator Capital Management Fund LP and the Open Offer Warranholders as

described by the Company in the Company's prospectus published on 3 October 2022, as supplemented on 28 April 2023; and (ii) to provide a further general authority to allot shares or to grant rights to subscribe for or to convert any security into shares.

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 to subscribe for or to convert any security into shares in relation to those warrants already made or offered or agreed to be made pursuant to such authorities.

11. **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

BY ORDER OF THE BOARD

MSP Corporate Services Limited
Company Secretary

Company number: 03936915

31 May 2023

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 as at 6.00 p.m. on 21 June 2023. 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 weekends and public holidays) 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 weekends and public holidays) 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 Chair as their proxy in case they cannot or are unable to attend the Annual General Meeting in person.**
2. A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend, vote and speak at the Annual General Meeting provided each proxy is appointed to exercise rights attached to different shares. A proxy need not be a Shareholder.
3. **Entry to the Annual General Meeting, 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 Annual General Meetings. Persons who are not Shareholders (or their appointed proxy) will not be admitted to the Annual General Meeting 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 Annual General Meeting. We ask all those present at the Annual General Meeting 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 5); or
 - if a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see notes 6 - 9).
5. A Form of Proxy is enclosed for use by the Shareholders. To be effective, it must be deposited with the Registrar, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD, United Kingdom 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 11.00 a.m. on 21 June 2023, 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 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, 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:
 - 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 Annual General Meeting; or
 - 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.
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. Where the Company is required to place a statement on a website under Section 527 of the Companies Act, it must forward the statement to the Auditor no later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under Section 527 of the Companies Act 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:
 - to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - the answer has already been given on a website in the form of an answer to a question; or
 - 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, can be found at <https://www.investormetcompany.com/supply-at-me-capital-plc/register-investor>
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 Annual General Meeting and also at the place of the Annual General Meeting 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 30 May 2023 (being the latest practicable date prior to the issue of this Notice of Meeting), the Company's issued share ordinary share capital consists of 61,125,075,655 Ordinary Shares carrying one vote each. No shares are held in treasury. Therefore, the total voting rights in the Company as at 30 May 2023 are 61,125,075,655 Ordinary Shares.

APPENDIX 1

Table below illustrates how the LTIP operates, the Remuneration Committee has discretion to amend remuneration to the extent described in the table. For full details of the Remuneration Policy please refer to pages 69 – 75 of the 2022 Annual Report and Accounts.

Component	Purpose and link to strategy	Operation	Maximum Opportunity	Performance Measures
LTIP	To incentivise Executive Directors, and to deliver genuine long-term performance-related pay, with a clear line of sight for Executives and direct alignment with shareholders' interests.	<p>Awards will be in the form of nil or nominal-cost share options, conditional shares or other such form as has the same economic effect.</p> <p>Awards will normally be granted with vesting dependent on the achievement of performance conditions set by the Committee, with performance normally measured over at least a three-year performance period.</p> <p>In line with best practice for financial-services companies, 'restricted stock' LTIP awards may be made to control function personnel (e.g., Chief Risk Officer) which are not subject to performance measures.</p> <p>Awards will be subject to a further two-year holding period, and shares will typically not be released to participants until the end of any such holding period. During the vesting period (and the additional holding period) the value of any dividends on performance vested shares will be credited as re-invested in further LTIP award shares. The LTIP includes malus and clawback provisions which enable the Committee (to recover or withhold value in the event of certain defined circumstances (i.e., in cases of gross misconduct, material misstatement of financial results, error in calculation, material risk failings, reputational damage or corporate failure).</p>	<p>The LTIP allows for awards over shares with a maximum value of 100% of base salary per financial year (the Committee reserves the discretion to grant awards up to a maximum value of 200% of base salary per financial year for recruitment related awards or in exceptional circumstances).</p> <p>Actual participation levels will be kept under regular review, and the Committee expressly reserves discretion to make such awards as it considers appropriate within the plan limits.</p>	<p>LTIP performance measures may include, but are not limited to, financial, TSR, strategic and ESG-related objectives.</p> <p>The Committee retains discretion to set alternative measures and weightings for awards over the life of the Policy.</p> <p>Targets are set and assessed by the Committee in its discretion. A maximum of 25% of any element vests for achieving the threshold performance target and 100% for maximum performance. The Committee has discretion to reduce the vesting level should any formulaic outcome not reflect the Committee's assessment of overall business performance.</p>