

**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.

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 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 2 of this Notice, which sets out a special notice of general meeting of holders of warrants ("Open Offer Warranholders" and each, an "Open Offer Warranholder") issued pursuant to a warrant instrument created by the Company, dated 21 July 2022 (the "Open Offer Warrant Instrument") (the "General Meeting").

Notice of General Meeting to be held at the offices of Orrick, Herrington & Sutcliffe (UK) LLP, 107 Cheapside, London EC2V 6DN, United Kingdom on 23 June 2023 at 12.00 p.m. (British Summer Time) is set out on page 3 of this Notice.

Your attention is drawn to the letter from the Board on page 1 of this Notice. Open Offer Warranholders are requested to complete, sign and return the accompanying form of proxy ("Form of Proxy") 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 12.00 p.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 an Open Offer Warranholder from attending and voting at the 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 Open Offer Warrantholder,

Notice of General Meeting

1. Introduction

The Company has today announced the convening of a General Meeting to propose the Resolution to amend the Open Offer Warrant Instrument.

A notice convening the 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 12.00 p.m. (British Summer Time) on Friday, 23 June 2023, is enclosed with this Notice.

This Notice explains the background to and reasons for the Resolution being proposed at the General Meeting.

Pursuant to the Open Offer Warrant Instrument, the Company is obliged to give Open Offer Warrantholders 14 clear days' notice of a general meeting pursuant to paragraph 2 of Schedule 3 of the Open Offer Warrant Instrument. On this occasion, the Company has provided 21 clear days' notice of the General Meeting.

2. General Meeting

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

Special business

The resolution of the General Meeting ("**Resolution**"), which shall be proposed as a Special Resolution (as defined in paragraph 17 of Schedule 3 of the Open Offer Warrant Instrument), relates to the special business to be considered at the General Meeting, as set out below:

- Resolution:** To approve amendments to the Open Offer Warrant Instrument as follows:
- the definition of "Final Exercise Date" shall be deleted in its entirety and replaced as follows:
"Final Exercise Date" means "31 December 2026"; and
 - any minor consequential changes (if any) shall be made to the Open Offer Warrant Instrument to reflect the change to the Final Exercise Date for the Open Offer Warrantholders.

Explanatory Notes to the Resolution

Special Resolution

- Resolution:** Pursuant to clause 1.1 of the Open Offer Warrant Instrument, Open Offer Warrantholders may exercise their "Subscription Rights" (as defined in the Open Offer Warrant Instrument) prior to, and including on, 31 December 2025.

With consideration of the terms of the Open Offer Warrant Instrument and in keeping with the Company's announcement via regulatory news service of London Stock Exchange plc on 28 April 2023, the Directors recommend that the Open Offer

Warranholders extend the term of the "Final Exercise Date" to align with the final exercise date of the Venus Capital S.A. warrant instrument ("**Venus Warrant Instrument**") as amended in a deed of amendment executed separately by the Company on 28 April 2023 (the "**Deed of Amendment to the Venus Warrant Instrument**"). Pursuant to the Deed of Amendment to the Venus Warrant Instrument, the final exercise date of Venus Warrant Instrument was extended from 31 December 2025 for 12 months to 31 December 2026.

3. Action to be taken

A Form of Proxy is enclosed for use by Open Offer Warranholders in respect of the General Meeting.

Open Offer Warranholders 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 General Meeting, being 12.00 p.m. (British Summer Time) on 21 June 2023 unless the 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.

4. Important Information in relation to attendance at the General Meeting

Open Offer Warranholders who would like to attend the General Meeting in person are asked to register their intention as soon as practicable by email to investors@supplymecapital.com.

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

5. Recommendation

The Directors recommend that you vote in favour of the Resolution.

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 GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of holders of warrants ("**Open Offer Warrantholders**") issued pursuant to a warrant instrument created by the Company, dated 21 July 2022 (the "**Open Offer Warrant Instrument**") (the "**General Meeting**") 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 12.00 p.m. (British Summer Time) (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following Resolution, which will be proposed as a Special Resolution (as defined in paragraph 17 of Schedule 3 of the Open Offer Warrant Instrument).

SPECIAL RESOLUTION

1. To approve amendments to the Open Offer Warrant Instrument as follows:
 - the definition of "Final Exercise Date" shall be deleted in its entirety and replaced as follows: "Final Exercise Date" means "31 December 2026"; and
 - any minor consequential changes (if any) shall be made to the Open Offer Warrant Instrument to reflect to the change to the "Final Exercise Date" for the Open Offer Warrantholders.

Registered Office:

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

Company number: 03936915

31 May 2023

BY ORDER OF THE BOARD

MSP Corporate Services Limited
Company Secretary

Notes:

1. Open Offer Warrantheolders will only be entitled to attend and vote at the General Meeting if they are holders of warrants set out in the Open Offer Warrant Instrument on 21 June 2023. If you are an Open Offer Warrantheolder, you are entitled to appoint a proxy which, we recommend is the Chair of the General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy.
2. Details of how to appoint the Chair of the General Meeting as your proxy are set out in the notes to the Form of Proxy.
3. 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.
4. The notes to the Form of Proxy explain how to direct your proxy how to vote on the resolution or withhold their vote. To appoint a proxy using the Form of Proxy, the form must be completed and signed; sent or delivered to the Registrar at Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD, United Kingdom and received by the Registrar no later than 48 hours (excluding any part of a day which is not a working day) prior to the General Meeting.
5. In the case of an Open Offer Warrantheolder 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. In the case of joint Open Offer Warrantheolders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's warrant register for the Open Offer Warrant Instrument in respect of the joint holding (the first-named being the most senior).
7. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy Form of Proxy and would like to change the instructions using another hard-copy Form of Proxy, please contact the Registrar at Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD, United Kingdom. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
8. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD, United Kingdom. In the case of a Warrantheolder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. In either case, the revocation notice must be received by the Registrar no later than 48 hours (excluding any part of a day which is not a working day) prior to the General Meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
9. Except as provided above, Open Offer Warrantheolders who have general queries about the General Meeting should telephone the Registrars on 0121 585 1131 (no other methods of communication will be accepted).
10. As at 30 May 2023 (being the latest practicable date prior to the issue of this Notice of Meeting), the Company's outstanding warrants pursuant to the Open Offer Warrant Instrument consisted of 267,839,292 Open Offer Warrants.