

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the contents of this document and/or the action you should take, you should immediately consult your stockbroker, solicitor or independent financial adviser authorised by the Financial Conduct Authority (“FCA”) to give investment advice

If you have sold or transferred all your Ordinary Shares you should hand this document together with the accompanying Form of Proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. If you have sold or transferred only part of your holding in Ordinary Shares in the Company, you should retain these documents.

This document does not contain any offer to buy, acquire or subscribe for, or the solicitation of any offer to buy, acquire or subscribe for, any securities or any invitation to buy, acquire or subscribe for any securities.

The Directors accept joint and several responsibility for the information contained in this Document. To the best of the knowledge of the Directors, who have taken all reasonable care to ensure that such is the case, the information contained in this Document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Sport Capital Group Plc

(Incorporated in England and Wales with Registered No. 06474216)

Change of Investment Strategy

Share Consolidation

Share Sub-Division

Directors’ Powers to Allot Ordinary Shares

Disapplication of Pre-emption Rights

Change of Name to Evrima Plc

Notice of General Meeting

Your attention is drawn to the letter from the Executive Chairman of Sport Capital Group Plc set out on pages 8 to 12 of this Circular, which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below. The General Meeting has been convened by the Directors for the purpose of considering the Proposals set out in this Circular.

Notice of a General Meeting of Sport Capital Group Plc to be held at 17 Ransomes Dock Business Centre, 35-37 Parkgate Road, London SW11 4NP, on 24th August 2020 at 11 a.m., is set out at the end of this Circular. The enclosed Form of Proxy should, to be valid, be completed and returned in accordance with the instructions printed on it to the Company’s registrar, Share Registrars Limited, so as to be received no later than 11.00 a.m. on 20th August 2020 or 48 hours (excluding non-business days) before any adjourned meeting. Completion and return of the Form of Proxy will not preclude a Shareholder from attending in person and voting at the General Meeting.

Copies of this Circular will be available free of charge upon request from Sport Capital Group Plc and at the Company website at <http://www.scgplc.co.uk/>.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Document	5 th August 2020
Latest time and date for receipt of Forms of Proxy in respect of the General Meeting	11.00 a.m. ^(Note 1) on 20 th August 2020
Record date for the General Meeting	11.00 a.m. on 20 th August 2020
General Meeting	11.00 a.m. ^(Note 1) on 24 th August 2020 ^(Note 2)
Record Date for the Share Consolidation and Share Sub-Division	6 p.m. on 24 th August 2020
Share Consolidation and Share Sub-Division becomes effective	25 th August 2020
Despatch of definitive certificates for Ordinary Shares in certificated form	w/c 24 th August 2020
CREST accounts credited with new Ordinary Shares	25 th August 2020
Proposals become effective	24 th August 2020

Notes

1. References to times in this Document are to GT unless otherwise stated.
2. If any of the above times or dates should change, the revised times and/or dates will be notified to Shareholders by an announcement on a regulatory news service (and posted on the Company's website at <http://www.scgplc.co.uk> any such announcement shall also be visible on <https://www.nexexchange.com/member?securityid=101329>) in accordance with the Rules for Issuers.

SHARE CAPITAL STATISTICS

Ordinary Shares of £0.001 each in issue as at the date of the Document	227,367,278
Ordinary Shares of £0.001 each in issue after the Consolidation and Share Sub-Division (based on the issued share capital stated above)	22,736,728

DIRECTORS, SECRETARY AND ADVISERS

Directors	Simon Richard de Clanay Grant-Rennick (<i>Executive Chairman</i>) Burns Singh Tennent-Bhoji (<i>Chief Executive Officer</i>) Guy Miller (<i>Non-Executive Director</i>)
Company Secretary	Indu Mitra Shakespeare Martineau LLP 60 Gracechurch Street London, EC3V 0HR
Sport Capital Group Plc company registration no. in the United Kingdom	06474216
Registered Office	60 Gracechurch Street London, EC3V 0HR United Kingdom
Business Address	17 Ransomes Dock Business Centre 35-37 Parkgate Road London SW11 4NP
Auditors	Edwards Veeder (UK) Limited Ground Floor, 4 Broadgate, Broadway Business Park, Chadderton, Greater Manchester, OL9 9XA
AQSE Growth Market Corporate Adviser	Keith, Bayley, Rogers & Co. Limited No. 1 Royal Exchange Avenue London, EC3V 3LT United Kingdom
Registrars	Share Registrars Limited The Courtyard 17 West Street Farnham Surrey, GU9 7DR United Kingdom
Principal Bankers	Barclays Bank Plc 75 King Street Hammersmith London, W6 9HY United Kingdom
Stockbrokers	Peterhouse Capital Limited 80 Cheapside London, EC2V 6DZ United Kingdom
Existing ISIN	GB00B2PKKY27

IMPORTANT INFORMATION

Forward-looking statements

Certain statements in this Document constitute “forward-looking statements”. Forward-looking statements include statements concerning the plans, objectives, goals, strategies and future operations and performance of the Company and the assumptions underlying these forward-looking statements. The Company uses the words “anticipates”, “estimates”, “expects”, “believes”, “intends”, “plans”, “may”, “would”, “should”, and any similar expressions implying conditionality to identify forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the Company’s actual results, performances or achievements to be materially different from any future results, performances or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future. These forward-looking statements speak only as at the date of this Document. The Company is not obliged, and does not intend, to update or to revise any forward-looking statements, whether as a result of new information, future events or otherwise except to the extent required by any applicable law or regulation. All subsequent written or oral forward-looking statements attributable to the Company, or persons acting on behalf of the Company, are expressly qualified in their entirety by the cautionary statements contained throughout this Document. As a result of these risks, uncertainties and assumptions, a prospective investor should not place undue reliance on these forward-looking statements.

DEFINITIONS

The following definitions apply throughout this Circular unless the context requires otherwise:

“Act”	the Companies Act 2006 (as amended)
“Articles”	the articles of association of the Company as at the date of this document
“Aquis Exchange”	Aquis Stock Exchange Plc, a recognised investment exchange under section 290 of the Financial Services and Markets Act 2000 (as amended)
“AQSE Growth Market”	the primary market for unlisted securities operated by Aquis Exchange
“Board” or “Directors”	The directors of the Company as at the date of this Document whose names appear on pages 4 and 8 of this Document
“Circular” or “Document”	this document dated 5 th August 2020
“Company” or “SCG”	Sport Capital Group Plc, a company registered in England and Wales with registered number 06474216
“Form of Proxy”	the form of proxy accompanying the Circular for use at the General Meeting
“General Meeting”	the general meeting of Shareholders convened for 24 th August 2020
“Investment Strategy”	the proposed new investment strategy of the Company as required by the AQSE Growth Market Rules and as set out in this Circular
“Issued Share Capital”	the 227,367,278 Ordinary Shares in issue as at the date of this Document
“KBR”	Keith, Bayley, Rogers & Co. Limited, a company registered in England and Wales with company number 03676540 (authorised by the FCA with firm reference number 197385) and having its registered office at 1 Royal Exchange Avenue, London, EC3V 3LT
“Ordinary Shares”	the ordinary shares of £0.001 nominal value in the capital of the Company following the

	Share Consolidation and Share Sub-Division
“Proposals”	The proposals set out in this Circular, whereby Shareholders are being asked to consider and, if thought fit, approve namely, (i) the adoption of an Investment Strategy, (ii) the change of name of the Company to Evrima plc Plc, (iii) Share Consolidation (iv) Share Sub-Division (v) the authority to allot new Ordinary Shares and (vi) the dis-application of pre-emption rights
“Resolutions”	the resolutions set out in the notice of General Meeting contained within this Circular
“Rules for Issuers”	the AQSE Growth Market Rules for Issuers, which set out the admission requirements and continuing obligations of companies seeking admission to and whose shares are admitted to trading on the AQSE Growth Market
“Shareholders”	holders of Ordinary Shares in the capital of the Company from time to time
“Share Consolidation”	the consolidation of the Company’s share capital in accordance with Resolution 2
“Share Sub-Division”	the subdivision of the Company’s share capital in accordance with Resolution 2
“United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“£”	pound(s) Sterling, being the unit of account of the United Kingdom, consisting of 100 pence

All references to legislation in this Document are to the legislation of England and Wales unless the contrary is indicated, or the legislation applies to England and Wales and to other United Kingdom jurisdiction(s). Any reference to any provision of any legislation shall include any amendment, modification, re-enactment or extension thereof. Words imparting the singular shall include the plural and vice versa; words imparting the masculine gender shall include the feminine and neuter genders.

Part I

Letter from the Executive Chairman

SPORT CAPITAL GROUP PLC

(Incorporated in England and Wales with Registered No. 06474216)

Directors:

Simon Grant-Rennick (Executive Chairman)
Burns Singh Tennent-Bhoji (Chief Executive Officer)
Guy Miller (Non-Executive Director)

Registered Office:

6th Floor
60 Gracechurch Street
London
EC3V 0HR
United Kingdom

5th August 2020

To the Shareholders of Sport Capital Group Plc

Notice of General Meeting

AND

Change of Investment Strategy
Share Consolidation
Share Sub-Division
Change of Name to Evrima Plc
Directors' Powers to Allot Ordinary Shares
Disapplication of Pre-emption Rights

Dear Shareholder,

Introduction

The purpose of this letter is to set out the background to and the reasons for the proposed change in Investment Strategy and the other Proposals to be proposed at the General Meeting, and to explain why the Directors consider the Proposals to be in the best interests of the Company and its Shareholders as a whole and why they recommend that Shareholders should vote in favour of the Resolutions to be proposed at the General Meeting being convened for 11.00 a.m. on 24th August 2020 at 17 Ransomes Dock Business Centre, 35-37 Parkgate Road, London SW11 4NP. The notice of the General Meeting is set out at the end of this Document.

The Company has today announced that it is intending to seek Shareholders' consent to change its Investment Strategy, change the Company's name to Evrima Plc, reorganise the Company's Ordinary Share capital (Consolidation and Sub-Division), increase the Directors' share allotment authority and allow the disapplication

of pre-emption rights in respect of shares allotted under such increased authority.

Information about the Company

The loss for the year before and after taxation was £63,171 (2018: £7,973). Cash in the bank at the end of December 2019 was £11,845 (2018: £9,776).

On 16 July 2020, the Company announced the appointments of Mr. Burns Singh Tennent-Bhoji as Executive Director & CEO and Mr. Guy Miller as Executive Director to the Board of Directors, effective immediately; and the placing of 108,133,333 ordinary shares in the Issued Share Capital of the Company to raise £324,400 before expenses. It should be noted that Guy Miller has been confirmed as a Non-Executive Director.

The Company has an investment property in Leeds, currently valued at £200,000, which was let throughout 2019 and remains let to a commercial tenant on a three-year lease expiring in August 2021.

The Company has also made successive investments in Kalahari Key Metals Exploration (Pty) Limited ("KKME") <https://www.kalaharikey.co.uk/>, a minerals exploration company which explores in Botswana for nickel ("Ni.") and platinum group elements ("PGE"). KKME holds three prospecting licences within the Molopo Farms Complex, a large intrusion with proven potential for Ni. and PGE that straddles the border of Botswana and the Republic of South Africa.

Grant of Options to Board Members

Upon the Proposals becoming effective (post Share Consolidation), the following Directors' options will be granted:

Simon Richard de Clanay Grant-Rennick, Burns Singh Tennent-Bhoji and Guy Miller will be granted 1,000,000 options each, having a strike price of 10p per share, life to expiry five years from issue and vest immediately. Should each Director exercise all 1,000,000 of his respective options within or on the life of expiry, he shall be awarded 1,000,000 replacement options with a strike price of, 20p per share and a life to expiry of 5-years from issue, and the replacement options shall vest immediately.

If a Director leaves office within 12 months of option grant, that Director's options will immediately lapse, and his options will not be able to vest in the event that any of his options have not already been exercised.

Background to the Proposals

The Company is reviewing a number of compelling opportunities. Presently, the Company's investments are the commercial property described above generating modest rental income and an equity-interest in a private mining and exploration company seeking large base and industrial metals discoveries in Botswana.

After careful review, the Board of Directors are proposing to change the Company's investment strategy to focus on the natural resource sector. Collectively, the Directors and their respective networks have considerable experience in the industry and believe that the current environment in the natural resource sector is such that projects of merit will attract capital.

To reflect this proposed new Investment Strategy, the Company proposes to change its name to Evrima Plc. Subject to the passing of the Resolution to change the Company's name, the Company's corporate website address and TIDM will be updated and Shareholders will be informed of the new web address and TIDM in due course.

The Directors believe that greater flexibility to issue shares would be beneficial. They are therefore seeking authority from Shareholders to increase the Directors' ability to issue shares, further details of which are set out below.

Proposed Investment Strategy

Conditional on Resolution 1 being approved at the General Meeting, the Company will adopt the following Investment Strategy:

The Company's Investment Strategy is to invest in and/or acquire companies and/or projects within the

natural resources sector with potential for growth and value creation, over the medium to long term. With the Board's experience, it will seek opportunities in base and precious metals. The Company will focus its search for prospective assets predominantly in Africa. No terms have yet been concluded with any potential opportunity, and any potential opportunity would be subject to due diligence, final board approval and the availability of financial resources.

The Company does not set out to be an active investor. The Directors, however, will reserve the right, to seek board representation commensurate with the Company's voting interest in the investee company where they feel that such a company would benefit from their skills and expertise, and to assist with monitoring the Company's investment. The Company thus intends to be an active investor only in situations where it can make a clear and positive contribution to the progress and development of the investment.

The Directors believe that their broad, collective experience, together with their extensive network of contacts, will assist them in identifying, evaluating and financing suitable investment opportunities. External advisers and investment professionals will be engaged as necessary to assist with sourcing and due diligence of prospective opportunities. The Directors will also consider appointing additional directors with relevant experience, should this appear to be prudent and beneficial.

The Company intends to deliver shareholder returns principally through capital growth rather than income or capital distributions through dividends.

Consistent with the Company's Investment Strategy, the Directors are aware of a number of potential acquisition and/or investment opportunities which may be available to the Company.

There will be no limit on the number of projects into which the Company may invest, and the Company may invest in a number of propositions or in just one investment, which may be deemed to be a reverse takeover pursuant to Rule 55 of the Rules for Issuers. The Company may need to raise additional funds for these purposes and may seek for this purpose equity capital, loan capital or a combination of each.

Share Sub-Division, Share Consolidation

It is proposed that, simultaneously with the other proposed Resolutions, the share capital of the Company be reorganised as follows:

- (a) The Ordinary Shares of £0.001 will be consolidated into new ordinary shares of £0.01 each on the basis of 1 New Ordinary Share of £0.01 each for every 10 Ordinary Shares of £0.001 each.
- (b) Each existing Ordinary Share with a par value of £0.01 will then be subdivided into:
 - (i) One New Ordinary Share of £0.001 each; and
 - (ii) One Deferred Share of £0.009 each

Where the share capital reorganisation results in any Shareholder being entitled to a fraction of a new Ordinary Share, such fraction shall be aggregated and the Directors intend to sell (or appoint another person to sell) such aggregated fractions in the market and retain the net proceeds for the benefit of the Company.

Existing share certificates will cease to be valid following the Share Consolidation. New share certificates in respect of the New Ordinary Shares will be issued on or around 25th August 2020. No certificates will be issued in respect of the Deferred Shares, nor will CREST accounts of Shareholders be credited in respect of any entitlement to the Deferred Shares. No application will be made for the Deferred Shares to be admitted to trading on the AQSE Growth Market or any other investment exchange.

The New Ordinary Shares will be freely transferable, and application will be made for the New Ordinary Shares to be admitted to trading on the AQSE Growth Market. The Deferred Shares will be transferable only with the consent of the Company and will not be admitted to trading on the AQSE Growth Market (or any other investment exchange). The holders of the Deferred Shares shall not, by virtue or in respect of their holdings of Deferred Shares, have any right to receive notice of any general meeting of the Company nor the right to attend, speak or vote at any such general meeting. Save as required by law, the Company need not issue share

certificates to the holders of the Deferred Shares in respect of their holding thereof. The holders of Deferred Shares shall not be entitled to receive any dividend or distribution and shall be entitled to any repayment of capital on a winding-up only once the holders of New Ordinary Shares have received £1,000,000 in respect of each New Ordinary Share held by them.

One consequence of the Share Consolidation is that Shareholders holding fewer than 10 existing Ordinary Shares will receive no New Ordinary Shares. This consequence is illustrated in the table below:

Number of existing Ordinary Shares currently held	Number of New Ordinary Shares held
9	0
10	1
35	3
200	20

Authority to allot new shares; and to allot new shares in disapplication of pre-emption rights

In view of the modest capital base of the Company and of the number of Ordinary Shares that were issued in the placing as announced on 16 July 2020, Resolution 3 seeks the authority to allot shares up to a nominal value of £90,000. This will ensure adequate authority to cover any further placings and the potential exercise of warrants (also announced on 16 July 2020). Resolution 4 seeks authority for the Board to allot such new Ordinary Shares on a non-pre-emptive basis.

Section 561 of the Act contains pre-emption rights that require all equity shares which it is proposed to allot for cash to be offered to existing shareholders in proportion to their existing shareholdings, unless a special resolution is passed to disapply such rights. Such rights do not apply to an issue otherwise than for cash, such as an issue in consideration of an acquisition. The Directors believe that these requirements are too restrictive, and it is proposed that the Directors should be able to allot shares amounting to an aggregate nominal amount of £90,000 otherwise than on a pre-emptive basis.

In each case, the authority conferred shall expire at the earlier of: fifteen months after the passing of this resolution; or at the conclusion of the next AGM of the Company following the passing of Resolutions 3 and 4. The Directors may intend to raise additional funds for the Company in due course after the forthcoming General Meeting, subject to the Resolutions being approved by shareholders.

Change of Name

The proposal to change the name of the Company from Sport Capital Group Plc to Evrima Plc is conditional upon Resolutions 1, 2, 3 and 4 having first been approved by Shareholders. The Directors believe that the proposed, new name better reflects the sectoral focus of the Company and may more readily attract the attention of natural resources sector investors and of potential investee companies.

General Meeting

The Notice convening the General Meeting, to be held at 17 Ransomes Dock Business Centre, 35-37 Parkgate Road, London SW11 4NP, on 24th August 2020 at 11 a.m., at which the Resolutions will be proposed is set out at the back of this Circular.

Action to be taken

Shareholders will find a Form of Proxy enclosed for use at the General Meeting. Whether or not you intend to be

present at the General Meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible.

To be valid, completed Forms of Proxy must be received by the Company's registrars, Share Registrars Limited, not later than 11.00 a. m. on 20th August 2020, being 48 business hours before the time appointed for holding the General Meeting.

You are entitled to appoint a proxy to attend and to exercise all or any of your rights to vote instead of you. Completion of the Form of Proxy will not preclude you from attending and voting at the General Meeting in person if you so wish. Your attention is drawn to the notes to the Form of Proxy.

Recommendation

For the reasons set out above, the Board of Directors recommends Shareholders to vote in favour of the Resolutions, as they intend to do in respect of the shareholdings over which they have voting authority which, as at close of business on 4th August 2020 (being the last business day prior to the issue of the Circular), amounted to 60,320,000 Ordinary Shares representing approximately 26.53 per cent. of the existing issued Ordinary Share capital of the Company.

Yours faithfully,

Simon Grant-Rennick
Chairman
For and on behalf of the Board Sport
Capital Group Plc

SPORT CAPITAL GROUP PLC

(Incorporated in England and Wales with Registered No. 06474216)

(the “Company”)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the members of the Company will be held at 17 Ransomes Dock Business Centre, 35-37 Parkgate Road, London SW11 4NP, on 24th August 2020 at 11 a.m. Resolutions 1, 2 and 3 are proposed as ordinary resolutions and Resolutions 4 and 5 are proposed as special resolutions.

As a result of COVID-19 the Company would like to advise shareholders that, in accordance with the UK Government's measures to restrict gatherings, physical attendance in person by shareholders of the Company will not be possible and the GM will be held as a closed meeting.

Shareholders are strongly encouraged to vote in favour of the Resolutions to be proposed at the General Meeting. In light of Covid-19 and restrictions on attendance at the General Meeting, the Board encourages Shareholders to vote electronically and to appoint the Chairman of the meeting as their proxy with their voting instructions.

Shareholders will not be permitted to attend the GM in person and are strongly encouraged to submit their proxy in advance of the Meeting to ensure that their votes are registered.

ORDINARY RESOLUTIONS

- 1 THAT, the new Investment Strategy as set out in the Circular be approved.
- 2 THAT, conditional upon each of the other Resolutions being passed:
 - 2.1 every 10 Ordinary Shares of £0.001 each are consolidated into 1 Ordinary Share of £0.01 each, provided that all fractional entitlements arising out of the such consolidation (including, without limitation, those arising by reason of there being fewer than 10 ordinary shares in any holding to consolidate) shall be aggregated together and the number of Ordinary Shares of £0.01 each so arising (including any remaining fractions of a consolidated ordinary share) shall be sold in accordance with the Company's Articles.
 - 2.2 each of the issued Ordinary Shares of £0.01 each in the capital of the Company be sub-divided into:
 - 2.2.1 one New Ordinary Share of £0.001 each; and
 - 2.2.2 one Deferred Share of £0.009 each; and
- 3 THAT in accordance with section 551 of the Companies Act 2006 (the “Act”), the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot Relevant Securities (as defined in the notes to this Resolution) PROVIDED THAT this authority shall be limited to:
 - (a) equity securities (as defined by section 560 of the Companies Act 2006 (the “Act”) up to an aggregate nominal amount of Relevant Securities allotted pursuant to the authority in

paragraph (d) below) in connection with an offer by way of a rights issue:

- (i) to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
- (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- (b) in any case a nominal amount of £90,000,

provided that this authority shall, unless renewed, varied or revoked by the Company, expire fifteen months after the passing of this resolution or, if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

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

In this resolution, **Relevant Securities** means:

- shares in the Company, other than shares allotted pursuant to:
 - an employee share scheme (as defined in section 1166 of the Act);
 - a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
 - a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security; and
- any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined in section 1166 of the Act). References to the allotment of Relevant Securities in this resolution include the grant of such rights.

SPECIAL RESOLUTIONS

4. THAT, the Directors be and are hereby empowered pursuant to section 570 of the Act to allot equity securities wholly for cash, within the meaning of section 560 (1) of the Act, pursuant to the general authority conferred by resolution 3 above as if section 561 (1) of the Act did not apply to any such allotment of equity securities, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of equity securities by way of rights issue:
 - (iii) to the holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and

- (iv) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities additionally and in a nominal amount of £90,000.

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

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

- 5. THAT, subject to and conditional upon the passing of Resolutions 1, 2, 3 and 4 above, the name of the Company be changed to Evrima Plc.

Simon Grant-Rennick
Chairman
for and on behalf of the Board

Registered Office:
60 Gracechurch Street
London, EC3V 0HR
United Kingdom

Date: 5th August 2020

NOTES TO THE NOTICE OF GENERAL MEETING

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that to be entitled to attend and vote at the meeting (and for the purposes of the determination by the Company of the number of votes they may cast), holders of Ordinary Shares must be entered on the relevant register of securities by 11.00 a.m. on 20 August 2020.
2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. Failure to specify the number of shares each proxy appointment relates to or specifying a number of shares in excess of those held by you on the record date will result in the proxy appointments being invalid.
5. The notes to the proxy form explain how to direct your proxy how to vote on the resolutions or withhold their vote.
6. In the case of joint holders, 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 register of members in respect of the joint holding (the first-named being the most senior).
7. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
8. To appoint a proxy using the proxy form, the form must be completed and signed and deposited (during normal business hours only) at the office of the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR or completed, scanned and emailed to voting@shareregistrars.uk.com so as to be received not later than 48 hours (excluding non-business days) before the time appointed for holding the meeting. Emailed Proxy Forms must be in either .jpg or .pdf format
9. 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 note 8 above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

10. 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.
11. 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 the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR. In the case of a member 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.
12. The revocation notice must be received by the Company's registrars, Share Registrars Limited, no later than 48 hours (excluding non-business days) before the time appointed for holding the meeting.
13. As at 6.00 p.m. on 4th August 2020, the Company's issued ordinary share capital comprised 227,367,278 Ordinary Shares. Each Ordinary Share carries the right to one vote at a general meeting of the Company and the Company does not hold any Ordinary Shares in treasury. Therefore, the total number of shares carrying voting rights in the Company as at 6.00 p.m. on 4th August 2020 was 227,367,278.