

## **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.

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# **Evrima Plc**

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

## **Directors’ Powers to Allot Ordinary Shares**

### **Disapplication of Pre-emption Rights**

### **Notice of Annual General Meeting**

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**Your attention is drawn to the letter from the Executive Chairman of Evrima Plc set out on pages 8 to 9 of this Circular, which recommends that you vote in favour of the Resolutions to be proposed at the Annual General Meeting referred to below. The Annual General Meeting has been convened by the Directors for the purpose of considering the Proposals set out in this Circular.**

Notice of an Annual General Meeting of Evrima Plc to be held at Berkeley Square, Berkeley Square House, 2nd Floor, London, W1J 6BD on 31 July 2023 at 3 p.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, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX, so as to be received no later than 3.00 p.m. on 27 July 2023 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 Annual General Meeting. Alternatively, Shareholders can register their vote(s) for the Annual General Meeting by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the “Proxy Vote” button and then following the onscreen instructions (log-in details can be located on the top of the proxy form). CREST members can vote by utilising the CREST electronic proxy appointment service with the procedures set out in notes to the Notice.

**The Board encourages all shareholders to vote on the resolutions to be proposed at the Annual General Meeting by proxy before the deadline of 3.00 p.m. on 27 July 2023. Instructions for voting by proxy are set out in the notes at the end of this Notice and on the Form of Proxy sent to shareholders. Shareholders are encouraged to appoint the Chair of the Meeting as their proxy.**

Copies of this Circular will be available free of charge upon request from Evrima Plc and at the Company website at <https://evrimapl.com/>.

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Document	30 June 2023
Latest time and date for receipt of Forms of Proxy in respect of the Annual General Meeting	3.00 p.m. <sup>(Note 1)</sup> on 27 July 2023
Record date for the Annual General Meeting	3.00 p.m. on 27 July 2023
Annual General Meeting	3.00 p.m. <sup>(Note 1)</sup> on 31 July 2023 <sup>(Note 2)</sup>

### Notes

1. References to times in this Document are to GMT 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 <https://evrimaplc.com/> any such announcement shall also be visible on <https://www.aquis.eu/aquis-stock-exchange/member?securityidagse=EVA>) in accordance with the Rules for Issuers.

## DIRECTORS, SECRETARY AND ADVISERS

Directors	Simon Richard de Clanay Grant-Rennick ( <i>Executive Chairman</i> ) Burns Singh Tennent-Bhoji ( <i>Chief Executive Officer</i> ) Duncan Gordon ( <i>Non-Executive Director</i> )
Company Secretary	Michael Bennett 8th Floor 20 Primrose Street The Broadgate Tower London, EC2A 2EW United Kingdom
Evrima Plc company registration no. in the United Kingdom	06474216
Registered Office	Hill Dickinson LLP 8th Floor 20 Primrose Street The Broadgate Tower London, EC2A 2EW United Kingdom
Auditors	Edwards Veerder (UK) Limited Ground Floor, 4 Broadgate Broadway Business Park Chadderton, Greater Manchester OL9 9XA
AQSE Growth Market Corporate Adviser	Novum Securities Limited 2 <sup>nd</sup> Floor, 7-10 Chandos Street London, W1G 9DQ United Kingdom
Registrars	Share Registrars Limited 3 The Millennium Centre Crosby Way Farnham Surrey GU9 7XX United Kingdom
Principal Bankers	Barclays Bank Plc 75 King Street Hammersmith London, W6 9HY United Kingdom
Corporate Broker	Peterhouse Capital Limited 80 Cheapside London, EC2V 6DZ United Kingdom
ISIN	GB00BMDFKP05

## 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:

<b>“Act”</b>	the Companies Act 2006 (as amended)
<b>“Articles”</b>	the articles of association of the Company as at the date of this Document
<b>“Annual General Meeting”</b>	the annual general meeting of Shareholders convened for 31 July 2023
<b>“Aquis Exchange”</b>	Aquis Stock Exchange Plc, a recognised investment exchange under section 290 of the Financial Services and Markets Act 2000 (as amended)
<b>“AQSE Growth Market”</b>	the primary market for unlisted securities operated by Aquis Exchange
<b>“Board” or “Directors”</b>	The directors of the Company as at the date of this Document whose names appear on pages 4 and 8 of this Document
<b>“Circular” or “Document”</b>	this document dated 30 June 2023
<b>“Company” or “Evrima”</b>	Evrima Plc, a company registered in England and Wales with registered number 06474216
<b>“Form of Proxy”</b>	the form of proxy accompanying the Circular for use at the Annual General Meeting
<b>“Issued Share Capital”</b>	the 39,436,728 Ordinary Shares in issue as at the date of this Document
<b>“Novum”</b>	Novum Securities Limited, a company registered in England and Wales with company number 05879560 (authorised by the FCA with firm reference number 456804) and having its registered office at 2nd Floor, 7-10 Chandos Street London, W1G 9DQ
<b>“Ordinary Shares”</b>	the ordinary shares of £0.001 nominal value in the capital of the Company
<b>“Proposals”</b>	The proposals set out in this Circular, whereby Shareholders are being asked to consider and, if thought fit, approve namely, (i) the

	authority to allot new Ordinary Shares and (ii) the dis-application of pre-emption rights
<b>“Resolutions”</b>	the resolutions set out in the notice of Annual General Meeting contained within this Circular
<b>“Rules for Issuers”</b>	the AQSE Growth Market Access Rulebook, 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
<b>“Shareholders”</b>	holders of Ordinary Shares in the capital of the Company from time to time
<b>“United Kingdom”</b>	the United Kingdom of Great Britain and Northern Ireland
<b>“£”</b>	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.

## Letter from the Executive Chairman

# EVIRIMA PLC

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

### Directors:

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

### Registered Office:

8th Floor 20 Primrose Street  
The Broadgate Tower  
London, EC2A 2EW  
United Kingdom

30 June 2023

To the Shareholders of Evrima Plc

## Notice of Annual General Meeting

Dear Shareholder,

### Introduction

The Company would like to welcome Shareholders to the Annual General Meeting that will lay standard Annual General Meeting resolutions to Shareholders. Shareholders will note the developments of the Company as detailed within the annual report or via regulatory market releases.

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 Annual General Meeting being convened for 3.00 p.m. on 31 July 2023 to be held at Berkeley Square, Berkeley Square House, 2nd Floor, London, W1J 6BD. The notice of the Annual General Meeting is set out at the end of this Document.

### Action to be taken

Shareholders will find a Form of Proxy enclosed for use at the Annual General Meeting. Whether or not you intend to be present at the Annual 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, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX, not later than 3.00 p.m. on 27 July 2023, being 48 business hours before the time appointed for holding the Annual General Meeting.

Alternatively, you can register your vote(s) for the Annual General Meeting by visiting the Share Registrars Limited's website [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the onscreen instructions (you can locate your log-in details on the top of the proxy form). CREST members can vote by utilising the CREST electronic proxy appointment service with the procedures set out in notes to the Notice.



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 Annual General Meeting in person if you so wish. Your attention is drawn to the notes to the Form of Proxy.

### **Recommendation**

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 29 June 2023 (being the last business day prior to the issue of the Circular), amounted to 8,240,000 Ordinary Shares representing approximately 20.9 per cent. of the existing issued Ordinary Share capital of the Company.

Yours faithfully,

**Simon Grant-Rennick**  
**Executive Chairman**  
**For and on behalf of the Board**  
**Evrima Plc**

# EVIRIMA PLC

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

(the “Company”)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of the members of the Company will be held at Berkeley Square, Berkeley Square House, 2nd Floor, London, W1J 6BD, on 31 July 2023 at 3 p.m. Resolutions 1 to 5 are proposed as ordinary resolutions and Resolution 6 is proposed as a special resolution.

The Board encourages all shareholders to vote on the resolutions to be proposed at the Annual General Meeting by proxy before the deadline of 3.00 p.m. on 27 July 2023. Instructions for voting by proxy are set out in the notes at the end of this Notice and on the Form of Proxy sent to shareholders. Shareholders are encouraged to appoint the Chair of the Meeting as their proxy.

## ORDINARY RESOLUTIONS

- 1 To receive the report of the directors of the Company and the audited financial statements of the Company for the year ended 31 December 2022.
- 2 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 £30,000,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.

3 To re-elect as a Director, Burns Singh Tennent-Bhohi, who retires by rotation under the Articles of Association of the Company and, being eligible, offers himself for re-election.

4 To re-elect as a Director, Duncan Gordon, who retires by rotation under the Articles of Association of the Company and, being eligible, offers himself for re-election.

5 To re-appoint Edwards Veerder (UK) Limited as auditors of the Company to act until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration.

### **SPECIAL RESOLUTIONS**

6 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 2 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 £30,000.

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.

**Simon Grant-Rennick**

Chairman

for and on behalf of the Board

*Registered Office:*

8<sup>th</sup> Floor 20 Primrose Street,  
The Broadgate Tower  
London, EC2A 2EW  
United Kingdom

Date: 30 June 2023

#### **NOTES TO THE NOTICE OF ANNUAL 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 3.00 p.m. on 27 July 2023.
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. You can register your vote(s) for the Annual General Meeting either:
  - by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your log-in details on the top of the proxy form);
  - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 14 – 17 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 3 p.m. on 27 July 2023.
9. To appoint a proxy using the hard copy 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, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX, so as to be received not later than 48 hours (excluding non-business days) before the time appointed for holding the meeting.
10. 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.
11. 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.

12. 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, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. 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.
13. 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.
14. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://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.
15. 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:7RA36) no later than 3 p.m. on 27 July 2023, or, in the event of an adjournment of the Annual General Meeting, 48 hours (ignoring any part of a day that is not a working day) 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.
16. 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.
17. 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.
18. As at 6.00 p.m. on 29 June 2023, the Company's issued ordinary share capital comprised 39,436,728 Ordinary Shares. Each Ordinary Share carries the right to one vote at an annual 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 29 June 2023 was 39,436,728.

