



UNIGEL GROUP PLC

(Registered in England and Wales with the company number 13934232)

NOTICE OF AN ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Unigel Group plc (the “Company”) will be held at the offices of Shakespeare Martineau LLP at 6th Floor, 60 Gracechurch Street, London, EC3V 0HR on Thursday 29 June 2023 at 10.00 a.m. to consider and, if thought fit, pass the following resolutions. Resolutions 1 to 9 will be proposed as ordinary resolutions and Resolution 10 will be proposed as a special resolution.

Ordinary Resolutions

1. That the Annual Financial Report of the Company for the financial period ended 31 December 2022 be received.
2. To declare a final dividend for the financial period ended 31 December 2022 of 2.5 pence per share payable on 31 July 2023 to ordinary shareholders. The record date for receipt of the final dividend 23 June 2023.
3. That Azlinda Ezrina Binti Ariffin, who retires in accordance with Article 22.2 of the Company’s Articles of Association, be re-appointed as a Director of the Company.
4. That Gary Revel-Chion, who retires in accordance with Article 22.2 of the Company’s Articles of Association, be re-appointed as a Director of the Company.
5. That Kwang Hua Chhoa, who retires in accordance with Article 22.2 of the Company’s Articles of Association, be re-appointed as a Director of the Company.
6. That Sven Janne Sjoden, who retires in accordance with Article 22.2 of the Company’s Articles of Association, be re-appointed as a Director of the Company.
7. That Kreston Reeves LLP be appointed as auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.
8. That the Directors be authorised to determine the remuneration of the auditors.
9. THAT the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (“the Act”), in substitution for all previous powers granted to them, to exercise all the powers of the Company to allot and make offers to allot relevant securities (within the meaning of the Act) up to an aggregate nominal amount of £18,808.33, one third of the Company’s issued share capital, provided that this authority shall, unless previously revoked or varied by the Company in General Meeting, expire on the conclusion of the Annual General Meeting of the Company to be held in 2024 save that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

Special Resolution

10. THAT the Directors be and they are hereby authorised pursuant to Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority conferred by resolution 9 above as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:-
 - (a) the allotment of equity securities in connection with an issue in favour of shareholders where the equity securities respectively attributable to the interests of all such shareholders are proportionate (or as nearly as may be practicable) to the respective number of Ordinary Shares in the capital of the Company held by them on the record date for such allotment, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange, in any territory;

- (b) the allotment of equity securities arising from the exercise of options or the conversion of any other convertible securities outstanding at the date of this resolution; and
- (c) the allotment (otherwise than pursuant to sub-paragraph (a) and (b) above) of further equity securities up to an aggregate nominal amount of £2,821.25, being five per cent. of the Company's issued share capital,

provided that this power shall, unless previously revoked or varied by special resolution of the Company in General Meeting, expire at the conclusion of the Annual General Meeting of the Company to be held in 2024. 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 are hereby empowered to allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

BY ORDER OF THE BOARD

Ben Harber
Company Secretary
6 June 2023

6th Floor
60 Gracechurch St
London EC3V 0HR

Notes

1. A member entitled to attend and vote at the Meeting is entitled to appoint another person (who need not be a member of the Company) to exercise all or any of his or her rights to attend, speak and vote at the Meeting. A member can appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him or her.
2. Your proxy could be the Chairman, another director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the Meeting for your vote to be counted. Details of how to appoint the Chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the Meeting and voting in person. If you attend the Meeting in person, your proxy appointment will automatically be terminated. Shareholders are encouraged to appoint the Chair of the Meeting as their proxy to exercise all or part of their rights to vote on their behalf at the Meeting. 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).
3. An appointment of proxy is provided with this notice and instructions for use are shown on the form. In order to be valid, a completed appointment of proxy must be returned to the Company by one of the following methods:
 - 3.1 in hard copy form by post, by courier or (during normal business hours) by hand to the Company's Company Secretary at the address shown on the form of proxy; or
 - 3.2 when submitted by email, to the email address stated on the form of proxy;and in each case must be received by Company Secretary not less than 48 hours before the time fixed for the Meeting (excluding any non-business days and bank holidays).

Please note that any electronic communication sent to our Company Secretary in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted.
4. To change your proxy instructions, you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company's Company Secretary. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same Meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
5. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
6. Pursuant to Regulation 41 of The Uncertificated Securities Regulations 2001 and paragraph 18(c) of The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, the Company specifies that only those members registered on the Company's register of members 48 hours before the time of the Meeting shall be entitled to attend and vote at the Meeting. In calculating the period of 48 hours mentioned above, no account shall be taken of any part of a day that is not a working day.
7. Any member attending the Meeting 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:
 - 7.1 to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information;
 - 7.2 the answer has already been given on the Company's website in the form of an answer to a question; or
 - 7.3 it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

EXPLANATION OF BUSINESS

Resolution 1: To receive the annual report and accounts

Company law requires the Directors to present the annual report and accounts of the Company to shareholders in respect of each financial year.

Resolution 2 – Declaration of Final Dividend

In accordance with article 34.1 of the Company's articles of association the directors are entitled to recommend the amount of any final dividend and this resolution proposes that this dividend be declared at 2.5 pence per share payable to all shareholders. The record date for receipt of the final dividend 23 June 2023. The dividend, if approved by shareholders, will be paid on 31 July 2023.

Resolutions 3 - 6: To re-elect Directors

Under the Company's Articles of Association, any director so appointed by the Board shall retire at the next Annual General Meeting and shall then be eligible for re-election. Given that this is the first Annual General Meeting, all the directors shall retire at the Annual General Meeting and they are seeking for re-election at the Meeting.

Biographies of all the Directors seeking re-election are published in the Company's website. Accordingly, the Board recommends the re-election of Azlinda Ezrina Binti Ariffin, Gary Revel-Chion, Kwang Hua Chhoa and Sven Janne Sjoden as directors of the Company.

Resolutions 7 and 8: To appoint the auditors and authorise the Board to determine their remuneration

The Company is required to appoint an auditor at each General Meeting at which accounts are laid before the members, to hold office until the conclusion of the next such Meeting. Resolution 7 is for members to appoint Kreston Reeves LLP as auditors of the Company and resolution 8 proposes that shareholders authorise the Board to determine the remuneration of the auditors. In practice, the audit and risk committee will consider the audit fees and recommend them to the Board.

Resolution 9: Directors' authority to allot shares

Resolution 9 authorises the Directors to allot shares in the Company until the conclusion of the next AGM or 30 June 2024, whichever is earlier. The resolution would give the Directors authority to allot ordinary shares, and grant rights to subscribe for or convert any security into shares in the Company, up to an aggregate nominal value of £18,808.33. This amount represents one third of the issued ordinary share capital of the Company as at 5 June 2023, the latest practicable date prior to the publication of this document.

Resolution 10: Disapplication of pre-emption rights

If Directors of a Company wish to allot shares in the Company, or to sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings.

The purpose of Resolution 10 is to authorise the Directors to allot ordinary shares in the Company, or sell treasury shares, for cash (i) in connection with a rights issue; and, otherwise, (ii) up to a nominal value of £2,821.25, equivalent to five percent of the total issued ordinary share capital of the Company as at 5 June 2023 (the latest practicable date prior to the publication of this document) without the shares first being offered to existing shareholders in proportion to their holdings.