



UNIGEL GROUP PLC

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

NOTICE OF A GENERAL MEETING

NOTICE IS HEREBY GIVEN that a 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 Friday, 23 February 2024 at 11.00 a.m. to consider and, if thought fit, pass the following resolutions, Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution.

Ordinary Resolution

1. THAT the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (“the Act”), in addition for all previous powers granted to them at the Annual General Meeting (AGM) held on 29 June 2023, to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company provided that this authority shall be limited to the allotment of ordinary shares of £0.005 each in the capital of the Company (“Ordinary Shares”) up to an aggregate nominal amount of £16,000 in connection with the repayment of a debt, 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.

Special Resolution

2. THAT subject to the passing of Resolution 1 above (and in addition to all existing unexercised powers of the Directors under section 570 of the Act, which shall continue in full force and effect), the Directors be and are hereby empowered pursuant to section 570 of the Act, to allot equity securities (as defined by section 560 of the Act) for cash pursuant to the authority conferred by Resolution 1 above, as if section 561 of the Act did not apply to any such allotment, provided that such power shall be limited to Ordinary Shares up to an aggregate nominal amount of £16,000 in connection with the repayment of a debt, 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
2 February 2024

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.

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: Directors' authority to allot shares

Resolution 1 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 £16,000. This represents 3,200,000 Ordinary Shares. The Company is seeking to capitalise an existing debt owed by the Company to Unigel Limited (a Hong Kong incorporated company which does not form part of the Company's group) in the amount of £2,030,787.84 (the "Debt") at a price of 64 pence per share. The reasons for capitalising the Debt are to improve the Company's debt gearing ratio for future growth initiatives and to reduce interest expenses in a high interest rate environment. The capitalisation of the Debt would result in the issue of 3,173,106 Ordinary Shares to Unigel Limited.

Resolution 2: 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 2 is to authorise the Directors to allot ordinary shares in the Company up to a nominal value of £16,000 to satisfy the repayment of a debt, free of pre-emption rights.



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(Company no. 13934232)
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Dear Shareholder,

Unigel Group plc (the “Company”) - Notice of General Meeting

Please accept this letter as notification that a General Meeting of the Company (“GM”) will be held at 11.00am on Friday, 23 February 2024 at the offices of Shakespeare Martineau LLP at 6th Floor, 60 Gracechurch Street, London, EC3V 0HR.

This letter should be read before you complete your vote.

Resolution 1: Directors authority to allot shares

Reason for Resolution 1

The Company is seeking to capitalise an existing debt owed by the Company to Unigel Limited (a Hong Kong incorporated company which does not form part of the Company's group) in the amount of £2,030,787.84 (the "Debt") at a price of 64 pence per share. The reasons for capitalising the Debt are to improve the Company's debt gearing ratio for future growth initiatives and to reduce interest expenses in a high interest rate environment.

Resolution 2: Disapplication of pre-emption rights

Reason for Resolution 2

Resolution 2 is required in order to authorise the directors of the Company to issue the shares that are the subject of the Debt capitalisation, free of pre-emption rights.

The Directors consider that the proposed resolutions contained in the Notice of the GM are in the best interests of the Company and shareholders as a whole and unanimously recommend that you vote in favour of them, as they intend to do in respect of their own shareholdings.

Proxy Voting

Please find enclosed proxy form for your attention and please submit your votes in accordance to the notes on the form.

May I take this opportunity to thank you for your continued support as a shareholder of Unigel Group plc.

Yours faithfully

Sven Janne Sjoden
Chairman

2 February 2024