

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, bank manager, solicitor or accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom, if not, or another appropriately authorised independent professional adviser, without delay.

If you have sold or otherwise transferred all your shares in SDCL Energy Efficiency Income Trust Plc, and as a result, no longer hold any ordinary shares, please forward this document as soon as possible to the purchaser or transferee, or to the person through whom the sale or transfer was made, for transmission to the purchaser or transferee. If you have sold or otherwise transferred part of your holding of ordinary shares in SDCL Energy Efficiency Income Trust PLC, you should retain the documents and consult the person through whom the sale was affected.

A proxy form for the Annual General Meeting is enclosed and should be completed and returned so as to reach Computershare Investor Services PLC not less than 48 hours prior to the time of the meeting.



SDCL Energy Efficiency Income Trust PLC

(Registered in England and Wales under number 11620959)

Notice of Annual General Meeting

**To be held at 6th Floor, 125 London Wall, London, EC2Y 5AS
On 12 September 2022 at 2.00 p.m. (BST)**

The Annual General Meeting of SDCL Energy Efficiency Income Trust Plc (the “**Company**”) to be held at 6th Floor, 125 London Wall, London, EC2Y 5AS on 12 September 2022 at 2.00 p.m. (BST).

Shareholders are requested to return the Form of Proxy accompanying this document. To be valid, the Form of Proxy must be completed and signed in accordance with the instructions detailed in the Form of Proxy and returned so as to be received by the Company’s Registrar, Computershare Investor Services PLC, by no later than 2.00 p.m. (BST) on 8 September 2022.

If you are a member of CREST, you may be able to make a proxy appointment or instruction using CREST, such CREST Proxy Instruction to be received by no later than 2.00 p.m. (BST) on 8 September 2022. Further details can be found in the notes to the Notice of Annual General Meeting under the heading “CREST Members”. The completion and return of a Form of Proxy or completing and transmitting a CREST Proxy Instruction will not prevent you from attending and voting at the Annual General Meeting in person if you wish (and are so entitled).

Your attention is drawn to the letter from the Chair on page 8, which details a recommendation from the Board that you vote in favour of the Resolutions to be proposed at the Annual General Meeting.

KEY TIMES AND DATES

Latest time and date for receipt of Forms of Proxy	2.00 p.m. (BST) on 8 September 2022
Latest time and date for receipt of CREST Proxy Instructions	2.00 p.m. (BST) on 8 September 2022
Annual General Meeting	2.00 p.m. (BST) on 12 September 2022

Registered Office:

6th Floor
125 London Wall
London
EC2Y 5AS

LETTER FROM THE CHAIR OF SDCL ENERGY EFFICIENCY INCOME TRUST PLC

Directors (all non-executive):

Tony Roper (*Chair*)
Chris Knowles
Helen Clarkson
Emma Griffin
Sarika Patel

21 July 2022

Dear Shareholder,

Notice of Annual General Meeting 2022

I am pleased to be writing to you, on behalf of the Board of Directors of the Company with details of the Annual General Meeting (“**AGM**”) of the Company to be held on **12 September 2022** at **2.00 p.m. BST** at **6th Floor, 125 London Wall, London, EC2Y 5AS**.

Instructions for voting by proxy are set out in the notes at the end of the Notice and with the Form of Proxy sent to Shareholders.

The Directors consider that the Resolutions to be proposed at the AGM are in the best interests of the Company and the holders of Ordinary Shares (“**Shareholders**”) as a whole. The Directors therefore recommend unanimously to Shareholders that they vote in favour of each of the Resolutions, as the Directors intend to do in respect of their own beneficial holdings.

Proposed AGM Arrangements

Shareholders and their corporate representatives or proxies are permitted to attend the AGM in person. Shareholders planning to attend the meeting in person are asked, if practicable, to inform the Company Secretary by email to SEEIT@sannegroup.com by close of business on 8 September 2022 (noting that such notification is not a condition for attendance). If you attend the AGM in person, you should arrive at the venue for the AGM in good time to allow your attendance to be registered. It is advisable to have some form of identification with you as you may be asked to provide evidence of your identity prior to being admitted to the AGM.

All Shareholders are entitled to vote at the AGM. In accordance with the Articles, all Shareholders present in person or by proxy shall upon a show of hands have one vote and upon a poll shall have one vote in respect of each Ordinary Share held. In order to ensure that a quorum is present at the AGM, it is necessary for two Shareholders entitled to vote to be present, whether in person or by proxy (or, if a corporation, by a representative).

Shareholders are also invited to ask any questions of the Board, ahead of the AGM by submitting questions by email. The Company will aim to respond to questions submitted in this way either before or during the AGM. Shareholders may submit questions by email to SEEIT@sannegroup.com. Please ensure that all questions are submitted no later than 2.00 p.m. (BST) on 8 September 2022.

The formal Notice of AGM is set out in this document along with an explanation in relation to the resolutions to be proposed at the AGM.

Formal Business of the AGM

Ordinary Resolutions

Resolutions 1 to 12 (inclusive) are all proposed as ordinary resolutions which require that for each of those Resolutions to be passed, more than half of the votes cast in relation to such Resolution must be cast in favour of it.

Resolution 1: Receive the Annual Report and Financial Statements

The Companies Act 2006 (the “**Companies Act**”) requires the Directors of a public company to lay before the company in an AGM copies of the audited Accounts, the report of the Directors and the Auditors Report for the financial year ended 31 March 2022.

Resolution 2: Directors' Remuneration Report

Shareholders are being requested to approve the Directors' Remuneration Report, which is presented on pages 84 to 89 of the Company's annual report and financial statements for the year ended 31 March 2022 (the “**2022 Annual Report**”) including the proposed remuneration payable for the year ended 31 March 2023 to the Chair, the Senior Independent Director, the Chairs of each Committee of the Board and each other non-executive Director, for routine business, by passing Resolution 2.

Resolution 2 is an ordinary resolution to approve the Directors' Remuneration Report and is an advisory resolution. Accordingly, entitlement of a Director to remuneration is not conditional on the Resolution being passed.

The proposed remuneration recommendations for the year ended 31 March 2023, as set out on page 84 of the 2022 Annual Report, are also noted below:

During the year, the Remuneration Committee undertook an analysis on Directors' remuneration which included a review of comparable companies as well as the ongoing time commitments expected from the Directors given the growth of the Company. As part of this analysis, the Committee received advice from an independent professional external remuneration consultant, Trust Associates Limited (“**Trust Associates**”).

Based on its analysis, the Committee's recommendation is set out below:

- the base annual Director's fee be increased to £47,000 (2022: £45,000);
- the annual fee paid to the Chair be increased to £67,000 (2022: £65,000);
- the annual supplement paid to the Chair of the Audit and Risk Committee remains at £5,000 (2022: £5,000);
- the annual supplement for the roles of Senior Independent Director and Chair of the Remuneration Committee to remain at £2,000 (2022: £2,000);
- the recommendation of additional fees, up to a limit of £10,000 per director, to be paid for specific corporate work that may be undertaken during the year ended 31 March 2023; and
- the cap on the aggregate annual Directors base remuneration limit be increased from £300,000 to £400,000.

The Board also considered the availability of each Director, taking into account their other commitments, and concluded that, over the financial year ended 31 March 2022, each Director made adequate time available for the appropriate discharge of the Company's affairs. Each Director abstains from voting on their own individual remuneration.

The table below details the base fees paid for the year ended 31 March 2022 and the proposed base fees to be paid for the year ending 31 March 2023.

Proposed Base Directors' Fees to be Paid for the Year Ending 31 March 2023

		<i>Proposed Base Fees to be paid for the year ending 31 March 2023</i>	<i>Base Fees paid for the year ended 31 March 2022</i>
		<i>Total</i>	<i>Total</i>
		<i>£'000</i>	<i>£'000</i>
Tony Roper	Chair	67.0	65.0
Helen Clarkson	Management Engagement Committee chair	47.0	50.0
Chris Knowles	Senior Independent Director	49.0	47.0
Emma Griffin	Remuneration Committee chair	49.0	47.0
Sarika Patel ¹	Audit and Risk Committee chair	52.0	12.5
Total		<u>264.0</u>	<u>221.5</u>

¹Appointed to the Board and its Committees with effect from 1 January 2022.

The total base fees paid to Directors in the year to 31 March 2022 were £221,500, which was within the current approved annual aggregate Directors' remuneration limit of £300,000.

Resolution 3 and 4: Remuneration policy and increase of the maximum level of the Directors' annual base remuneration fees to an aggregate of £400,000, with effect from 1 April 2022

Resolution 3 is an ordinary resolution on the Directors' remuneration policy, as set out on pages 87 to 88 of the 2022 Annual Report.

The Directors' remuneration policy was last put to Shareholders, and approved, at the annual general meeting of the Company held in September 2019 and as the Company intends to put forward the Directors' remuneration policy for approval every three years, it is being put to shareholders at the 2022 AGM. There has been no change to the policy since its approval in 2019.

Resolution 4 will seek to increase the maximum level of the Directors' annual base remuneration fees to an aggregate of £400,000, with effect from 1 April 2022.

The Remuneration Committee met in March 2022 to consider its remuneration recommendations for the year ended 31 March 2023. At this meeting the Committee considered in detail the peer group comparisons as well as the independent analysis on Directors' remuneration, before making its recommendations to the full Board.

The Board then considered the proposed remuneration recommendations as set out in Resolution 2 (and also on page 84 of the 2022 Annual Report) following which it proposed to increase the aggregate Directors' annual base remuneration to £264,000. This represents an increase of £42,500 from the prior year due to the proposed fee increases but also the full year effect of the appointment of Sarika Patel from 1 January 2022.

In addition, as part of the review the Board is also recommending an increase of the aggregate annual Directors' remuneration limit to £400,000 to be put forward to shareholders for approval, by way of an ordinary resolution, at the AGM. This increase will help to ensure there is sufficient headroom should the Board decide to recruit additional Directors in the future as well as maintaining sufficient flexibility for an enlarged Board to be paid additional fees, up to £10,000 per Director, for specific corporate work that may be required during the year ending 31 March 2023.

Resolutions 5 to 9: Election & Re-election of Directors

In accordance with the provisions of the Association of Investment Companies Code of Corporate Governance, all Directors of the Company are subject to annual re-election. The Directors are committed to measures that promote good corporate governance. In line with best practice, and the provisions of the Articles, all Directors will be submitted for re-election on an annual basis.

In accordance with the Articles of Association of the Company, new Directors will continue to be elected at their first AGM following appointment. This being the first AGM since Sarika Patel's appointment, she will seek election.

Tony Roper, Christopher Knowles, Helen Clarkson and Emma Griffin will retire and being eligible, offer themselves for re-election.

The Directors believe that the Board has an appropriate balance of skills, experience, knowledge and diversity. Full biographies of all the Directors are set out on pages 62 to 63 of the 2022 Annual Report. Each of the Directors continue to be, important to be Company's long-term sustainable success, and the full biographies also available for viewing on the Company's website <https://www.seeitplc.com/>

Resolutions 10 and 11: Re-appointment and remuneration of the Auditors

The Company is required at each general meeting at which accounts are presented to appoint an auditor to hold office until the next such meeting. PricewaterhouseCoopers LLP ("**PWC**") have indicated their willingness to continue in office.

Accordingly, Resolution 10 reappoints PWC as auditor and Resolution 11 authorises the Audit and Risk Committee to determine the Auditor's remuneration.

Resolution 12: Dividend policy

Whilst the Company is not required to seek approval from Shareholders for the payment of interim dividends pursuant to the Companies Act 2006, the Board recognises that corporate governance best practice and shareholder expectations are such that it would be appropriate for Shareholders to be provided with an opportunity to review and, if thought appropriate, to approve the Company's dividend policy on an ongoing basis.

Accordingly, Shareholders are being asked to approve the Company's policy with respect to the payment of four quarterly interim dividends basis for the year ending 31 March 2023. The Company is targeting an aggregate dividend of 6.00 pence per share for the year to 31 March 2023.

The above target dividend payments are targets only and not profit forecasts. There can be no assurance that these targeted payments can or will be met and they should not be seen as an indication of the Company's expected or actual results or returns.

Resolution 13: Directors' authority to allot

Resolution 13 is intended to renew the Company's authority to allot Ordinary Shares for cash or as consideration for the acquisition of investments. Accordingly, resolution 13 authorizes the Board to allot (pursuant to resolution 13) Ordinary Shares generally and unconditionally in accordance with section 551 of the Companies Act to an aggregate nominal value of £990,288.00, representing 10 per cent. of the issued ordinary share capital at the date of the Notice of AGM, and to grant rights to subscribe for or to convert any security into shares in the Company in respect of 99,028,800 Ordinary Shares.

The Board believes that passing resolution 13 is in Shareholders' interests given that these authorities are intended to be used to fund specific investment opportunities sourced by the Manager, either by issuing new shares for cash or as consideration for the acquisition of investments. In addition, new Ordinary Shares allotted under the authorities will (i) maintain the Company's ability to issue Ordinary Shares tactically, so as to manage the premium to net asset value per Ordinary Share at which the Ordinary Shares trade; (ii) improve liquidity in the market for the Ordinary Shares; and (iii) increase the size of the Company, thereby spreading operating costs over a larger capital base which should reduce the ongoing charges ratio.

Ordinary Shares allotted under this authority will only be allotted at prices greater than the last published net asset value per share and a premium to cover the commissions, costs and expenses of the relevant allotment under the relevant placing.

The authority granted pursuant to resolution 13 shall expire on the earlier of the next annual general meeting of the Company. The Directors consider it important to have the maximum flexibility commensurate with good corporate governance guidelines to raise finance to enable the Company to respond to market developments and conditions and therefore believes the authority sought to allot up to 10 per cent. of the existing issued ordinary share capital of the Company is appropriate.

The power is in addition to any remaining authority to allot shares that was conferred on the Company pursuant to a resolution of the Company's initial shareholder on 19 November 2018.

Special resolutions

Resolution 14: Market purchases of own shares

Resolution 14 seeks authority for the Company to make market purchases of its own Ordinary Shares from time to time and is proposed as a special resolution. If passed, the resolution gives authority for the Company to purchase up to 14.99 per cent. of the Company's total issued ordinary share capital as at the date of the Notice (being 148,444,171 ordinary shares), either for cancellation or placing into treasury at the determination of the Directors.

The minimum price which may be paid is 1 pence per ordinary share. Whilst the Directors have no present intention of using this authority, the Directors would use this authority in order to address any imbalance between the supply and demand for the ordinary shares and to manage the discount to net asset value at which the ordinary shares may trade. Ordinary shares will be repurchased only at prices (after allowing for costs) below the net asset value per ordinary share, which should have the effect of increasing the net asset value per ordinary share for remaining shareholders. The Directors would consider holding as treasury shares any ordinary shares which the Company purchases pursuant to the authority proposed to be granted by Resolution 14.

In relation to any repurchased ordinary shares held in treasury, unless such ordinary shares are subsequently cancelled, earnings per ordinary share will only be increased on a temporary basis until such time as the ordinary shares are subsequently sold out of treasury. This authority, if approved by shareholders, will expire at the earlier of the annual general meeting to be held in 2023, when a resolution for its renewal will be proposed, and 31 December 2023.

The authority sought would replace the authority given to the Directors at the annual general meeting held on 10 August 2021.

Resolution 15: Disapplication of Statutory Pre-emption Rights

Resolution 15 is a special resolution which is being proposed to empower the Directors to disapply pre-emption rights of existing shareholders in relation to allotments (or sales from treasury) of Ordinary Shares for cash under resolution 13 (being in respect of Ordinary Shares up to a maximum nominal value of £990,288.00, (representing approximately 10 per cent. of the issued ordinary share capital of the Company as at date of the Notice of AGM (21 July 2022)).

The authority conferred by Resolution 15 will expire upon the expiry of the general authority conferred in Resolution 13. The power is in addition to any remaining authority to allot shares on a non-pre-emptive basis that was conferred on the Company pursuant to a resolution of the Company's initial shareholder on 19 November 2018.

No allotment (or sale from treasury) of ordinary shares for cash without non pre-emption rights will be made at a price less than the last published net asset value per ordinary share at the time of the relevant allotment (or sale) with a premium intended to at least cover the costs and expenses of the relevant issuance of shares.

The authority sought in this Resolution 15 is a standalone general authority in standard form.

Resolution 16: Notice period for meetings

The Companies Act 2006 requires the Company to give at least 21 clear days' notice for a general meeting (other than the AGM), unless the Company:

- i. has gained shareholder approval for the holding of general meetings on 14 clear days' notice by passing a special resolution at the most recent AGM; and
- ii. offers the facility for the Shareholders to vote by electronic means.

The Company would like to preserve its ability to call general meetings (other than the AGM) on less than 21 clear days' notice. The shorter notice period proposed by Resolution 14 would only be used where the flexibility is merited by the business of the meeting and is thought to be in the interests of the Shareholders as a whole. Should the resolution be approved, it will be valid until the date of the next AGM in 2023, when it is intended that a similar resolution will be proposed.

FURTHER INFORMATION

Your attention is drawn to the Company's 2022 Annual Report which is available on our website at <https://www.seeitplc.com/>

BOARD RECOMMENDATIONS

The Directors consider that all Resolutions being proposed are in the best interests and will promote the success of the Company for the benefit of its Shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of each of the Resolutions to be proposed at the AGM.

ACTION TO BE TAKEN:

You will find enclosed a Form of Proxy for use at the AGM.

Please complete, sign and return the enclosed form as soon as possible in accordance with the instructions printed thereon, whether or not you intend to be present at the AGM. Forms of Proxy should be returned so as to be received by Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom.

Yours sincerely,

Tony Roper
Chair

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of SDCL Energy Efficiency Income Trust plc (the “**Company**”) will be held at 6th Floor, 125 London Wall, London, EC2Y 5AS at 2.00 p.m. (BST) on 12 September 2022.

Resolutions 1 to 13 will be proposed as ordinary resolutions and Resolutions 14 to 16 will be proposed as special resolutions.

Ordinary resolutions

1. To receive the 2022 Annual Report together with the Strategic Report and Reports of the Directors and Auditor.
2. To receive, approve and adopt the Directors' Remuneration Report.
3. To receive and approve the Directors' Remuneration policy.
4. To approve an increase of the maximum level of the Directors' annual base remuneration fees to an aggregate of £400,000, with effect from 1 April 2022.
5. To re-elect Tony Roper as a Director of the Company.
6. To re-elect Helen Clarkson as a Director of the Company.
7. To re-elect Christopher Knowles as a Director of the Company.
8. To re-elect Emma Griffin as a Director of the Company.
9. To elect Sarika Patel as a Director of the Company.
10. To re-appoint PricewaterhouseCoopers LLP as the Independent Auditors of the Company.
11. To authorise the Audit and Risk Committee to determine the remuneration of PricewaterhouseCoopers LLP, as the Auditors of the Company.
12. To approve the Company's dividend policy for the year ending 31 March 2023.
13. **THAT**, the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006, and in addition to all existing authorities, to exercise all powers of the Company to allot shares in the Company up to a maximum aggregate nominal amount of £990,288.00, being approximately 10 per cent. of the Company's issued ordinary share capital on 21 July 2022 or, if changed, the number representing 10 per cent. of the issued share capital at the date the resolution is passed) PROVIDED THAT this authority shall expire at the conclusion of the next AGM of the Company after the passing of this resolution save that the said authority shall allow and enable the Directors to make an offer or agreement before the expiry of that authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Special resolutions

14. **THAT**, the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of £0.01 each on such terms and in such manner as the Directors may from time to time determine, provided that:
- a) the maximum number of ordinary shares hereby authorised to be acquired between the date of this resolution and the date of the Company's annual general meeting to be held in 2023 shall be 148,444,171 or, if less, that number of ordinary shares which is equal to 14.99 per cent. of the ordinary shares in issue as at the passing of this resolution;
 - b) the minimum price which may be paid for any ordinary share is £0.01;
 - c) the maximum price which may be paid for any ordinary share is the higher of: (i) an amount equal to 105 per cent. of the average of the middle market quotations for such share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and (ii) the higher of a) the price of the last independent trade and b) the highest current independent bid for such share on the trading venues where the market purchases by the Company pursuant to the authority conferred by this resolution will be carried out;
 - d) this authority shall expire at the end of the Company's annual general meeting to be held in 2023, unless previously renewed, varied or revoked by the Company in a general meeting;
 - e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract would or might require the Company to purchase its ordinary shares after such expiry and the Company shall be entitled to purchase its ordinary shares pursuant to any such contract as if the power conferred hereby had not expired; and
 - f) any shares bought back under the authority hereby granted may, at the discretion of the Directors, be cancelled or held in treasury and, if held in treasury, may be resold from treasury or cancelled at the discretion of the Directors.
15. **THAT**, subject to the passing of Resolution 13, the Directors be and are hereby authorised pursuant to section 570 and section 573 of the Companies Act 2006, and in addition to all existing authorities, to allot equity securities (within the meaning of section 560 of the Companies Act 2006) wholly for cash pursuant to the authority conferred by Resolution 13 as if sub-section (1) of section 561 of the Companies Act 2006 did not apply to any such allotment PROVIDED THAT the authorisation conferred by this resolution shall expire at the conclusion of the next AGM of the Company after the passing of this resolution save that the Directors may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.
16. **THAT**, a general meeting, other than an AGM, may be called on not less than 14 clear days' notice.

By order of the Board

Registered Office

6th Floor
125 London Wall
London
EC2Y 5AS

NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting and at any adjournment of it (subject to any COVID-19 Restrictions that are in place at the time of the Annual General Meeting (the "AGM")). A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. If a proxy appointment is submitted without indicating how the proxy should vote on any resolution, the proxy will exercise discretion as to whether and, if so, how they vote.
2. The quorum for the AGM will be two holders of ordinary shares present and entitled to vote in person or by proxy. In the event that a quorum is not present for the AGM within 30 minutes of the time appointed for the AGM, the AGM shall stand adjourned for five business days at the same time and place or to such other day and at such other time and place as the board of Directors may determine and no notice of adjournment need be given. At any such adjourned meeting, those members who are present in person shall be a quorum.
3. A proxy need not be a member of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Computershare Investor Services PLC on +44 (0)370 703 0018. Members may also appoint a proxy through the CREST electronic proxy appointment service as described in note 14 below.
4. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand by Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, no later than 2.00 p.m. (BST) on 8 September 2022, together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a duly certified copy of that power or authority.
5. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by visiting www.investorcentre.co.uk/eproxy. You will be asked to enter the Control Number, the Shareholder Reference Number (SRN) and PIN and agree to certain terms and conditions. These details can be found on the form of proxy. For an electronic proxy appointment to be valid, Computershare Investor Service PLC must receive your appointment no later than 2.00 p.m. (BST) on 8 September 2022.
6. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in note 14(a) below) will not prevent a member attending the meeting and voting in person if he/she wishes to do so however, if a member has appointed a proxy and votes at the AGM in person in respect of ordinary shares for which they have appointed a proxy, their proxy appointment in respect of those ordinary shares will automatically be terminated.
7. A vote withheld option is provided on the form of proxy, the purpose of which is to enable a member to withhold their vote on any particular resolution. It should be noted that a vote withheld is not a 'vote' in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
8. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.
9. The statement of the rights of Shareholders in relation to the appointment of proxies in paragraphs 1, 2 and 3 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by Shareholders of the Company.
10. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the register of members of the Company by close of business on 8 September 2022 (or, in the event of any adjournment, by close of business on the date which is two days before the time of the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
11. 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).
12. If a member submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
13. 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 (i) to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information or (ii) the answer has already been given on a website in the form of an answer to a question or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this meeting by using the procedures described in the CREST Manual which can be viewed at <https://www.euroclear.com/about/en/business/Keylegaldocuments.html>.
14. 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. Please note the following:
 - (a) In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's 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 3RA50 by the latest time(s) for receipt of proxy appointments specified in this notice. 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 Application 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.
- (b) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. 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 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.
 - (c) To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof. For this purpose, the time of receipt will be taken to be the time (as determined by the time-stamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
15. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its power as a member provided that they do not do so in relation to the same shares.
 16. As at 21 July 2022 (being the latest business day before the publication of this notice), the Company's issued share capital was 990,288,000 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at that date were 990,288,000.
 17. Copies of: (i) letters of appointment for Non-Executive Directors; and (ii) the Articles of the Company are available for inspection during usual business hours on any weekday (Saturday, Sunday's and public holidays exempted) at the registered office, until the date of the meeting and will be available for inspection until the conclusion of the AGM.
 18. Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting; or (b) where relevant, any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting, that the members propose to raise at the Meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditor no later than the time it makes its statement available on the website. The business which may be dealt with at the Meeting includes any such statement that the Company has been required to publish on its website.
 19. A copy of this notice, and any other information required by section 311A of the Companies Act 2006 can be found at <https://www.seeitplc.com/>
 20. All personal information provided by shareholders on any proxy form or any other documents sent to the Company or the Registrar, which is expected to include the shareholders' (or any proxy's) names and contact details, together with details of the shareholder's holding in the Company, will be processed in accordance with the Company's privacy notice which can be accessed at <https://www.seeitplc.com/>, and may be processed by the Company or the Registrar for the purposes of maintaining the Company's records, meeting management, managing corporate actions, fulfilling the Company's obligations to shareholders, fulfilling the Company's legal obligations and communicating with shareholders.