

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000, or an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you have sold or transferred all of your ordinary shares in the issued share capital of Sivota plc (“Sivota” or the “Company”) (“Ordinary Shares”), please send this document and any other documents that accompany it as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding, you should retain this document and its enclosures.

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## **SIVOTA PLC**

*(incorporated in England and Wales under company number 12897590)*

### **NOTICE OF ANNUAL GENERAL MEETING**

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Notice of the Annual General Meeting of Sivota, to be held at the offices of Charles Russell Speechlys LLP, 5 Fleet Place, London EC4M 7RD on 21 June 2023 at 12.00 p.m. is set out on page 5 of this document. Your attention is drawn to the letter from the Chairman on page 2 of this document.

Whether or not you propose to attend the meeting, please complete and submit a proxy appointment in accordance with the Notes to the Notice of Annual General Meeting set out on pages 5 and 6 of this document. To be valid, the proxy appointment must be received at the address for delivery specified in the Notes by no later than by 12.00 p.m. on 19 June 2023.

## LETTER FROM THE CHAIRMAN

To the holders of Ordinary Shares

26 May 2023

Dear Shareholder

### Notice of General Meeting

I am writing to inform you that the annual general meeting of the Company's shareholders, being its second annual general meeting since its admission to trading on the Standard List of the Main Market of the London Stock Exchange plc and its first annual general meeting since its acquisition of its controlling holding in Apester and readmission to trading, will be held at the offices of Charles Russell Speechlys LLP, 5 Fleet Place, London EC4M 7RD at 12.00 p.m. on 21 June 2023 (the **Annual General Meeting**). The formal Notice of Annual General Meeting is set out on page 5 of this document.

### Explanation of the Annual General Meeting Resolutions:

The following paragraphs explain the resolutions (**Resolutions**) to be proposed at the Annual General Meeting:

#### ORDINARY RESOLUTIONS

##### 1. Resolution 1: Receipt of the 2022 Report and Accounts

The directors of the Company (the **Directors**) must present the Company's annual report and accounts for the year ended 31 December 2022 (the **Annual Report 2022**) to the Annual General Meeting and the shareholders of the Company may raise any questions on the reports and financial statements under this Resolution.

##### 2. Resolution 2: Directors' remuneration report

In accordance with the provisions of the Companies Act 2006, the Directors' remuneration report (the **Remuneration Report**) contained in the Annual Report 2022 sets out the remuneration paid to the Directors during the year ended 31 December 2022. The vote on the Remuneration Report is advisory only.

##### 3. Resolution 3: Directors' remuneration policy

The Company is required to ask shareholders to approve its remuneration policy for its directors (the **Remuneration Policy**). The Remuneration Policy is set out at pages 35-36 of the Annual Report 2022. The vote on the Remuneration Policy is binding.

##### 4. Resolutions 4 – 6: Reappointment of directors

Each of Ziv Ben Barouch, Tim Weller and Neil Jones are standing for re-appointment at the Annual General Meeting. Their biographies can be found at pages 19-20 of the Annual Report 2022.

##### 5. Resolution 7: Reappointment of the Auditors

The Company is required to appoint auditors at each annual general meeting at which accounts are presented, to hold office until the conclusion of the next annual general meeting. This Resolution proposes the reappointment of Crowe UK LLP as auditors of the Company.

#### **6. Resolution 8: Authority to agree Auditors' remuneration**

This Resolution authorises the Directors to approve the terms of the engagement and set out the remuneration of the Company's auditors, Crowe UK LLP.

#### **7. Resolution 9: Authority to allot shares**

This Resolution gives the directors the authority to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company, up to a maximum aggregate nominal value of £41,530, representing one-third of the Company's issued ordinary share capital as at the date of this Notice.

### **SPECIAL RESOLUTIONS**

#### **8. Resolution 10: Disapplication of pre-emption rights**

This Resolution authorises the Directors to allot equity securities (subject to the passing of Resolution 9 above) without first applying the statutory pre-emption rights contained in section 561 of the Companies Act 2006 up to a maximum aggregate nominal value of £12,585, representing ten per cent. of the Company's issued ordinary share capital as at the date of this Notice.

#### **9. Resolution 11: Notice period for General Meetings**

Resolution 11 is a special resolution to allow the Company to hold general meetings, other than annual general meetings, on 14 days' notice. Under the Companies Act 2006, the minimum notice period for general meetings of listed companies (as is the case for Sivota) is 21 days.

However, this period can be reduced to 14 days (other than for AGMs), provided that two conditions are met. The first condition is that the company offers facilities for shareholders to submit proxy appointments by electronic means. The second condition is that there is an annual resolution of shareholders approving the reduction in the minimum notice period from 21 days to 14 days. The Board is therefore proposing Resolution 11 as a special resolution to approve 14 days as the minimum period of notice for all general meetings of the Company, other than annual general meetings. The approval will be effective until the Company's next annual general meeting.

#### **10. Resolution 12: electronic communications**

Resolution 12 seeks to allow the Company to take advantage of the electronic communications rules in the Companies Act 2006. The resolution, if passed, will allow the Company to use electronic communications with Shareholders as a default position by placing documents such as the annual financial report and accounts on its website rather than having to send them in hard copy. The Company will notify Shareholders, by post or email if they have provided an email address, that the document is available on the website

#### **Action to be taken**

The Directors recommend that Shareholders vote in favour of the Resolutions, as they intend to do in respect of their own beneficial holdings of shares in the Company representing approximately 7.5 per cent. of the ordinary issued share capital.

Whether or not you propose to attend the Annual General Meeting, please complete and return the enclosed form of proxy so as to be received by the Company's Registrar, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by no later than 12.00 p.m. on 19 June 2023. Alternatively, if you are a member of CREST, you may submit a proxy appointment electronically through the CREST voting service. Further details are set out in the notes to the Notice

of Annual General Meeting. The appointment of a proxy will not stop you from attending the Annual General Meeting in person should you so wish.

We consider the General Meeting to be an important part of our shareholder engagement and we have arranged for the opportunity for you to view the Annual General Meeting online, using your smartphone, tablet or computer. If you choose to view online, you will be able to view a video link of the meeting. Should you wish to view the Annual General Meeting online, please email Evelyn Baranskiy at [evelyn@sivotacapital.com](mailto:evelyn@sivotacapital.com) who will send you the instructions for viewing the Annual General Meeting. Please note you will not be able to vote via the video link.

I look forward to seeing as many of you as possible at the Annual General Meeting.

Yours faithfully

**Tim Weller, Chairman**

## NOTICE OF ANNUAL GENERAL MEETING

### Sivota plc

*(Registered in England and Wales with company number 12897590)*

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the **Meeting**) of Sivota plc (the **Company**) will be held at Charles Russell Speechlys LLP, 5 Fleet Place, London EC4M 7RD on 21 June 2023 at 12.00 p.m. for the purpose of considering and, if thought fit, passing the following Resolutions. Resolutions 1 to 9 and 12 will be proposed as ordinary resolutions and Resolutions 10 and 11 will be proposed as special resolutions.

### ORDINARY RESOLUTIONS

#### 1. Receipt of the 2022 Report and Accounts

To receive the accounts and the reports of the Directors and the auditors for the year ended 31 December 2022.

#### 2. Directors' remuneration report

To approve the Directors' remuneration report (other than the Directors' Remuneration Policy at pages 35-36) the form set out in the Company's annual report and accounts for the year ended 31 December 2022.

#### 3. Directors' Remuneration Policy

To approve the Directors' Remuneration Policy, as set out on pages 35-36 of the Annual Report 2022.

#### 4. Reappointment of Ziv Ben-Barouch

To reappoint Ziv Ben-Barouch as a director of the Company.

#### 5. Reappointment of Tim Weller

To reappoint Tim Weller as a director of the Company.

#### 6. Reappointment of Neil Jones

To reappoint Neil Jones as a director of the Company.

#### 7. Reappointment of the Auditors

To reappoint Crowe UK LLP as the Company's auditors until the conclusion of the next Annual General Meeting of the Company.

#### 8. Authority to agree Auditors' remuneration

To authorise and agree the auditors' remuneration.

#### 9. Authority to allot shares

THAT, the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (**Act**) to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to a maximum aggregate nominal amount of £41,530 to such persons and at such times and on such terms as the Directors think proper, provided that this authority shall unless previously renewed, varied or revoked by the Company in a general meeting, expire on the date of the next annual general meeting of the Company, save that the

Company may before such expiry make any offer or agreement which would or might require shares to be allotted, or Rights to be granted, after such expiry, and the Directors may allot shares or grant Rights in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

**SPECIAL RESOLUTIONS**

**10. Disapplication of pre-emption rights**

THAT, subject to the passing of Resolution 9 above, the Directors be and they are hereby empowered 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 upon them by Resolution 9, or by way of a sale of treasury shares, as if section 561 of the Act did not apply to such allotment provided that this power shall be limited to an aggregate nominal amount of £12,585.

**11. Notice period for General Meetings**

That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

**12. Electronic Communications**

That the Company be authorised, subject to and in accordance with the provisions of the Companies Act 2006 to send, convey or supply all types of notices, documents or information to Shareholders by electronic means, including making such notices, documents or information available on a website.

DATED \_\_\_\_\_ 2023

**BY ORDER OF THE BOARD**

*Company Secretary*

Registered Office: New London House, 172 Drury Lane, London WC2B 5QR

**NOTES:**

- 1 A member who is entitled to attend and vote at the meeting is entitled to appoint another person, or two or more persons in respect of different shares held by him, as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting.
- 2 The right of a member of the Company to vote at the meeting will be determined by reference to the register of members. A member must be registered on that register as the holder of ordinary shares by 12.00 p.m. on 19 June 2023 in order to be entitled to attend and vote at the meeting as a member in respect of those shares.
- 3 A member wishing to attend and vote at the meeting in person should arrive prior to the time fixed for its commencement. A member that is a corporation can only attend and vote at the meeting in person through one or more representatives appointed in accordance with section 323 of the Companies Act 2006. Any such representative should bring to the meeting written evidence of his appointment, such as a certified copy of a board resolution of, or a letter from, the corporation concerned confirming the appointment. Any member wishing to speak and, if appropriate, vote at the meeting without attending in person or (in the case of a corporation) through its duly appointed representative must appoint a proxy to do so. Forms for the appointment of a proxy that can be used for this purpose have been provided to members with this notice of meeting. To be valid, a proxy appointment form must be completed in accordance with the instructions that accompany it and then delivered (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) to Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to be received by 12.00 p.m. on 19 June 2023. Members who hold their shares in uncertificated form may use "the CREST voting service" to appoint a proxy electronically, as explained below. Appointing a proxy will not prevent a member from attending and voting in person at the meeting should he so wish.
- 4 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the 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.

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 UK & International Ltd's (**EUI**) 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 Computershare Investor Relations plc (ID 3RA50) no later than 12.00 p.m. on 19 June 2023, or, in the event of an adjournment of the meeting, 48 hours 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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 or 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.

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 (*SI 2001/3755*).

- 5 Any person to whom this notice is sent who is currently nominated by a member of the Company to enjoy information rights under section 146 of the Companies Act 2006 (**nominated person**) may have a right under an agreement between him and that member to be appointed, or to have someone else appointed, as a proxy for the meeting. If a nominated person has no such right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member concerned as to the exercise of voting rights. The statement in note 1 above of the rights of a member in relation to the appointment of proxies does not apply to a nominated person. Such rights can only be exercised by the member concerned.

- 6 As at 23 May 2023 (the latest practicable date prior to the printing of this document) (i) the Company's issued ordinary share capital consisted of 12,585,000 ordinary shares of £0.01 each, carrying one vote each, and (ii) the total voting rights in the Company were 12,585,000.
- 7 Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at [www.sivotacapital.com](http://www.sivotacapital.com).
- 8 Each member attending the meeting has the right to ask questions relating to the business being dealt with at the meeting which, in accordance with section 319A of the Companies Act 2006 and subject to some exceptions, the Company must cause to be answered. Information relating to the meeting which the Company is required by the Companies Act 2006 to publish on a website in advance of the meeting may be viewed at [www.sivotacapital.com](http://www.sivotacapital.com). A member may not use any electronic address provided by the Company in this document or with any proxy appointment form or in any website for communicating with the Company for any purpose in relation to the meeting other than as expressly stated in it.