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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.

SIVOTA PLC

(incorporated in England and Wales under company number 12897590)

NOTICE OF ANNUAL GENERAL MEETING

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 27 June 2024 at 09:00 a.m. is set out on pages 5 to 7 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 8 to 9 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 09:00 a.m. on 25 June 2024.

LETTER FROM THE CHAIRMAN

To the holders of Ordinary Shares

4 June 2024

Dear Shareholder

Notice of General Meeting

I am writing to inform you that the annual general meeting of the Company's shareholders, being its third annual general meeting since its admission to trading on the Standard List of the Main Market of the London Stock Exchange plc will be held at the offices of Charles Russell Speechlys LLP, 5 Fleet Place, London EC4M 7RD at 09:00 a.m. on 27 June 2024 (the **Annual General Meeting**). The formal Notice of Annual General Meeting is set out on pages 5-7 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 2023 Report and Accounts

The directors of the Company (the **Directors**) must present the Company's annual report and accounts for the financial year ended 31 December 2023 (the **Annual Report 2023**) 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 2023 sets out the remuneration paid to the Directors during the financial year ended 31 December 2023. The vote on the Remuneration Report is advisory only.

3. Resolutions 3 – 5: 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 21 – 22 of the Annual Report 2023.

4. Resolution 6: Appointment 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 appointment of Haysmacintyre LLP as auditors of the Company.

5. Resolution 7: 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, Haysmacintyre LLP.

6. Resolution 8: 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 £41,950, representing one-third of the Company's issued ordinary share capital as at the date of this Notice and £83,900 representing two-thirds in respect of pre-emptive issues (but less any amounts used for any non-pre-emptive issues).

SPECIAL RESOLUTIONS

7. Resolutions 9 - 10: Disapplication of pre-emption rights

Resolutions 9 and 10 authorise the Directors to allot equity securities (pursuant to the passing to resolution 8 above) without first applying the statutory pre-emption rights contained in section 561 of the Companies Act 2006. Resolutions 9 and 10 are special resolutions.

The authority contained in Resolution 9 will be limited to (i) pre-emptive issues of shares; (ii) the issue of shares up to a maximum aggregate nominal value of £12,585, which represents no more than 10% of the Company's issued ordinary share capital as at 4 June 2024 (being the latest practicable date prior to publication of this document); and (iii) the further issue of shares up to an aggregate nominal amount equal to 20% of any allotments under resolution 9.2, to be used only for the purposes of making a follow-on offer of a kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Group Principles. This authority, if granted, will expire on the earlier of the conclusion of the Company's next annual general meeting or on the date which is 15 months after the relevant resolution is passed.

Resolution 10 will, in addition to Resolution 9, disapply statutory pre-emption rights in respect of the allotment or granting of rights over shares for cash in connection with an acquisition or other capital investment. The authority is consistent with the Pre-Emption Group Principles. The authority will be limited to: (i) the issue of shares up to a maximum aggregate nominal value of £12,585, which represents no more than 10% of the Company's issued ordinary share capital as at 4 June 2024 (being the latest practicable date prior to publication of this document), for the purposes of financing an acquisition or specified capital investment (or refinancing any such acquisition or investment within twelve months after the date of the original transaction), and (ii) the further issue of shares up to an aggregate nominal amount equal to 20% of any allotments under resolution 10.1, to be used only for the purposes of making a follow-on offer of a kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Group Principles. This authority, if given, will expire on the earlier of the conclusion of the Company's next annual general meeting or on the date which is 15 months after the relevant resolution is passed.

8. 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 annual general meetings), 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.

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 09:00 a.m. on 25 June 2024. 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 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 the offices of Charles Russell Speechlys LLP, 5 Fleet Place, London EC4M 7RD on 27 June 2024 at 09:00 a.m. for the purpose of considering and, if thought fit, passing the following Resolutions. Resolutions 1 to 8 will be proposed as ordinary resolutions and Resolutions 9 to 11 will be proposed as special resolutions.

ORDINARY RESOLUTIONS

1. Receipt of the 2023 Report and Accounts

To receive the accounts and the reports of the Directors and the auditors for the financial year ending 31 December 2023.

2. Directors' remuneration report

To approve the Directors' remuneration report (other than the Directors' Remuneration Policy at pages 36 – 38) in the form set out in the Company's annual report and accounts for the year ended 31 December 2023.

3. Reappointment of Ziv Ben-Barouch

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

4. Reappointment of Tim Weller

To reappoint Tim Weller as a director of the Company.

5. Reappointment of Neil Jones

To reappoint Neil Jones as a director of the Company.

6. Appointment of the Auditors

To appoint Haysmacintyre LLP as the Company's auditors until the conclusion of the next Annual General Meeting of the Company.

7. Authority to agree Auditors' remuneration

To authorise and agree the auditors' remuneration.

8. 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:

8.1 £41,950 to such persons and at such times and on such terms as the Directors think proper,

8.2 £83,900 (such amount to be reduced by the nominal amount of any allotments or grants made under resolution 8.1 above) in connection with a fully pre-emptive offer to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings, 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, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange,

provided that these authorities 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

9. Disapplication of pre-emption rights (general)

That the directors be given power in accordance with Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to resolution 8 above as if Section 561 of the Act did not apply to the allotment but this power shall be limited to:

- 9.1. the allotment of equity securities in connection with an offer or issue of equity securities to or in favour of: (a) holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and (b) holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities, and so that the directors may make such exclusions or other arrangements as they consider expedient or necessary in relation to fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter;
- 9.2. the allotment of equity securities for cash pursuant to the authority granted under resolution 8 above (otherwise than under resolution 9.1 above) up to a maximum nominal amount of £12,585; and
- 9.3. the allotment of equity securities for cash pursuant to the authority granted under resolution 8 above (otherwise than under resolution 9.1 or resolution 9.2 above) up to a nominal amount equal to 20% of any allotment of equity securities from time to time under resolution 9.2 of this resolution 9 above, such authority to be used only for the purposes of making a follow-on offer which the board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

provided that the power conferred by this resolution is subject to the continuance of the authority conferred by resolution 9 above and shall expire (unless previously revoked or varied by the Company in general meeting) at the conclusion of the next annual general meeting of the Company or the date 15 months from the date of passing of this resolution, whichever is the earlier, save that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the directors may allot equity securities pursuant to such offer or agreement as if the power hereby conferred had not expired or been revoked or varied. This power is in substitution for any and all powers previously conferred on the directors under Section 570 of the Act.

10. Disapplication of pre-emption rights – specified investment

That the directors be given power in accordance with Section 570 of the Act, to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority conferred on them by the AGM Resolution) as if Section 561 of the Act did not apply to the allotment but this power shall be limited to:

- 10.1. the allotment of equity securities for cash pursuant to the authority granted under resolution 8 above up to a maximum nominal amount of £12,585 and used only for the purposes of financing (or refinancing, if the power is to be exercised within twelve months after the date of the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and
- 10.2. limited to the allotment of equity securities for cash pursuant to the authority granted under resolution 8 above (otherwise than under resolution 10.1 above) up to a nominal amount equal to 20% of any allotment of equity securities from time to time under resolution 10.1 above, such authority to be used only for the purposes of making a follow-on offer which the board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, provided that the power conferred by this resolution is subject to the continuance of the authority conferred by resolution 8 above and shall expire (unless previously revoked or varied by the Company in general meeting) at the conclusion of the next annual general meeting of the Company or the date 15 months from the date of passing of this resolution, whichever is the earlier, save that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the directors may allot equity securities pursuant to such offer or agreement as if the power hereby conferred had not expired or been revoked or varied. This power is in substitution for any and all powers previously conferred on the directors under Section 570 of the Act other than in respect of Resolution 9 above.

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.

DATED 4 June 2024

BY ORDER OF THE BOARD

Company Secretary

Registered Office: The Scalpel, 18th Floor, 52 Lime Street, London, United Kingdom, EC3M 7AF

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 6.00 p.m. on 25 June 2024 or, if the meeting is adjourned, 48 hours (excluding non-working days) before the time set for the adjourned meeting, 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 09:00 a.m. on 25 June 2024. 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 A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting.
- 5 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). 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 09:00 a.m. on 25 June 2024, 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*).

6 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.

7 As at 4 June 2024 (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 and carrying one vote each, and (ii) 4,950,000 deferred shares of £0.01 each which carry no voting rights in the Company. Accordingly, the total voting rights in the Company were 12,585,000.

8 Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at www.sivotacapital.com.

9 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. 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.

10 Under section 527 of the Companies Act 2006, a shareholder or shareholders meeting the threshold requirements set out in that section, have the right to request the Company to publish on its website a statement setting out any matter relating to (i) 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 and (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the last annual general meeting, that the shareholders propose to raise at the meeting.

Where the Company is required to publish such a statement on its website:

- it may not require the shareholders making the request to pay any expenses incurred by the Company in complying with the request;
- it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and
- the statement may be dealt with as part of the business of the meeting.

The request:

- may be in hard copy form or in electronic form (see note 11 below);
- either set out the statement in full or, if supporting a statement sent by another shareholder, clearly identify the statement which is being supported;
- must be authenticated by the person or persons making it (see note 11 below); and
- be received by the Company by 20 June 2024 which is at least one week before the meeting.

11 Where a shareholder or shareholders wish to request the Company to publish audit concerns (see note 10) such request must be made by either sending:

- a hard copy request which is signed by you, states your full name and address to the Company Secretary, at the Company's registered office at The Scalpel, 18th Floor, 52 Lime Street, London, United Kingdom, EC3M 7AF; or
- a request which states your full name and address, and proof of your status as a shareholder to evelyn@sivotacapital.com. Please state "2024 AGM" in the subject line of the email.

12 Copies of the service contracts of the executive directors and non-executive directors' letters of appointment are available for inspection at the Company's registered office from the date of this notice until the conclusion of the meeting.

13 Shareholders who have general queries about the meeting should email evelyn@sivotacapital.com (no other methods of communication will be accepted):

You may not use any electronic address provided either:

- in this notice; or
- in any related documents (including the annual report for the year ended 2023 and proxy form)

to communicate with the Company for any purposes other than those expressly stated.