

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**It contains the resolutions to be voted on at the annual general meeting of Elixirr International plc (the "Company") to be held on 13 June 2022 (the "AGM").**

**If you are in any doubt as to the action you should take, you are advised to consult your own stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.**

**If you have sold or otherwise transferred all of your shares in the Company, please pass this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.**



## **Elixirr International plc**

*(Incorporated under the Companies Act 2006 and registered in England and Wales with registered number 11723404)*

### **Notice of Annual General Meeting**

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Notice of the annual general meeting of Elixirr International plc is set out on pages 4 to 6 of this document.

Should there be any changes (including adjournment or postponement of the AGM), the Company will notify shareholders through announcements made on the London Stock Exchange and published on the Company's website as soon as practicable.

Should a shareholder have a question that they would like to raise at the AGM, the Board would ask that they ask the question in advance of the AGM by sending an email to [investor-relations@elixirr.com](mailto:investor-relations@elixirr.com) by 8 June 2022. Please include your full name and your Shareholder Reference Number in your email. The Board will give priority to answering pre-submitted questions at the AGM. Please note that where a number of very similar questions have been asked, we may group these accordingly.

You may appoint another person as proxy to exercise your rights to vote and attend at the AGM. Full details on how to appoint a proxy are set out in this document and in the accompanying proxy form. The Company must be notified of all proxy appointments by not later than 9.30 a.m. on 9 June 2022.

The annual report and accounts of the Company for the year ended 31 December 2021 are available to view and download electronically at <https://www.elixirr.com/wp-content/uploads/2022/04/elixirr-annual-report-2021.pdf>.

## LETTER FROM THE CHAIRMAN OF ELIXIRR INTERNATIONAL PLC

# Elixirr International plc

*(Incorporated under the Companies Act 2006 and registered in England and Wales with registered number 11723404)*

### *Directors:*

|                    |                                                 |
|--------------------|-------------------------------------------------|
| Gavin Patterson    | <i>(Independent Non-executive Chairman)</i>     |
| Stephen Newton     | <i>(Chief Executive Officer)</i>                |
| Graham Busby       | <i>(Chief Financial Officer)</i>                |
| Ian Ferguson       | <i>(Executive Director and General Counsel)</i> |
| Charlotte Stranner | <i>(Independent Non-executive Director)</i>     |
| Simon Retter       | <i>(Independent Non-executive Director)</i>     |

### *Registered office:*

12 Helmet Row  
London EC1V 3QJ

### *Head office:*

100 Cheapside  
London EC2V 6DT

19 May 2022

Dear Shareholder,

### **Notice of AGM of Elixirr International plc (the "Company")**

I am pleased to be writing to you with details of the 2022 annual general meeting ("**AGM**") of the Company, which will be held on 13 June 2022 at 9.30 a.m. at 100 Cheapside, London, EC2V 6DT. The formal AGM Notice is set out in pages 4 to 6 of this document.

If you would like to attend the meeting in person, we ask you to please register your intention as soon as possible by emailing us at [investor-relations@elixirr.com](mailto:investor-relations@elixirr.com) (including your name and Shareholder Reference Number in the email) to help us plan appropriately.

Your vote is important to us and we strongly encourage you to take an active part in voting either on the day or in advance by proxy, in accordance with the instructions set out below.

### **Resolutions**

Details of all resolutions to be proposed at the AGM are included in the Explanatory Notes on pages 7 to 8 of this document.

Voting on each resolution will be put to a poll.

### **Action to be taken**

You may appoint another person as proxy to exercise your rights to vote and attend at the meeting by completing and returning the accompanying proxy form.

**You are strongly encouraged to complete, sign and return your Form of Proxy in accordance with the instructions printed thereon so as to be received, during normal business hours only, to the Company's Registrars, Neville Registrars at Neville House, Steelpark Road, Halesowen B62 8HD, as soon as possible but in any event so as to arrive not later than 9.30 a.m. on 9 June 2022 or, in the case**

**any adjournment of the AGM, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a business day).**

Alternatively, you may register the appointment of your proxy electronically. CREST members may appoint proxies by using the CREST electronic proxy appointment service.

Full details on how to appoint a proxy are set out on pages 9 to 11 of this document and in the accompanying proxy form.

### **Recommendation**

**The directors consider that all the resolutions to be proposed at the AGM are in the best interests of the Company and its members as a whole. Accordingly, the directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do so in respect of their own holdings of ordinary shares, representing approximately 40.1 per cent. of the issued ordinary share capital of the Company as at the date of this document.**

### **Results**

The results of the AGM will be announced through a Regulatory Information Service and on the Company's website at [www.elixirr.com](http://www.elixirr.com) as soon as possible after the meeting has been held.

Yours sincerely,

Gavin Patterson

**Independent Non-Executive Chairman**  
**Elixirr International plc**

## **NOTICE OF ANNUAL GENERAL MEETING**

### **ELIXIRR INTERNATIONAL PLC (the "Company")**

Notice is given that an annual general meeting of the Company will be held at 100 Cheapside, London, EC2V 6DT at 9.30 a.m. on 13 June 2022 for the purposes of considering and voting on the resolutions set out below. Resolutions 1 to 11 will be proposed as ordinary resolutions and Resolution 12 as a special resolution.

#### **ORDINARY RESOLUTIONS**

**1. Report and accounts**

To receive and adopt the Company's annual report and audited accounts for the financial year ended 31 December 2021 together with the reports of the directors and auditors on those accounts.

**2. Declaration of final dividend**

To declare a final dividend of 4.1 pence per ordinary share for the year ended 31 December 2021 as recommended by the Directors payable on 12 August 2022 to shareholders who are on the register of members of the Company on 15 July 2022.

**3. Re-election of director**

To re-elect Gavin Patterson as a director of the Company.

**4. Re-election of director**

To re-elect Stephen Newton as a director of the Company.

**5. Re-election of director retiring**

To re-elect Graham Busby as a director of the Company.

**6. Re-election of director**

To re-elect Ian Ferguson as a director of the Company.

**7. Re-election of director**

To re-elect Charlotte Stranner as a director of the Company.

**8. Re-election of director**

To re-elect Simon Retter as a director of the Company.

**9. Re-appointment of auditor**

To reappoint Crowe U.K. LLP as auditor of the Company to hold office from the conclusion of the annual general meeting to the conclusion of the next meeting at which the accounts of the Company are laid.

**10. Authority to agree auditor's remuneration**

To authorise the directors of the Company to agree the remuneration of Crowe U.K. LLP, as the Company's auditor.

**11. Authority to allot shares**

THAT in substitution for any equivalent authorities and powers granted to the directors prior to the passing of this resolution, the directors be and they are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**Act**"):

- (a) to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "**relevant securities**") up to an aggregate nominal amount of £769.77 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (b) below in excess of £769.77); and further
- (b) to allot equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount of £769.77 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (a) above) in connection with an offer by way of rights issue:
  - (i) in favour of holders of ordinary shares in the capital of the Company, where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them; and
  - (ii) to holders of any other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever,

provided that, unless previously revoked, varied or extended, this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2023, except that the Company may at any time before such expiry make an offer or agreement 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 this authority had not expired.

**SPECIAL RESOLUTION**

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

THAT subject to the passing of Resolution 11 above, the directors are hereby empowered to allot equity securities (as defined in section 560 of the Act) of the Company wholly for cash pursuant to the authority of the directors under section 551 of the Act conferred by Resolution 11 above (in accordance with section 570(1) of the Act), and/or by way of a sale of treasury shares (in accordance with section

573 of the Act, in each case as if section 561(1) of the Act did not apply to any such allotment, provided that the power conferred by this resolution shall be limited to:

- (a) the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities:
  - (i) in favour of holders of Ordinary Shares where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be practicable) to the respective number of Ordinary Shares held by them; and
  - (ii) to holders of any other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,
- (b) but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates, legal regulatory or practical problems in or under the laws of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or any stock exchange or any other matter; and
- (c) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £230.93, and

unless previously revoked, varied or extended, such power shall expire at the conclusion of the annual general meeting of the Company to be held in 2023 except that the Company may before the expiry of this power 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 this power had not expired.

By Order of the Board

Nicholas Willott  
Company Secretary  
19 May 2022

Registered office: 12 Helmet Row, London EC1V 3QJ

## **EXPLANATORY NOTES**

Resolutions 1 to 11 are proposed as ordinary resolutions, which means that, for each of those resolutions to be passed, more than 50 per cent. of the votes cast must be in favour of the resolution.

Resolution 12 is proposed as a special resolution, which means that, for that resolution to be passed, at least 75 per cent. of the votes cast must be in favour of it.

The notes below explain the proposed resolutions.

### **Resolution 1: Receiving the reports and accounts**

The directors must present the accounts, directors' report and auditors' report to the shareholders at the annual general meeting. If you have requested to receive information from the Company in hard copy, a hard copy of the annual report and accounts has been sent to you separately. If you have elected to receive documents electronically, the annual report and accounts can be accessed on our website <https://www.elixirr.com/wp-content/uploads/2022/04/elixirr-annual-report-2021.pdf> or are available on request from the Company Secretary or our registrars.

### **Resolution 2: Declaration of final dividend**

A final dividend can only be paid after shareholders have approved it in general meeting. Shareholders are being asked to approve a final dividend of 4.1 pence per ordinary share in respect of the year ended 31 December 2021. If you approve the recommended final dividend, it will be paid on 12 August 2022 to shareholders on the Company's register of members at the close of business on the record date, which is 15 July 2022.

### **Resolutions 3 to 8: Re-election of directors**

The directors will put themselves forward for re-election at the annual general meeting. These resolutions seek your approval to re-elect these persons as directors of the Company.

Biographies of each director appear on pages 60 and 61 of the annual report.

The Board considers that each of the directors offering themselves for re-election continues to be effective and to demonstrate commitment to their role. The Board is content that each of its non-executive directors is independent in character and there are no relationships or circumstances which are likely to affect their character or judgment.

### **Resolution 9: Re-appointment of auditor**

Shareholders are required to appoint auditors at each general meeting at which accounts are presented. This resolution proposes the re-appointment of Crowe U.K. LLP as auditors of the Company until the conclusion of the next general meeting at which accounts are laid.

### **Resolution 10: Authority to agree auditor's remuneration**

This resolution gives authority to the directors, in accordance with standard practice, to agree the remuneration of the Company's auditor.

### **Resolution 11: Authority to allot shares**

This resolution grants the directors authority to allot shares in the capital of the Company and other relevant securities up to 15,395,493 Ordinary Shares, representing approximately one third of the issued ordinary share

capital of the Company as at 18 May 2022, being the latest practicable date before publication of this notice. In addition, in accordance with guidelines issued by the Investment Association, this resolution grants the directors authority to allot further equity securities up to 15,395,493 Ordinary Shares, representing approximately one third of the issued ordinary share capital of the Company as at 18 May 2022, being the latest practicable date before publication of this notice. This additional authority may be only applied to fully pre-emptive rights issues.

The directors do not have any present intention of exercising the authorities conferred by this resolution but they consider it desirable that the specified amount of share capital is available for issue so that they can more readily take advantage of possible opportunities.

Unless revoked, varied or extended, this authority will expire at the conclusion of the next annual general meeting of the Company.

#### **Resolution 12: Disapplication of pre-emption rights**

This special resolution grants the directors authority to allot securities of the Company up to a specified amount in connection with rights issues without having to obtain prior approval from the shareholders on each occasion and also to allot a certain number of securities for cash without first being required to offer such shares to existing shareholders.

The proposed disapplication of pre-emption rights will mean that the number of Ordinary Shares which may be issued for cash without first being required to offer such shares to existing shareholders will not exceed 4,618,600 Ordinary Shares, being approximately 10 per cent. of the issued ordinary share capital of the Company as at 18 May 2022.

The directors do not have any present intention of exercising the authorities conferred by this resolution but they consider it desirable that the authority is available so that they can more readily take advantage of possible opportunities.



## MEMBER NOTES:

### *Entitlement to attend and vote*

- (1) To be entitled to attend and vote at the meeting, and in order for the Company to determine how many votes they may cast at the meeting, members must be entered in the register of members of the Company at 9.30 a.m. on 9 June 2022 (or, if the meeting is adjourned, at 9.30 a.m. on the date which is two business days before the time of the adjourned meeting). Changes to the entries on 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.

### *Voting to be conducted on a poll*

- (2) Voting on all of the proposed resolutions at the meeting will be conducted on a poll rather than on a show of hands.

### *Voting by proxy*

- (3) A member may appoint another person as proxy to exercise all or any of his/her rights to vote and attend at the meeting. A proxy need not be a member of the Company.
- (4) You 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.
- (5) You may use the enclosed proxy form to appoint a proxy and give proxy instructions. If a proxy form is not enclosed please contact the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD. If you wish, you may register the appointment of your proxy electronically, by following the instructions in Note (7). Alternatively, CREST members may appoint a proxy or proxies through the CREST electronic proxy appointment service in accordance with paragraphs (9) to (12) of these Notes.
- (6) If you wish to appoint more than one proxy using the enclosed proxy form, you must complete and return a separate proxy form for each proxy. Photocopies of the enclosed proxy form may be used for that purpose or you may obtain copies from the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD. On each separate proxy form you must: (i) insert the proxy's full name and the number of shares in relation to which he/she is authorised to act as your proxy, ensuring that the aggregate number of shares entered on all such proxy forms does not exceed your full voting entitlement; and (ii) tick the box in each proxy form indicating that you are appointing more than one proxy. All proxy forms must be returned together and in accordance with the instructions in the proxy form. Please note that failure to comply with these requirements may invalidate your intended appointments.
- (7) To be effective, any proxy form or any other instrument appointing a proxy must be completed, signed and sent (together with any power of attorney or other authority under which an appointment is made or a duly certified copy) by post to the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, to be received not later than 9.30 a.m. on 9 June 2022 or, if the meeting is adjourned, not less than 48 hours (excluding any part of a day that is not a business day) before the time appointed for holding any adjourned meeting.

### *Electronic proxy appointment system*

- (8) As an alternative to completing the hard copy Form of Proxy, you can appoint a proxy electronically online at [www.sharegateway.co.uk](http://www.sharegateway.co.uk) and completing the authentication requirements as set out on the Form of Proxy. For an electronic proxy appointment to be valid, your appointment must be received by Neville Registrars Limited no later than 9.30 a.m. on 9 June 2022 or, if the meeting is adjourned,

not less than 48 hours (excluding any part of a day that is not a business day) before the time appointed for holding any adjourned meeting.

#### *Electronic proxy appointment via CREST*

- (9) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the annual general meeting and any adjournments thereof by utilising 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 providers(s), should refer to their CREST Sponsor or voting service provider(s), who will be able to take appropriate action on their behalf.
- (10) In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK and Ireland ("**EUI**")'s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by our agent Neville Registrars Limited (ID: 7RA11) by 9.30 a.m. on 9 June 2022 or, if the meeting is adjourned, not less than 48 hours (excluding any part of a day that is not a business day) before the time appointed for holding 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.
- (11) 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 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 is necessary to ensure that a message is transmitted by 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.
- (12) 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.

#### *Votes withheld*

- (13) A 'vote withheld' column is included on the proxy form and poll cards. A 'vote withheld' in respect of any resolution is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against it.

#### *Corporate representatives*

- (14) A member which is a corporation may appoint one or more persons to represent it at the annual general meeting and such persons may exercise, on that member's behalf, all of its powers as a member, provided that, in the case of the appointment of two or more persons, they do not exercise voting rights over the same shares.

#### *Electronic communications*

- (15) No electronic address set out in this notice, the enclosed proxy form or any other document relating to the meeting may be used for the purpose of sending information or documents to the Company, including documents or information relating to proceedings at the meeting.

- (16) Please note that any electronic communication received by the Company that is found to contain any virus or other malware will not be accepted.

*Inspection of documents*

- (17) Copies of the executive directors' service contracts with the Company and any of its subsidiary undertakings, and letters of appointment of the non-executive directors are available for inspection at the registered office of the Company during usual business hours on any weekday (Saturday, Sunday or public holidays excluded) from the date of this notice until the conclusion of the annual general meeting.

*Publication of results*

- (18) As soon as practicable after the meeting, the results of the voting at the meeting and the number of proxy votes cast for and against, and the number of votes withheld, in respect of each resolution will be announced via a Regulatory Information Service and also placed on [www.elixirr.com](http://www.elixirr.com).