

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 24 June 2025 (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

Notice of the annual general meeting (the "**Notice of AGM**") of Elixirr International plc is set out on pages 6 to 9 of this document.

Should there be any changes (including adjournment or postponement of the AGM), the Company will notify shareholders (the "**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 of directors (the "**Board**" or the "**Directors**") would ask that they ask the question in advance of the AGM by sending an email to investor-relations@elixirr.com by 19 June 2025. Please include your full name 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. Further, the Board will only be able to answer questions relating to the business of the meeting and may otherwise be prohibited by applicable law or regulation from answering certain questions.

You may appoint another person as proxy to exercise your rights to vote at and attend 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 11.00 a.m. on 20 June 2025 (or, if the meeting is adjourned, at 11.00 a.m. on the date which is two business days before the time of the adjourned meeting).

The annual report and accounts of the Company for the year ended 31 December 2024 are available to view and download electronically at <https://www.elixirr.com/investors/results/>.

PART 1
LETTER FROM THE NON-EXECUTIVE CHAIR 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 Chair)</i>
Stephen Newton	<i>(Chief Executive Officer)</i>
Graham Busby	<i>(Deputy Chief Executive Officer)</i>
Nicholas Willott	<i>(Chief Financial Officer and Company Secretary)</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

28 May 2025

Dear Shareholder,

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

1. Introduction

I am pleased to be writing to you with details of the 2025 annual general meeting ("**AGM**") of the Company, which will be held on 24 June 2025 at 11.00 a.m. at Lainston House, Woodman Lane, Sparsholt, Winchester SO21 2LT. The formal notice of AGM is set out in pages 6 to 9 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 (including your name 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.

2. Resolutions

Details of all resolutions (the "**Resolutions**") to be proposed at the AGM are included in the Explanatory Notes on pages 10 to 12 of this document.

Voting on each resolution will be put to a poll.

3. Step Up

As announced by the Company on 28 April 2025, the Board intends for the admission to trading of the Company's issued share capital (the "**Ordinary Shares**") on AIM to be cancelled (the "**Cancellation**") and for the Ordinary Shares to be admitted to listing in the equity shares (commercial companies) category ("**ESCC**") of the Official List of the Financial Conduct Authority (the "**Official List**") and to trading on the

London Stock Exchange's main market for listed securities (the "**Main Market**") ("**Admission**" and, together with the Cancellation, the "**Step Up**").

Further details concerning and the rationale for the Step Up will be set out in the prospectus.

In connection with, subject to and with effect from, Admission the Company is seeking approval from its Shareholders to adopt new articles of association (the "**New Articles**"). The New Articles will, amongst other things, permit the Company to satisfy certain eligibility requirements set out in the UK Listing Rules.

The Company has obtained a waiver from AIM from the requirement to obtain Shareholder approval for the Cancellation following a derogation request under AIM Rule 41. The rationale for this waiver is that, following the Step Up, the Ordinary Shares will be admitted to trading on a UK regulated market, enabling Shareholders to continue to trade their securities.

Shareholders should note, however, that although the Step Up itself does not require the approval of Shareholders, the Step Up shall not take place unless Shareholders approve the adoption of the New Articles at the AGM.

4. **New Articles**

The Board proposes that the Company, conditional upon Admission, adopt the New Articles to reflect changes required to ensure compliance with the UK Listing Rules of the Financial Conduct Authority (the "**UK Listing Rules**") and to make certain other minor amendments. A summary of the proposed principal changes contained in the New Articles is set out in Part 2 of this document. A copy of the proposed New Articles (together with a copy marked up to show the changes from the existing articles of association (the "**Existing Articles**")) will be available on the Company's website at www.elixirr.com from the date of this document.

A copy of the proposed New Articles (together with a copy marked up to show the changes from the Existing Articles) will also be available for inspection (on request to Nicholas Willott at investor-relations@elixirr.com) during normal business hours (excluding Saturday, Sundays and public holidays) at the Company's head office from the date of this document until the close of the AGM and at the AGM (from at least 15 minutes prior to the start of the meeting up until close of the meeting).

The resolution to adopt the New Articles is proposed as a special resolution and is set out in Resolution 15 in the Notice of AGM.

5. **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 11.00 a.m. on 20 June 2025 (or, if the meeting is adjourned, at 11.00 a.m. on the date which is two business days before the time of the adjourned meeting).

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 13 to 14 of this document and in the accompanying proxy form.

6. 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 29.7 per cent. of the issued ordinary share capital of the Company as at the date of this document.

7. Results

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

Yours faithfully,

Gavin Patterson
Independent Non-Executive Chair
Elixir International plc

PART 2

SUMMARY OF THE PROPOSED CHANGES TO THE EXISTING ARTICLES

The New Articles contain the following principal changes in order to be suitable for a company whose shares are listed in the ESCC and to trading on the Main Market and to ensure compliance with the UK Listing Rules.

The New Articles:

- at Article 14, set out the rights attaching to the redeemable preference shares (the "**Redeemable Preference Shares**"). The Redeemable Preference Shares were issued to ensure that the Company complied with the authorised minimum of nominal value of its share capital (as required by section 763(1) of the Companies Act 2006) in connection with the re-registration of the Company as a public limited company in preparation for the AIM IPO. The Redeemable Preference Shares are currently held by the Elixirr Employee Benefit Trust and the Directors expect this to continue for the foreseeable future. The Directors have taken the opportunity created by the need to adopt New Articles to include these rights in the New Articles for completeness;
- at Article 88, provide the basis on which the election or re-election of independent Directors will be put to such a dual vote mechanism under the UK Listing Rules, which require companies that have a controlling shareholder or shareholders (that is, they exercise or control in concert more than 30 per cent. of the voting rights of the Company) to put the election or re-election of independent Directors to a dual vote of: (i) the shareholders as a whole; and (ii) the independent shareholders, being any person entitled to vote on the election of Directors who is not a controlling shareholder of the Company. Under the UK Listing Rules, if a resolution to elect or re-elect an independent Director is not approved by a majority vote of both the Shareholders as a whole and the independent Shareholders at the AGM, a further resolution may be put forward to be approved by the Shareholders as a whole at a meeting which must be held more than 90 days after but within 120 days of the first vote.
- at Article 113.2, amend the restrictions on the borrowings of the Company and its corporate group (together, the "**Group**") such that, unless otherwise approved by an ordinary resolution of Shareholders, the aggregate amount at any one time borrowed by the Group shall not exceed, the greater of, £60 million (previously £10 million) and an amount equal to three times the Adjusted Capital and Reserves (as defined in the New Articles). This increased limit is to: (i) give the Directors greater flexibility in respect of financing options for the Group going forwards, particularly with regard to strategic acquisition opportunities; and (ii) reflect the growth of the size of the Group since the AIM IPO; and
- contain other minor amendments, including those required to ensure compliance with the UK Listing Rules and the UK Code, and other tidy up changes.

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 Lainston House, Woodman Lane, Sparsholt, Winchester SO21 2LT at 11.00 a.m. on 24 June 2025 for the purposes of considering and voting on the resolutions set out below. Resolutions 1 to 12 will be proposed as ordinary resolutions and Resolutions 13 to 15 as special resolutions.

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 2024 together with the reports of the Directors and auditors on those accounts.

2. Declaration of final dividend

To declare a final dividend of 11.5 pence per ordinary share for the year ended 31 December 2024 as recommended by the Directors payable on 20 August 2025 to Shareholders who are on the register of members of the Company on 25 July 2025.

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

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

6. Election of Director

To elect Nicholas Willott 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 £803.12 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (b) below in excess of £803.12); and further,
- (b) to allot equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount of £803.12 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (a) above) in connection with a fully pre-emptive offer:
 - (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 2026 (or, if earlier, and the date falling 15 months after the date of the passing of this resolution), 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.

12. Share Plans

THAT:

- (a) the option dilution limit resolution passed by the Shareholders at the 2021 Annual General Meeting be amended so that, in calculating the option dilution limit set out in that resolution in respect of each of the Company's share option schemes (being its Share Option Scheme (previously named the EMI Option Plan), its CSOP Option

Scheme, its Employee Share Purchase Plan and its Restricted Share Plan) and any other share incentive arrangement operated by the Company (the "**Share Plans**"), (i) any awards which the Company has determined are likely to be satisfied by the transfer of existing Ordinary Shares (other than Ordinary Shares held in treasury) and (ii) any awards which the Company has determined are unlikely to vest given the conditions attaching to them, will not count towards the 30 per cent. limit of the Company's ordinary share capital; and

- (b) this resolution be approved and adopted and the Directors be authorised to do all other acts and things which they may consider necessary or expedient to carry the same into effect.

SPECIAL RESOLUTIONS

13. General disapplication of pre-emption rights

THAT, if Resolution 11 is passed, the Board be authorised to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:

- (a) the allotment of equity securities in connection with an offer of equity securities:
 - (i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to people who are 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,

except that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory, or practical problems in, or under the laws of, any territory or any other matter;

- (b) the allotment of equity securities (otherwise than pursuant to paragraph (a) above) or sale of treasury shares up to a nominal amount of £240.94,
- (c) when any allotment of equity securities is or has been made pursuant to paragraph (b) above, the allotment of additional equity securities up to an aggregate nominal amount equal to 20 per cent. of the nominal amount of that paragraph (b) allotment, provided that any allotment pursuant to this paragraph (c) is for the purposes of making a follow-on offer determined by the Directors to be of a kind contemplated by paragraph 3 of section 2B of the Statement of Principles on Disapplying Pre-Emption Rights (the "**Statement of Principles**") most recently published by the Pre-Emption Group prior to the date of the notice of the meeting,

such authority to expire at the conclusion of the annual general meeting of the Company to be held in 2026 (or, if earlier, and the date falling 15 months after the date of the passing of this resolution) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

14. Additional disapplication of pre-emption rights

THAT, if Resolution 11 is passed, the Board be authorised in addition to any authority granted under Resolution 13, to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £240.94, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles prior to the date of this notice; and
- (b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) 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 prior to the date of this notice,

such authority to expire at the conclusion of the annual general meeting of the Company to be held in 2026 (or, if earlier, and the date falling 15 months after the date of the passing of this resolution) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

15. Adoption of new articles of association

THAT, conditional upon (and with effect from) the admission of the Company's issued share capital to listing in the equity shares (commercial companies) category of the Official List of the Financial Conduct Authority and to trading on the London Stock Exchange's main market for listed securities, the draft articles of association produced to the meeting and initialled for the purposes of identification by the chairman of the meeting be and they are adopted by the Company in substitution for, and to the exclusion of, its existing articles of association.

By Order of the Board

Nicholas Willott
Company Secretary
28 May 2025

Registered office: 12 Helmet Row, London EC1V 3QJ

EXPLANATORY NOTES

Resolutions 1 to 12 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.

Resolutions 13 to 15 are proposed as special resolutions, which means that, for each of those resolutions to be passed, at least 75 per cent. of the votes cast must be in favour of the resolution.

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 accompanies this Notice. If you have elected to receive documents electronically, the annual report and accounts can be accessed on our website <https://www.elixirr.com/investors/results/> 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 11.5 pence per ordinary share in respect of the year ended 31 December 2024. If you approve the recommended final dividend, it will be paid on 20 August 2025 to Shareholders on the Company's register of members at the close of business on the record date, which is 25 July 2025.

Resolutions 3 to 8: Election or re-election of Directors

Each of the Directors (other than Nicholas Willott) 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. By virtue of his appointment as a Director on 1 January 2025, Nicholas Willott will put himself forward for election at the annual general meeting.

Biographies of each Director appear on pages 53 to 56 of the annual report.

The Board considers that each of the Directors offering themselves for election or re-election (as applicable) 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 16,062,472 Ordinary Shares, representing approximately one third of the issued ordinary share capital of the Company as at 27 May 2025, 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 16,062,472 Ordinary Shares, representing approximately one third of the issued ordinary share capital of the Company as at 27 May 2025, 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 authorised for issue by Shareholders but unissued 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 or, if earlier, the date falling 15 months following the passing of the resolution.

Resolution 12: Share Plans

Resolution 12 relates to the Company's Share Plans.

In 2021, the Shareholders gave authority to increase the maximum number of Ordinary Shares in respect of which options may be granted under the Share Plans and any other share incentive arrangement to 30 per cent. of the Company's issued ordinary share capital in any ten year period.

Options or other rights to acquire Ordinary Shares which lapse or have been released or were granted prior to the AIM IPO and options which are satisfied with existing Ordinary Shares purchased by the trustees of the Elixir Employee Benefit Trust do not count towards the limit. The Company would like to now also provide that any awards which the Company has determined are likely to be satisfied by the transfer of existing Ordinary Shares (other than Ordinary Shares held in treasury) and any options which the Company has determined are unlikely to vest given the conditions attaching to them should also not count towards the limit given that they will not dilute shareholders.

The Company considers that it might be necessary to grant awards under this Resolution 12 to incentivise Partners, employees and the management of acquired companies in a way that is fully aligned with the external Shareholders.

Resolutions 13 and 14: Disapplication of pre-emption rights (special resolutions)

If the Company allots new equity securities or sells treasury shares for cash (other than in connection with an employee share scheme), it is required by the Act to first offer the securities to existing Shareholders in proportion to their existing holdings (known as pre-emption), but the Board may seek Shareholder approval to disapply pre-emption or issue equity securities on a non-pre-emptive basis. Resolutions 13 and 14 are proposed for that purpose.

Resolutions 13 and 14, which are proposed as special resolutions, reflect the revised recommendations in the Statement of Principles, which provided that, subject to certain conditions, non-pre-emptive issuances could increase from 10 per cent. to 20 per cent. of a company's issued share capital. The Board considers that this gives the Company additional flexibility to enable allotments to finance business opportunities.

Accordingly, as further described below, Resolution 13 provides for the disapplication of pre-emption rights on 10 per cent. of the Company's ordinary share capital on an unrestricted basis and Resolution 14 provides

for the disapplication of pre-emption rights on a further 10 per cent. of the Company's ordinary share capital for the purposes of financing or refinancing an acquisition or capital investment.

Resolution 13 authorises the Directors to allot equity securities for cash, pursuant to the authorities given by Resolution 11, other than on a strictly pro rata basis (for example, in a placing of shares, by way of rights or pursuant to an open offer) when they consider that it is expedient to do so and allows them to issue shares and/or securities with a nominal value of up to £240.94, (representing approximately 10 per cent. of the issued ordinary share capital of the Company as at 27 May 2025, being the last practicable date before the date of the notice of meeting) other than on a fully pre-emptive basis.

In line with the Statement of Principles, Resolution 14 authorises the Directors to allot equity securities for cash, pursuant to the authority given by Resolution 11, up to an additional nominal amount of £240.94, (representing approximately 10 per cent. of the issued ordinary share capital of the Company as at 27 May 2025, being the last practicable date before the date of the notice of meeting), this authority to be used only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding 12-month period and is disclosed in the announcement of the issue.

Further, in line with the Statement of Principles both Resolutions 13 and 14 authorise the Directors to allot equity securities for cash, pursuant to the authority given by Resolution 11, up to an additional nominal amount of £48.19, (representing approximately 2 per cent. of the issued ordinary share capital of the Company as at 27 May 2025, being the last practicable date before the date of the notice of meeting) or the purposes of a follow-on offer determined by the Directors to be of a kind contemplated by paragraph 3 of section 2B of the Statement of Principles.

While the Directors have no present intention of exercising the authority given by these resolutions, the Directors consider that it is appropriate for them to seek the additional flexibility that this authority provides. In the event that the Directors wish to utilise the follow-on authority outlined above, the Directors confirm that they will follow the shareholder protections in section 2B and the expected features of a follow-on offer in paragraph 3 of section 2B of the Statement of Principles.

Unless revoked, varied or extended, this authority will expire at the conclusion of the next annual general meeting of the Company or, if earlier, the date falling 15 months following the passing of the resolution.

Resolution 15: Adoption of new articles of association (special resolution)

Resolution 15 proposes the adoption of the New Articles in place of the Existing Articles conditional upon (and with effect from) Admission. The changes being introduced in the New Articles are summarised in Part 2 of this document and are primarily to ensure compliance with the UK Listing Rules and make other minor amendments.

A copy of the New Articles (together with a copy marked up to show the changes from the Existing Articles) will be available for inspection (on request to Nicholas Willott at investor-relations@elixirr.com) during normal business hours (excluding Saturday, Sundays and public holidays) at the Company's head office from the date of this document until close of the AGM and at the AGM (from at least 15 minutes prior to the start of the meeting up until close of the meeting).

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 11.00 a.m. on 20 June 2025 (or, if the meeting is adjourned, at 11.00 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 (8). 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 11.00 a.m. on 20 June 2025 (or, if the meeting is adjourned, at 11.00 a.m. on the date which is two business days before the time of the 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 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 11.00 a.m. on 20 June 2025 (or, if the meeting

is adjourned, at 11.00 a.m. on the date which is two business days before the time of the 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). 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 the specifications of Euroclear UK and International ("**EUI**") 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 11.00 a.m. on 20 June 2025 (or, if the meeting is adjourned, at 11.00 a.m. on the date which is two business days before the time of 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.

Voting rights in issue

- (15) As at 27 May 2025, being the latest practicable date prior to the publication of this document, the Company's issued voting share capital comprised 48,187,415 ordinary shares of 0.005p nominal value each. Each ordinary share carries the right to one vote at a general meeting of the Company. No ordinary shares were held in treasury and accordingly the total number of voting rights in the Company as at 27 May 2025 is 48,187,415.

Electronic communications

- (16) 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.
- (17) 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

- (18) The following documents 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:
 - (a) 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; and
 - (b) A copy of the proposed New Articles, and a copy of the Existing Articles marked to show the changes being proposed in resolution 15.

Publication of results

- (19) 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.