



# OBERON INVESTMENTS GROUP PLC

*(incorporated and registered in England and Wales with no. 10712201)*

## NOTICE OF ANNUAL GENERAL MEETING

TO BE HELD AT 11.00 a.m. ON 22 SEPTEMBER 2021

at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG

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

If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who is authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your ordinary shares in Oberon Investments Group PLC (**Company**), please forward this document (but not the personalised form of proxy) for use in relation to the Annual General Meeting of the Company, 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 some of your ordinary shares in the Company, you should consult with the stockbroker, bank or other agent through whom the sale or transfer was effected.

A notice containing the resolutions to be voted on at the Company's Annual General Meeting (**AGM**) to be held at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG at 11.00 a.m. on 22 September 2021 is set out on page 4 onwards of this document.

The enclosed form of proxy for use at the AGM should be completed and returned to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR or by e-mail to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com), by no later than 11.00 a.m. on 20 September 2021.

# LETTER FROM THE CHAIRMAN

## OBERON INVESTMENTS GROUP PLC

(incorporated and registered in England and Wales with no. 10712201)

<i>Directors:</i> The Hon Robert Hanson, Non-executive Chairman Simon McGivern, Chief Executive Officer The Hon Alex Hambro, Non-Executive Director John Beaumont, Finance Director	<i>Registered Office:</i> Nightingale House, 65 Curzon Street, London, England, W1J 8PE
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26 August 2021

To: the holders of ordinary shares in Oberon Investments Group plc (**Shareholders**) and for information to the holders of options and warrants

Dear Shareholder

### Notice of Annual General Meeting

I am writing to you with details of the Annual General Meeting (**AGM**) of the Company which we are holding at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG at 11.00 a.m. on 22 September 2021. The formal Notice of AGM is set out at the end of this document.

### Proxy voting

A form of proxy for use in connection with the AGM is enclosed. You are requested to complete, sign and return the form of proxy in accordance with the instructions printed on it, to the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR or by e-mail to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com) as soon as possible. The form of Proxy must be received by 20 September 2021 at 11.00 a.m., being 48 hours before the AGM (excluding any day or part of a day that is not a working day). If you hold your shares in the Company through CREST you may use the electronic proxy appointment service.

### Resolutions

Resolutions 1 to 8 (inclusive) will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, at least fifty percent of the votes cast must be in favour of the resolutions.

Resolution 1 relates to the receipt of the Directors' and Auditors' Reports for the financial year ended 31 March 2021.

Resolution 2 is to approve the Directors' Remuneration Report.

Resolutions 3 relates to the reappointment of Haysmacintyre LLP as auditors and authorises the Directors to fix their remuneration.

Resolutions 4, 5, 6 and 7 relate to the reappointment of the Directors, all of whom were appointed by the board since the last annual general meeting.

Resolution 8 enables the directors to allot relevant securities (including new ordinary shares). The maximum nominal amount of securities which the Board will have authority to allot pursuant to this resolution is £1,374,148. This amount is in line with the Investment Association's Share Capital Management Guidelines which recommend that the directors' authority to allot share capital be limited to a sum equal to two-thirds of the issued ordinary share capital provided that half that amount (representing one-third of the Company's issued ordinary share capital) can only be allotted other than

pursuant to a rights issue. This authority will expire on the earlier of 15 months after the passing of the resolution or on the conclusion of the Annual General Meeting of the Company to be held in 2022.

Resolution 9 is proposed as a special resolution. This means that for this resolution to be passed, seventy five per cent or more of the votes cast must be in favour of the resolution. Resolution 9 is to authorise the directors to allot securities for cash subject to statutory pre-emption rights in favour of shareholders and to dis-apply statutory pre-emption rights on the allotment of a limited number of equity securities (including new ordinary shares). This authority will permit the directors to allot (i) shares up to approximately two-thirds of the Company's issued ordinary share capital on an offer to existing shareholders on a pre-emptive basis; and (ii) shares up to a maximum nominal amount of £309,183, such amount equating to 15 per cent. of the aggregate nominal value of the issued ordinary share capital of the Company at the date of this notice.

### **Action to be taken**

Shareholders will find enclosed with this document a form of proxy for use at the AGM. You are requested to complete, sign and return the form of proxy to the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR or by e-mail to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com) as soon as possible but, in any event so as to arrive by no later than 48 hours (excluding any day or part of a day that is not a working day) before the time and date of the meeting. The completion and return of a form of proxy will not preclude you from attending the meeting and voting in person should you wish to do so.

If you would like to vote on the proposed resolutions, you may appoint a proxy in one of the following ways:

- Via the CREST electronic proxy appointment service (for CREST members); or
- By completing the enclosed form of proxy and returning it to our registrars Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR or by e-mail to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com), as soon as possible. The form of Proxy must be received by 20 September 2021 at 11.00 a.m., being 48 hours before the AGM (excluding any day or part of a day that is not a working day).

### **Overseas Shareholders**

It is the responsibility of any person receiving a copy of this document outside of the United Kingdom to satisfy himself/herself as to the full observance of the laws and regulatory requirements of the relevant territory in connection therewith, including obtaining any governmental or other consents which may be required or observing any other formalities required to be observed in such territory and paying any other issue, transfer or other taxes due in such territory. Persons (including, without limitation, nominees and trustees) receiving this document should not send it into any jurisdiction when to do so would, or might, contravene local securities laws or regulations.

### **Recommendation**

**The Directors consider the resolutions to be proposed at the Annual General Meeting to be in the best interests of the Company and its Shareholders as a whole and accordingly unanimously recommend that Shareholders vote in favour of those resolutions.**

Yours faithfully

The Hon Robert Hanson  
Non-executive Chairman

## **NOTICE OF ANNUAL GENERAL MEETING**

### **OBERON INVESTMENTS GROUP PLC** (Company Number 10712201) (Company)

Notice is given that the annual general meeting of the members of the Company will be held at 11.00 a.m. on 22 September 2021 at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG for the purpose of considering and, if thought fit, to transact the following business. Resolutions 1 to 8 will be proposed as ordinary resolutions and resolution 9 will be proposed as a special resolution:

#### **Ordinary resolutions**

1. To receive the financial statements for the 12 month period ended 31 March 2021 and the reports of the directors and the independent auditors as set out in the annual report and accounts.
2. To approve the Remuneration Report for the year ended 31 March 2021.
3. To re-appoint Haysmacintyre LLP as independent auditors in accordance with section 489 Companies Act 2006 and to authorise the directors to fix their remuneration.
4. To reappoint The Hon Robert William Hanson as a director, who is retiring having been appointed by the directors since the last annual general meeting, and who being eligible offers himself for election.
5. To reappoint Simon Philip McGivern as a director, who is retiring having been appointed by the directors since the last annual general meeting, and who being eligible offers himself for election.
6. To reappoint The Hon Alexander Robert Hambro as a director, who is retiring having been appointed by the directors since the last annual general meeting, and who being eligible offers himself for election.
7. To reappoint John Geoffrey Beaumont as a director, who is retiring having been appointed by the directors since the last annual general meeting, and who being eligible offers himself for election.
8. That:
  - 8.1 the Directors be generally and unconditionally authorised to allot Relevant Securities (as defined below):
    - 8.1.1 (subject to such exclusions or other arrangements as the board of directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in, or under, the laws of any territory or the requirements of any regulatory body or stock exchange) comprising equity securities (as defined by section 560 Companies Act 2006) up to an aggregate nominal amount of £1,374,148 (such amount to be reduced by the nominal amount of any Relevant Securities allotted under paragraph 8.1.2 below) in connection with an offer by way of a rights issue:
      - 8.1.1.1 to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

- 8.1.1.2 to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary; and
- 8.1.2 in any other case, up to an aggregate nominal amount of £687,074 (such amount to be reduced by the nominal amount of any equity securities allotted under the authority in paragraph 8.1.1 above);
- 8.2 this authority will, unless renewed, varied or revoked by the Company, expire on the earlier to occur of 15 months from the passing of this resolution and the conclusion of the Company's annual general meeting to be held in 2022, but the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired;
- 8.3 this resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot Relevant Securities, but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities;
- 8.4 in this resolution, **Relevant Securities** means:
  - 8.4.1 shares in the Company other than shares allotted pursuant to:
    - 8.4.1.1 an employee share scheme (as defined by section 1166 Companies Act 2006);
    - 8.4.1.2 a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
    - 8.4.1.3 a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security; and
  - 8.4.2 any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme. References to the allotment of Relevant Securities in this resolution include the grant of such rights.

### Special resolution

- 9. That, subject to the passing of resolution 8:
  - 9.1 the Directors be given the general power to allot equity securities (as defined by section 560 Companies Act 2006) for cash, either pursuant to the authority conferred by resolution 8 or by way of a sale of treasury shares, as if section 561(1) Companies Act 2006 did not apply to any such allotment. This power is limited to:
    - 9.1.1 the allotment of equity securities in connection with an offer by way of a rights issue:
      - 9.1.1.1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
      - 9.1.1.2 to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary; and
    - 9.1.2 the allotment (otherwise than pursuant to paragraph 9.1.1) of equity securities or sale of treasury shares up to an aggregate nominal amount of £309,183;
  - 9.2 the Directors may, for the purposes of paragraph 9.1, impose any limits or restrictions and make any arrangements which they consider necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or

under the laws of any territory or the requirements of any regulatory body or stock exchange;

- 9.3 the power granted by this resolution will expire on the earlier to occur of 15 months from the passing of this resolution and the conclusion of the Company's annual general meeting to be held in 2022 (unless renewed, varied or revoked by the Company prior to or on such date) except that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement notwithstanding that the power conferred by this resolution has expired; and
- 9.4 this resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) Companies Act 2006 did not apply but without prejudice to any allotment of equity securities already made, offered or agreed to be made pursuant to such authorities.

By order of the board

John Beaumont  
Company secretary  
26 August 2021

## EXPLANATORY NOTES TO THE NOTICE OF GENERAL MEETING:

### *Appointment of proxies*

1. In order to have the right to appoint a proxy to exercise voting rights at the General Meeting, a person must be entered on the register of members of the Company at 11.00 a.m. 20 September 2021, or, in the event of any adjournment, in the register of members 48 hours (excluding non-business days) before the date of any adjourned meeting. Changes to entries on the register of members after this time will be disregarded in determining the rights of any person to appoint a proxy to exercise such rights.
2. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR or by emailing [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com). If you fail to specify the number of shares to which each proxy relates or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
3. If you do not indicate to your proxy how to vote on any resolution, 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. 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 a resolution.

### *Appointment of a proxy using the hard copy proxy form*

4. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
5. To appoint a proxy using the proxy form, it must be
  - (a) completed and signed;
  - (b) sent or delivered to the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR or the completed proxy form can be scanned and emailed to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com); and
  - (c) received by the Company's registrars no later than 11.00 a.m. on 20 September 2021.
6. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
7. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
8. The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001 (SI 2001/3755), specifies that only those ordinary shareholders registered in the register of members of the Company by 11.00 a.m. on 20 September 2021 or, if the meeting is adjourned, in the register of members 48 hours (excluding non-business days) before the date of any adjourned meeting will be entitled to attend or vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

### *Appointment of proxies through 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 meeting and any adjournment(s) by using the procedures described in the CREST Manual. 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.
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 & Ireland Limited's (EUI) 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 the issuer's agent (ID: 7RA36) by 11.00 a.m. on 20 September 2021. 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 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.
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 (SI 2001/3755).

#### *Appointment of proxy by joint members*

13. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

#### *Changing proxy instructions*

14. To change your proxy instructions simply submit a new proxy appointment using the methods set out in paragraphs 5 or 10 above. Note that the cut off time for receipt of proxy appointments specified in those paragraphs also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
15. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company's registrar as indicated in paragraph 2 above.
16. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

#### *Termination of proxy appointments*

17. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrar as indicated in paragraph 2 above. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
18. The revocation notice must be received by the Company no later than 11.00 a.m. on 20 September 2021.
19. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 20 below, your proxy appointment will remain valid.
20. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

#### *Corporate representatives*

21. A corporation, which is a member, can appoint one or more corporate representatives, who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

#### *Issued shares and total voting rights*

22. As at 6.00 p.m. on 25 August 2021 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital comprised 412,244,485 ordinary shares of £0.005 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00 p.m. on 25 August 2021 is 412,244,485.

*Communication*

23. You may not use any electronic address provided either in this notice of meeting or any related documents (including the document within which this notice of meeting is incorporated and the proxy form) to communicate with the Company for any purposes other than those expressly stated.