

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or, if not, another appropriately independent professional adviser, without delay.**

If you have recently sold or transferred all of your ordinary shares of £0.01 each ("**Ordinary Shares**") in Spiritus Mundi plc (the "**Company**"), please forward this document, together with the accompanying documents, as soon as possible either 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 the transferee. If you have sold or transferred only part of your holding of Ordinary Shares, you should retain this document, and consult the person through whom the sale or transfer was effect.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore person whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

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## **SPIRITUS MUNDI PLC**

Incorporated in England and Wales under the Companies Act 2006 with registered number 13364657



## **NOTICE OF ANNUAL GENERAL MEETING**

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This document should be read as a whole. Your attention is drawn to the Letter from the Chairman of the Company, which includes the recommendation of the Directors of the Company that you vote in favour of all of the resolutions to be proposed (the "**Resolutions**") at the Annual General Meeting of the Company (the "**AGM**").

**The AGM is being convened to be held at the offices of Hill Dickinson LLP, 8th Floor, The Broadgate Tower, 20 Primrose Street, London, England EC2A 2EW at 9 a.m. GMT on 18 January 2023, notice of which is set out at the end of this document (the "Notice of AGM").**

A copy of this document is available on the website of the Company at <https://www.spiritusmundiplc.com/>.

Shareholders of the Company ("**Shareholders**") are encouraged to complete and return the enclosed form of proxy (the "**Form of Proxy**") to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD as soon as possible, but in any event so as to arrive no later than 9 a.m. GMT on 16 January 2023.

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so at the AGM and any adjournment thereof by utilising the procedures described in the CREST Manual. For further details, please see the notes to the Notice of AGM set out at the end of this document.

For full details on proxy appointments, see the notes to the Notice of AGM set out at the end of this document and in the accompanying Form of Proxy.

A summary of the action to be taken by Shareholders is set out on in the Letter from the Chairman. Please complete and return the enclosed Form of Proxy as soon as possible and in any event so as to arrive by not later than 9 a.m. GMT on 16 January 2023.

## LETTER FROM THE CHAIRMAN OF THE COMPANY

# SPIRITUS MUNDI PLC

Incorporated in England and Wales under the Companies Act 2006 with registered number 13364657

*Directors:*

Zaccheus Chin Leng Peh (*Non-Executive Chairman*)  
Fatt Heng Wong (*Non-Executive*)  
Dr Winson Simon Ng (*Non-Executive*)  
Rachel Stella Jane Maguire (*Non-Executive*)  
Wesley Gordon Lawrence (*Non-Executive*)

*Registered Office:*

Hill Dickinson LLP  
8th Floor  
The Broadgate Tower, 20 Primrose Street  
London, England  
EC2A 2EW

12 December 2022

*To the Shareholders (and, for information purposes only, to the holders of warrants to subscribe for Ordinary Shares issued by the Company)*

Dear Shareholder

### NOTICE OF ANNUAL GENERAL MEETING

#### Introduction

As Chairman of the Company, I am pleased to enclose details regarding, and notice of, the Annual General Meeting of the Company to be held at the offices of Hill Dickinson LLP, 8<sup>th</sup> Floor, The Broadgate Tower, 20 Primrose Street, London, England, EC2A 2EW, at 9 a.m. GMT on 18 January 2023 (the “AGM”).

Shareholders should read the contents of this document carefully and in conjunction with the annual accounts and reports of the Company for the financial year ended 30 September 2022 (including the Directors’ and the auditor’s reports thereon) (the “**Annual Report & Accounts**”) enclosed with this document.

Over the following pages you will find the Notice of AGM, together with notes explaining the business to be considered on the day. A Form of Proxy is also enclosed.

Although shareholders are entitled to attend the AGM in person, we strongly encourage all our shareholders to vote on the Resolutions by completing and returning the enclosed Form of Proxy before the deadline of 9 a.m. GMT on 16 January 2023. Shareholders can vote by proxy in the following ways:

Shareholders shall vote by proxy at the AGM. This can be done in any of the following ways:

- by completing the attached Form of Proxy and sending or delivering it to the Company’s registrars, Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD;
- by appointing a proxy electronically with Neville Registrars Limited at [www.sharegateway.co.uk](http://www.sharegateway.co.uk) by completing the authentication requirements including the personal proxy registration code as shown on the Form of Proxy; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service;

in each case in accordance with the procedures set out in the notes to the Notice of AGM at the end of this document.

To be valid, the proxy appointment must be received in accordance with the notes to the Notice of AGM at the end of this document by not later than 9 a.m. GMT on 16 January 2023.

The AGM will also be streamed live via Microsoft Teams. Shareholders who wish to watch the live stream should email the Company ([info@spiritusmundiplc.com](mailto:info@spiritusmundiplc.com)) by not later than 9 a.m. GMT on 16 January 2023 to request a link. Shareholders accessing the live stream will be able to view the AGM, but not be able to speak, ask questions or vote.

#### Resolutions to be proposed at the AGM

Turning then to the Resolutions to be proposed at the AGM on 18 January 2023, there are 10 resolutions as follows:

- **Resolution 1 – receipt and adoption of the Annual Reports & Accounts**

The Companies Act 2006 (the “**Companies Act**”) requires the directors of a public company to lay its annual accounts and reports before the company at the AGM. Resolution 1 will therefore be proposed at the AGM, as an ordinary resolution, to receive and adopt the Annual Report & Accounts.

- **Resolutions 2 and 3 – re-appointment of MHA Haysmacintyre LLP as auditor and auditor’s remuneration**

Resolutions 2 and 3 are being proposed, as separate ordinary resolutions, to obtain shareholder approval for the re-appointment of MHA Haysmacintyre LLP as the Company’s auditor and to authorise the Directors to determine the auditor’s remuneration.

- **Resolutions 4, 5, 6, 7 and 8 – re-election of Zaccheus Peh, Wong Fatt Heng, Simon Winson Ng, Rachel Maguire and Wesley Lawrence as Directors**

Under their letters of appointment, all Directors are required to retire at the first AGM of the Company. Being eligible and wishing to continue serving, each of the Directors offers themselves for re-election as Directors of the Company. Resolutions 4, 5, 6, 7 and 8 are therefore being proposed, as separate ordinary resolutions, to obtain shareholder approval to such re-elections.

- **Resolutions 9 – to give general authority to the Directors to allot shares**

This resolution seeks to renew the existing authority under section 551 of the Companies Act which would otherwise expire at the AGM, to give the Board authority to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate maximum nominal amount of £2,500,000. The authority conferred by Resolution 9 will expire at the earlier of (i) the conclusion of the next Annual General Meeting of the Company following the date of passing of this resolution and (ii) on the date falling 15 months from the date of the passing of this resolution.

- **Resolution 10 – to give power to the Directors to disapply pre-emption rights when allotting shares for cash**

This resolution is being proposed in order to renew the power of the Directors to allot equity securities for the purposes stated in Resolutions 9 for cash as if pre-emption rights (both statutory and as may be contained in the Company’s articles of association) did not apply, including in relation to any offering to Shareholders by way of rights to include any exclusions or other arrangements in connection with any issue of equity securities offered (by way of rights issue, open offer or otherwise) to existing holders of Ordinary Shares in proportion, as nearly as may be) to their existing holdings of such ordinary shares, as the Directors deem necessary to deal with equity securities representing fractional entitlements, with legal or practical problems in the laws of any territory or with the requirements of any regulatory body.

The authority conferred by Resolution 10 will expire at the earlier of (i) the conclusion of the next Annual General Meeting of the Company following the date of passing of this resolution and (ii) on the date falling 15 months from the date of the passing of this resolution.

### **Requisite majority for Resolutions to be passed**

Each of Resolutions 1 to 9 (inclusive) is being proposed as an ordinary resolution and requires approval by a simple majority of those votes cast at the AGM for the Resolutions to be passed. Resolution 10 is being proposed as a special resolution and requires approval by a 75% majority of those votes cast at the AGM for the Resolution to be passed.

### **Action to be taken**

Shareholders will find a Form of Proxy enclosed with this document for use at the AGM. The Form of Proxy should be completed and signed in accordance with the instructions thereon and returned to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD as soon as possible, but in any event so as to arrive no later than 9 a.m. GMT on 16 January 2023.

As an alternative to completing the hard copy Form of Proxy, Shareholders can appoint a proxy electronically with Neville Registrars Limited at [www.sharegateway.co.uk](http://www.sharegateway.co.uk) by completing the authentication requirements including the personal proxy registration code as shown on the Form of Proxy. For an electronic proxy appointment to be valid, the appointment must be received by Neville Registrars Limited no later than 9 a.m. GMT on 16 January 2023.

If Shareholders hold Ordinary Shares in CREST, in order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated

in accordance with Euroclear UK & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 7RA11) by 9 a.m. GMT on 16 January 2023. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST application host ("**CREST Application Host**")) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

A telephone helpline is available for Shareholders. If you have any questions about the AGM or how to complete a Form of Proxy, please call Neville Registrars Limited on +44 (0) 121 585 1131. Calls are charged at your network provider's standard rate, may be included within your inclusive call allowance, but may vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9:00 a.m. – 5:00 p.m. GMT, Monday to Friday, excluding public holidays in England and Wales. Please note that Neville Registrars cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

### **Recommendation**

The Directors of the Company consider that all the proposals to be considered at the AGM are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company. The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

Yours faithfully,

**Zaccheus Peh**

Non-Executive Chairman

# SPIRITUS MUNDI PLC

Incorporated in England and Wales under the Companies Act 2006 with registered number 13364657

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (**Meeting**) of Spiritus Mundi plc (**Company**) will be held at the offices of Hill Dickinson LLP, 8<sup>th</sup> Floor, The Broadgate Tower, 20 Primrose Street, London, England, EC2A 2EW on 18 January 2023 at 9 a.m. GMT.

You will be asked to consider and vote on the resolutions below.

Resolutions 1 to 9 will be proposed as ordinary resolutions and resolution 10 will be proposed as a special resolution.

### ORDINARY RESOLUTIONS

1. To receive and adopt the Company's annual accounts for the financial year ended 30 September 2022 together with the reports of the Directors and auditors on those accounts.
2. To re-appoint MHA Haysmacintyre LLP as the Company's auditor to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting at which the Company's annual accounts are laid before the Company.
3. To authorise the Directors to determine the auditor's remuneration.
4. To re-elect Zaccheus Peh as a Director of the Company.
5. To re-elect Wong Fatt Heng as a Director of the Company.
6. To re-elect Simon Winson Ng as a Director of the Company.
7. To re-elect Rachel Maguire as a Director of the Company.
8. To re-elect Wesley Lawrence as a Director of the Company.
9. **THAT**, in accordance with section 551 of the Companies Act, the Directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for, or convert any security into, shares in the Company ("**Rights**") up to an aggregate nominal amount of £2,500,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the earlier of (i) the conclusion of the next Annual General Meeting of the Company and (ii) the date falling 15 months from the date of the passing of this resolution, save that the Company may, before such expiry, make offer(s) or enter into agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such offers or agreements, notwithstanding that the authority conferred by this resolution has expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

### SPECIAL RESOLUTION

10. **THAT**, conditional on the passing of the previous resolution above, and in accordance with section 570 of the Companies Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act) for cash pursuant to the authority conferred by the previous resolution or by way of a sale of treasury shares, as if section 561(1) of the Companies Act did not apply to any such allotment, provided that this power shall be limited to:
  - (a) the allotment of equity securities in connection with an offer of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or arrangements as the Directors may deem necessary or expedient in relation to the treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and
  - (b) the allotment of equity securities (otherwise than pursuant to sub-paragraph (a) above) up to an aggregate

nominal amount of £2,500,000;

and provided that this power shall (unless previously renewed, varied or revoked by the Company) expire on the earlier of (i) the conclusion of the next Annual General Meeting of the Company and (ii) the date falling 15 months from the date of the passing of this resolution, save that the Company may, before such expiry, make offer(s) or enter into agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such offers or agreements, notwithstanding that the authority conferred by this resolution has expired.

By order of the Board

**Zaccheus Peh**

Non-Executive Chairman

**Spiritus Mundi Plc**

Dated: 12 December 2022

Registered Office: Hill Dickinson LLP  
8<sup>th</sup> Floor, The Broadgate Tower  
20 Primrose Street  
London, England  
EC2A 2EW

Registered Number: 13364657

## NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

### Live streaming of the AGM

1. The AGM will also be streamed live via Microsoft Teams. Shareholders who wish to watch the live stream should email the Company (info@spiritusmundiplc.com) by not later than 9 a.m. GMT on 16 January 2023 to request a link. Shareholders accessing the web stream will be able to view the AGM, but not be able to speak, ask questions or vote.

### Entitlement to attend and vote

2. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 as amended, the Company specifies that only those members registered on the Company's register of members 48 hours (excluding weekends and public holidays) before the time of the AGM shall be entitled to attend and vote at the AGM.

### Website giving information regarding the meeting

3. Information regarding the meeting can be found at <https://www.spiritusmundiplc.com/>.

### Appointment of proxy

4. A shareholder entitled to attend and vote at the AGM may appoint a proxy to attend, speak and vote (including on a poll) in their place. A proxy need not be a shareholder of the Company but must attend the AGM in person. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share held by the appointing shareholder.

### Appointment of proxy using hard copy Form of Proxy

5. The notes to the Form of Proxy explain how to direct your proxy how to vote on each Resolution or withhold their vote. To appoint a proxy using the Form of Proxy, the Form of Proxy must be:
  - completed and signed;
  - sent or delivered to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD; and
  - received by Neville Registrars Limited by no later than 9 a.m. GMT on 16 January 2023.

In the case of a member which is a company, the Form of Proxy 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 Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

6. As an alternative to completing the hard-copy Form of Proxy, Shareholders can appoint a proxy electronically with Neville Registrars Limited at [www.sharegateway.co.uk](http://www.sharegateway.co.uk) by completing the authentication requirements including the personal proxy registration code as shown on the Form of Proxy. For an electronic proxy appointment to be valid, the appointment must be received by Neville Registrars Limited no later than 9 a.m. GMT on 16 January 2023.

### Appointment of proxy using CREST

7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof 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.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with the specifications of Euroclear UK & International Limited ("Euroclear") and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)).

The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID: 7RA11 by the latest time(s) for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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 or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of CREST by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

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

8. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

### **Changing proxy instructions**

9. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

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 Neville Registrars Limited, on +44 (0) 121 585 1131.

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 appointment**

10. A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD In the case of a shareholder 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.

The revocation notice must be received by Neville Registrars Limited no later than 9 a.m. GMT on 16 January 2023.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person. 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**

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



## **Voting procedure**

12. Voting on all resolutions will be conducted on a show of hands. As soon as practicable following the AGM, the results of the voting will be announced via a regulatory information service and also placed on the Company's website.

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

13. As at 9 December 2022, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 49,300,000 ordinary shares of £0.01 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 9 December 2022 is 49,300,000.

## **Questions at the meeting**

14. Any member attending the meeting has the right to ask questions. The Company must answer any question you ask relating to the business being dealt with at the meeting unless:
- answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - the answer has already been given on a website in the form of an answer to a question.
  - it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

## **Communication**

15. Except as provided above, members who have general queries about the AGM should telephone Neville Registrars Limited on +44(0) 121 585 1131 (no other methods of communication will be accepted). You may not use any electronic address provided either in this Notice of AGM, or any related documents (including the proxy form), to communicate with the Company for any purposes other than those expressly stated.