

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Circular and/or as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant, or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) (“FSMA”) if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

The whole text of this Circular should be read. If you sell or have sold or otherwise transferred all of your shares in Afentra plc (the “Company”), please immediately forward this Circular without delay to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold or transferred only part of your holding of shares, you should retain these documents and contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

This document should be read in conjunction with the definitions set out on page 3 of this document. The whole of this document should be read and, in particular, your attention is drawn to the letter from the Chairman of the Company which starts on page 4 of this document which contains the recommendation by the Directors to Shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

AFENTRA PLC

(Incorporated in England and Wales with registered number 1757721)

Notice of 2024 Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2024 Annual General Meeting of Afentra plc (the “Company”) will be held electronically on <https://web.lumiagm.com> on 27 June 2024 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions 1 to 11 will be proposed as ordinary resolutions and resolutions 12, 13 and 14 will be proposed as special resolutions.

The Company will be operating an electronic voting system that will allow Shareholders to cast their vote on the Resolutions in advance of the Annual General Meeting. Shareholders will be able to cast their vote electronically via the Link Investor Centre app or by logging on to <https://investorcentre.linkgroup.co.uk/Login/Login> and following the instructions, or using the CREST Proxy voting services. Electronic votes must be received by Link Group by 11.00 a.m. on 25 June 2024.

The Company strongly encourages all Shareholders who wish to vote to utilise the electronic voting system to appoint the Chairman of the Annual General Meeting as their proxy (via the Link Investor Centre app or by logging on to <https://investorcentre.linkgroup.co.uk/Login/Login> and following the instructions or using the CREST Proxy Voting Services (under CREST Participation RA10)). In each case the proxy must be received by Link Group by 11.00 a.m. on 25 June 2024.

EXPECTED TIMETABLE OF EVENTS

The expected timetable for the matters referred to in this Circular is as follows:

Publication of this Circular	4 June 2024
Latest time and date for receipt of Form of Proxy	11.00 a.m., 25 June 2024
Annual General Meeting	11.00 a.m., 27 June 2024

Notes:

1. The above times and/or dates are indicative only and may change. If any of the above times and/or dates change, the revised times and/or dates will be notified by announcement through a Regulatory Information Service.
2. All references to times in this document are to London times unless otherwise stated.
3. All items listed as taking place after the Annual General Meeting are subject to the passing of the relevant Resolutions at the Annual General Meeting.

This document is dated 4 June 2024.

DEFINITIONS

The following definitions apply throughout this Circular, including the Appendices to this Circular, unless the context requires otherwise:

Act	Companies Act 2006 (as amended)
AIM	AIM, the market of that name operated by the London Stock Exchange
Annual General Meeting	the Annual General Meeting of the Company to be held at 11:00 a.m., on 27 June 2024, Notice of which is set out at the end of this Circular, and any adjournment thereof
Articles	the existing articles of association of the Company as at the date of this document
Board	the Directors of the Company
Circular	this Circular to Shareholders
Company or Afentra	Afentra plc of High Holborn House, 52-54 High Holborn, London WC1V 6RL
CREST	the computerised system for the paperless settlement of sales and purchases of securities and the holding of uncertificated securities operated by Euroclear
CREST Manual	the CREST manual referred to in agreements entered into by Euroclear
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755) as amended from time to time
Directors or Board	the Directors of the Company from time to time
Euroclear	Euroclear UK & International Limited
Latest Practicable Date	28 May 2024
Link Group	a trading name of Link Market Services Limited of Central Square, 29 Wellington Street, Leeds, LS1 4DL
London Stock Exchange	London Stock Exchange plc
Notice	the Notice of Annual General Meeting which is set out at the end of this document
Ordinary Shares	ordinary shares of 10 pence each in the capital of Company
Pre-Emption Group	the Pre-Emption Group of the Financial Reporting Council
Register	the Company's register of members
Resolutions	the resolutions to be proposed at the Annual General Meeting as set out in the Notice, and each being a " Resolution "
Shareholders	holders of shares in the Company from time to time
Takeover Code	The City Code on Takeovers and Mergers

LETTER FROM THE CHAIRMAN

AFENTRA PLC

(Incorporated in England and Wales with Registered No. 1757721)

Directors:

Jeffrey MacDonald (Independent Non-Executive Chairman)
Paul McDade (Chief Executive Officer)
Ian Cloke (Chief Operating Officer)
Anastasia Deulina (Chief Financial Officer)
Thierry Tanoh (Independent Non-Executive Director)
Gavin Wilson (Independent Non-Executive Director)

Registered office:

High Holborn House
52-54 High Holborn
London
WC1V 6RL

4 June 2024

Dear Shareholder

AFENTRA PLC (the “Company”)

1 Annual General Meeting

Your attention is drawn to the Notice set out on page 7 of this document (including explanatory notes to the Resolutions) convening the Annual General Meeting to be held electronically on <https://web.lumiagm.com> at 11.00 a.m. on 27 June 2024. The Company intends to propose the Resolutions set out in the Notice at the Annual General Meeting (“AGM”).

In order to facilitate attendance and participation at the AGM by Shareholders, the Company has decided to hold the AGM electronically. If circumstances change such that it is necessary to change the arrangements for the Annual General Meeting, we will communicate such change via our website and (where appropriate) through the release of an announcement to a Regulatory Information Service.

The Company will be operating an electronic voting system that will allow Shareholders to cast their vote on the Resolutions in advance of the Annual General Meeting. Shareholders will be able to cast their vote electronically via the Link Investor Centre app or by logging on to <https://investorcentre.linkgroup.co.uk/Login/Login> and following the instructions or using the CREST Proxy voting services. Electronic votes must be received by Link Group by 11.00 a.m. on 25 June 2024.

The Company strongly encourages all Shareholders who wish to vote to utilise the electronic voting system to appoint the Chairman of the Annual General Meeting as their proxy (via the Link Investor Centre app or by logging on to <https://investorcentre.linkgroup.co.uk/Login/Login> and following the instructions or using the CREST Proxy Voting Services (under CREST Participation RA10)). The Company recommends that all Shareholders appoint the proxy as soon as possible, but in each case the proxy must be received by Link Group by 11.00 a.m. on 25 June 2024. Members will have the right to ask questions at the Annual General Meeting.

If you wish to appoint a proxy other than the Chair of the meeting and for them to attend the AGM on your behalf, please submit your proxy appointment in the usual way before contacting Link Group on +44 (0) 371 277 1020 in order to appoint their IVC and PIN. It is suggested that you do this as soon as possible and at least 48 hours (excluding non-business days) before the meeting.

The appointment of a proxy will not preclude you from virtually attending the AGM, or any adjournment thereof, should you wish to do so.

2 Resolutions to be proposed at the AGM

Resolutions 1 to 11 will be proposed as ordinary resolutions, requiring a majority of more than 50 per cent. of those voting in person or by proxy to vote in favour.

Resolutions 12 to 14 will be proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1: Annual accounts for the financial year ended 31 December 2023

The Directors have a duty to present (to shareholders at a general meeting) the Accounts together with the reports of the Directors and the Independent Auditors' Report thereon.

Resolution 2: Remuneration Report

To receive the Directors' Remuneration report for the financial year ended 31 December 2023 as set out in the Accounts.

Resolutions 3 and 4: Appointment of auditors and their remuneration

These are resolutions proposing the re-appointment of BDO LLP as the Company's auditor and authorising the Directors to determine BDO's remuneration.

Resolutions 5 to 10: Election of directors who are seeking election on an annual basis

The election of Jeffrey MacDonald, Paul McDade, Ian Cloke, Anastasia Deulina, Thierry Tanoh and Gavin Wilson as Directors of the Company as required by Article 85 of the Company's Articles of Association, which requires the regular submission of Directors to re-election by Shareholders.

Resolution 11: General Authority to allot shares

Resolution 11 is to give authority to the Directors to allot shares. At last year's AGM, the Company gave authority to the Directors to allot shares and other securities up to a specified amount. The Directors propose to seek shareholder approval for this authority to be renewed at this year's AGM. Resolution 11 will, if approved, renew the Directors' authority to allot shares until 15 months from the date of passing of this resolution or, if earlier, the date of the next AGM of the Company. Paragraph a. of this authority is restricted to the allotment of shares having an aggregate nominal value of up to £7,538,533 representing approximately one-third of the Company's issued ordinary share capital as at 6 p.m. on the Latest Practicable Date. In line with guidance issued by the Investment Association, paragraph b. of Resolution 11 will give the Directors the authority to allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company in connection with a rights issue up to an aggregate nominal value of a further £7,538 533 representing approximately a further one-third of the Company's issued ordinary share capital as at 6 p.m. on the Latest Practicable Date. The Company does not currently hold any shares in treasury. The extent of the authority follows the guidelines issued by institutional investors. There are no present plans to allot shares, other than in respect of employee share schemes.

Resolutions 12 and 13: Disapplication of pre-emption rights

Resolutions 12 and 13 are to dis-apply the pre-emption rights of shareholders that exist in consequence of Section 561 of the Act which gives all shareholders the right to participate on a pro rata basis in all issues of equity securities for cash, unless they agree that this right should be set aside.

Resolution 12: Under Resolution 12 the Directors are seeking authority, until 15 months from the date of passing of this Resolution or, if earlier, the date of the next AGM of the Company:

(a) to allot equity securities for cash to shareholders on the register of members of the Company on a date fixed by the Board, in connection with a rights issue, an open offer or other pre-emptive offer to such shareholders on a proportionate basis (as nearly as practicably possible), and empowering the Directors to deal with fractional entitlements and any practical problems arising in any overseas territory on any such offer made on a pro rata basis;

(b) to allot equity securities for cash without first offering them on a pro rata basis to existing shareholders, up to a maximum nominal value of £2,261,560 representing approximately ten per cent. (10%) of the Company's issued ordinary share capital as at 6 p.m. on the Latest Practicable Date for general purposes; and

(c) to allot equity securities as a "follow on" offer to an allotment of shares made pursuant to a general disapplication of pre-emption rights, to qualifying shareholders (being existing shareholders not allocated shares in the original offer/placement), but only up to a maximum nominal amount equal to twenty percent (20%) of any allotment made under part (b) above.

Resolution 13: Under Resolution 13 the Directors are seeking authority, until 15 months from the date of passing of this Resolution or, if earlier, the date of the next AGM of the Company:

(a) to allot equity securities for cash without first offering them on a pro rata basis to existing shareholders solely for the purposes of financing a transaction (or refinancing a transaction if within 12 months of such transaction) up to a maximum nominal value of £2,261,560 which represents approximately ten per cent. (10%) of the Company's issued ordinary share capital as at 6 p.m. on the Latest Practicable Date. This is in addition to the 10% referred to in Resolution 12; and

(b) to allot equity securities as a "follow on" offer to an allotment of shares made pursuant to the disapplication of pre-emption rights made for the purposes of financing (or refinancing) a transaction, to qualifying shareholders (being existing shareholders not allocated shares in the original offer/placement), but only up to a maximum nominal amount equal to twenty percent (20%) of any allotment made under part (a) above,

Notes to Resolutions 12 and 13:

1. A "follow on" offer as referred to in Resolutions 12 (c) and 13 (b) is an offer of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles of Disapplying Pre-emption Rights most recently published by the Pre-Emption Group (the "Statement of Principles").
2. Resolutions 12 and 13 are proposed in accordance with the Pre-Emption Group's 2022 Statement of Principles which permit disapplication authorities of up to twenty per cent. (20%) of issued ordinary share capital in total to be sought (together with disapplication for "follow on" offers per paragraph 3 of Section 2B of the 2022 Statement of Principles) provided the extra 10% is used only in connection with the financing (or refinancing) of an acquisition or specified capital investment. The Directors confirm that they intend to use the authority sought in Resolution 13(a) only in connection with such an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding 12 month period and is disclosed in the announcement of the issue.


Resolution 14: Company's authority to purchase its own shares

Resolution 14 authorises the Board to make market purchases of up to 22,615,599 Ordinary Shares (representing approximately 10% of the Company's issued Ordinary Shares as at 6 p.m. on the Latest Practicable Date. Shares so purchased may be cancelled or held as treasury shares. The authority will expire at the end of the next AGM of the Company or 15 months from the passing of the resolution, whichever is the earlier. The minimum price that can be paid for an Ordinary Share is 10p, being the nominal value of an Ordinary Share. The maximum price that can be paid is the higher of (a) 5% over the average of the middle market prices for an Ordinary Share derived from the AIM Index of the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and (b) the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System ("SETS"). The Directors intend to exercise this right only when, in light of the market conditions prevailing at the time and taking into account all relevant factors, (for example, the effect on any earnings per share), they believe that such purchases are in the best interests of the Company and shareholders generally. The overall position of the Company will be taken into account before deciding upon this course of action. The decision as to whether any such shares bought back will be cancelled or held in treasury will be made by the Directors on the same basis at the time of the purchase. The Directors do not have any present intention of exercising the authorities conferred by this resolution, but they consider it desirable that the authorities are in place so that they can more readily take advantage of any possible opportunities.

3 Recommendation

The Directors recommend that you vote in favour of the Resolutions, as they intend to do in respect of the shareholdings of Shareholders whom they represent on the Board, which in aggregate amount to 14,978,354 Existing Ordinary Shares representing 6.623 per cent. of the entire issued Existing Ordinary Shares of the Company as at the Latest Practicable Date.

Yours faithfully



Jeffrey MacDonald

Independent Non-Executive Chairman

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
NOTICE OF ANNUAL GENERAL MEETING OF
AFENTRA PLC (the “Company”)

(Incorporated in England and Wales with Registered No. 1757721)

Notice is hereby given that an Annual General Meeting of the Company will be held electronically on <https://web.lumiagm.com> at 11.00 a.m. on 27 June 2024 for the purpose of considering and, if thought fit, passing the following resolutions.

ORDINARY RESOLUTIONS

Annual accounts for the financial year ended 31 December 2023

1. To receive and adopt the annual accounts for the financial year ended 31 December 2023 (the “Accounts”), together with the reports of the directors of the Company (the “Directors”) and the Independent Auditors’ Report thereon.

Remuneration Report

2. THAT the Directors’ Remuneration report for the financial year ended 31 December 2023, as set out in the Accounts be received.

Appointment of auditors and their remuneration

3. To re-appoint BDO LLP as auditors of the Company until the conclusion of the next AGM of the Company.
4. To authorise the Directors to determine the remuneration of the Auditors.

Election of directors who are seeking election on an annual basis

5. THAT Jeffrey MacDonald be elected as a director of the Company.
6. THAT Paul McDade be elected as a director of the Company.
7. THAT Ian Cloke be elected as a director of the Company.
8. THAT Anastasia Deulina be elected as a director of the Company.
9. THAT Thierry Tanoh be elected as a director of the Company.
10. THAT Gavin Wilson be elected as a director of the Company.

General authority to allot shares

11. THAT, in substitution for any existing authority but without prejudice to the exercise of any such authority prior to the date of the passing of this Resolution, the Directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the “Act”) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company on such terms and in such manner as they shall think fit:
 - a. up to a maximum aggregate nominal amount of £7,538,533; and
 - b. up to a further aggregate nominal amount of £7,538,533 in connection with an offer by way of a rights issue to ordinary shareholders in proportion (as nearly as may be) to their existing holdings, but subject to such exclusions or other arrangements in connection with the rights issue as the Directors deem necessary or expedient to deal with shares held in treasury, fractional entitlements to equity securities and to deal with any legal or practical problems or issues arising in any overseas territory or under the requirements of any regulatory body or stock exchange;

provided that this authority shall, unless renewed, varied or revoked by the Company, expire 15 months from the date of passing of this resolution or, if earlier, the date of the next AGM of the Company, save that the Company may before such expiry make an offer or enter into an agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares to be granted, after such expiry and the Board may allot shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

Disapplication of pre-emption rights

12. THAT, subject to the passing of Resolution 11 and in substitution for any existing authority but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, the Company's Directors be and are hereby generally empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) (including the grant of rights to subscribe for, or to convert any securities into equity securities) for cash either pursuant to the authority conferred on it by Resolution 11 and/or by way of a sale of Ordinary Shares held by the Company as treasury shares in each case as if section 561 of the Act did not apply to any such allotment or sale, provided that this authority shall be limited to:

- a. the allotment of equity securities for cash in connection with a rights issue, open offer or other pre-emptive offer to holders of Ordinary Shares on the register of members on a date fixed by the Board where the equity securities respectively attributable to the interests of all such holders of Ordinary Shares are proportionate (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them on that date (subject to such exclusions or other arrangements in connection with the rights issue, open offer or other pre-emptive offer as the Directors deem necessary or expedient to deal with shares held in treasury, fractional entitlements to equity securities and to deal with any legal or practical problems or issues arising in any overseas territory or under the requirements of any regulatory body or stock exchange); and
- b. the allotment of equity securities or the sale of treasury shares (otherwise than pursuant to sub-paragraph (a) of this Resolution) up to a maximum aggregate nominal amount of £2,261,560; and
- c. the allotment of equity securities or the sale of treasury shares (otherwise than pursuant to sub-paragraphs (a) and (b) of this Resolution) up to nominal amount equal to 20% of any allotment of equity securities or the sale of treasury shares from time to time under sub-paragraph (b) of this Resolution, such authority only to be used for the purposes of making a follow-on offer which the Company's Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the same time as the general authority conferred on the Company's Directors by Resolution 11 expires, save that the Company may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

13. THAT, subject to the passing of Resolution 11 and in addition to the authority granted under Resolution 12, the Company's Directors be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) (including the grant of rights to subscribe for, or to convert any securities into equity securities) for cash pursuant to the general authority conferred on them by Resolution 11, and/or by way of sale of Ordinary Shares held by the Company as treasury shares in each case as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be:

- a. limited to any such allotment of equity securities having, in the case of Ordinary Shares, an aggregate nominal value or, in the case of other equity securities, giving the right to subscribe for or convert into Ordinary Shares having an aggregate nominal value, not exceeding the sum of £2,261,560 be used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Company's Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice; and
- b. limited to the allotment of equity securities or the sale of treasury shares (otherwise than pursuant to sub-paragraph (a) of this Resolution) up to nominal amount equal to 20% of any allotment of equity securities or the sale of treasury shares from time to time under sub-paragraph (a) of this Resolution, such authority only to be used for the purposes of making a follow-on offer which the Company's Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the same time as the general authority conferred on the Company's Directors by Resolution 11 expires, save that the Company may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Company's authority to purchase its own shares

14. THAT, the Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Act to make market purchases (within the meaning of s.693 of the Act) of its ordinary shares of 10 pence each ("Ordinary Shares") provided that:

- a. the maximum number of Ordinary Shares authorised to be purchased is 22,615,599;
- b. the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is 10 pence (being the nominal value of an Ordinary Share);
- c. the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is the higher of:
 - i. an amount equal to 105% of the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and
 - ii. an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System ("SETS"); and
- d. this authority shall, unless previously renewed, revoked or varied, expire on the earlier of the conclusion of the next AGM of the Company or the date falling 15 months after the date of this resolution, except in relation to the purchase of Ordinary Shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry.

Dated: 4 June 2024

By order of the Board



Nicholas Cunningham

Company Secretary

Registered Office: High Holborn House, 52-54 High Holborn, London, England, WC1V 6RL

Notice of Annual General Meeting Notes:

Right to vote

1. To be entitled to vote at the AGM (and for the purpose of the determination by the Company of the number of votes they may cast), Shareholders must be registered in the Register of Members of the Company at close of trading on 24 June 2024. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.
2. The Company will be operating an electronic voting system that will allow Shareholders to cast their vote on the Resolutions in advance of the AGM. Shareholders will be able to cast their vote electronically via the Link Investor Centre app or by logging on to <https://investorcentre.linkgroup.co.uk/Login/Login> and following the instructions or using the CREST Proxy Voting Services. Electronic votes must be received by Link Group by 11.00 a.m. on 25 June 2024.

Joining the Electronic Annual General Meeting

3. In order to join the General Meeting electronically and ask questions via the platform, Shareholders will need to connect to the following site <https://web.lumiagm.com>. Lumi is available as a mobile web client, compatible with the latest browser versions of Chrome, Firefox, Edge and Safari and can be accessed using any web browser, on a PC or smartphone device.
4. Once you have accessed <https://web.lumiagm.com> from your web browser on a tablet or computer, you will be asked to enter the Lumi Meeting ID which is 144-535-834. You will then be prompted to enter your unique 11 digit Investor Code (IVC) including any leading zeros and 'PIN'. Your PIN is the last 4 digits of your IVC. This will authenticate you as a shareholder.
5. Your IVC can be found on your share certificate or via the Link Investor Centre app or at <https://investorcentre.linkgroup.co.uk/Login/Login>. You can also obtain this by contacting Link, our Registrars, by calling +44 (0) 371 277 1020. *Lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday, calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate.
6. Access to the AGM will be available from 30 minutes before meeting start time, although the voting functionality will not be enabled until the Chairman of the meeting declares the poll open. During the AGM, you must ensure you are connected to the internet at all times in order to vote when the Chairman commences polling on the Resolutions. Therefore, it is your responsibility to ensure connectivity for the duration of the AGM via your wi-fi. A user guide to the Lumi platform is available on our website at: <https://afentraplc.com/investors/>
7. If your Shares are held within a nominee and you wish to attend the AGM, you will need to contact your nominee as soon as possible. Your nominee will need to present a corporate letter of representation to Link Group, our registrar, as soon as possible and at least 72 hours (excluding non-business days) before the AGM, in order that they can obtain for you your unique IVC and PIN to enable you to attend the electronic meeting.

Appointment of proxies

8. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend the meeting on their behalf. A Shareholder 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 Ordinary Share or Ordinary Shares held by that Shareholder. A proxy does not need to be a Shareholder but must be able to attend the meeting.
9. The Company encourages all Shareholders who wish to vote to utilise the electronic voting system to appoint the Chairman of the AGM as their proxy (via the Link Investor Centre or by logging on to <https://investorcentre.linkgroup.co.uk/Login/Login> and following the instructions or using the CREST Proxy Voting Services). The Company recommends that all Shareholders appoint the proxy as soon as possible, but in each case the proxy must be received by Link Group by 11.00 a.m. on 25 June 2024.
10. If you wish to appoint a proxy other than the Chair of the meeting and for them to attend the virtual meeting on your behalf, please submit your proxy appointment in the usual way before contacting Link Group on +44 (0) 371 277 1020* in order to obtain their IVC and PIN. It is suggested that you do this as soon as possible and at least 48 hours (excluding non-business days) before the meeting.
11. If you return more than one proxy appointment, the appointment received last by the Registrars before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
12. Appointment of a proxy by return of a completed form of proxy, electronic filing or CREST will not prevent a Shareholder from attending the meeting if he/she wishes to do so. Unless otherwise indicated on the Form of Proxy, CREST or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

13. You can appoint a proxy to vote your shares by:
- via the Link Investor Centre app or logging on to <https://investorcentre.linkgroup.co.uk/Login/Login> and following the instructions;
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below;
 - If you need help with voting online, or require a paper proxy form, please contact our Registrar, Link Group, via email at shareholderenquiries@linkgroup.co.uk or on + 44 (0)371 664 0391. Calls from the UK will be charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. In order for a proxy appointment to be valid a form of proxy must be completed. In each case the proxy must be received by Link Group by 11.00 a.m. on 25 June 2024.
 - Link Investor Centre is a free app for smartphone and tablet provided by Link Group (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Link Investor Centre via a web browser at: <https://investorcentre.linkgroup.co.uk/Login/Login>.



14. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com) (the "CREST Manual"). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a 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.
15. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA:10) by 11.00 a.m. on 25 June 2024. For this purpose, the time of receipt will be taken to mean the time (as is determined by the timestamp applied to the message by the 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.
16. 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 message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system 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.

Joint Holders

17. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, 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).

Corporate Representatives

18. Any corporation which is a Shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.

Issued Share Capital

19. As at 6 p.m. on 28 May 2024 (being the latest practicable business day prior to the publication of this Notice of General Meeting), the Company's ordinary issued share capital consists of 226,155,990 Ordinary Shares, carrying one vote each. The Company does not hold any Treasury Shares. Therefore, the total voting rights in the Company as of 28 May 2024 are 226,155,990.

Communication

20. You may not use any electronic address (within the meaning of Section 333(4) of the Act) provided in either this Notice of General Meeting or any related documents to communicate with the Company for any purposes other than those expressly stated. A copy of this Notice can be found on the Company's website at www.afentraplc.com.

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