

## NOTICE OF ANNUAL GENERAL MEETING

### SOSANDAR PLC

Dear Shareholder,

#### 2021 ANNUAL GENERAL MEETING

Sosandar plc (AIM: SOS) (the "Company"), is pleased to announce that the Company's Annual General Meeting ("AGM") will be held at 40 Water Lane, Wilmslow, Cheshire, SK9 5AP on Thursday 30 September 2021 at 10:00am. The formal notice of the AGM is appended to this letter.

At present, following the resumption of indoor gatherings, we can hold this year's AGM in person. We are therefore proposing to welcome the maximum number of shareholders we are able within safety constraints and in accordance with government guidelines. **However, given the uncertainty around whether shareholders will be able to attend the AGM, whether because the capacity at the venue does not allow for safety reasons related to COVID-19 restrictions or due to a change in the situation with the COVID-19 pandemic, we still strongly encourage all shareholders to appoint the Chairman of the meeting as their proxy.**

Given the constantly evolving nature of the situation, we want to ensure that we are able to adapt these arrangements efficiently to respond to changes in circumstances. On this basis, should the situation change such that we consider that it is no longer possible for shareholders to attend the meeting, we may have to make alternative arrangements for the AGM. Should we have to change the arrangements in this way, it is likely that we will not be in a position to accommodate shareholders beyond the minimum required to hold a quorate meeting which will be achieved through the attendance of employee shareholders only. If there are any changes to the current arrangements for the AGM, the information will be made available on our website and, where appropriate, by an announcement via a Regulatory Information Service.

#### Remote participation

The Company is also pleased to confirm that shareholders are invited to participate in the AGM via the Investor Meet Company platform. Investors who have already registered with Investor Meet Company and requested to meet the Company will automatically be invited to the meeting.

Shareholders can register to participate at the following weblink:

**<https://www.investormeetcompany.com/sosandar-plc/register-investor>**

Once registered you will automatically be emailed an invitation. Please accept the invitation to receive your unique link to access the AGM. You are strongly encouraged to register with Investor Meet Company before the day of the AGM to avoid your entry to the meeting being delayed.

Questions can be pre-submitted in advance of the AGM via the Investor Meet Company platform up to 9:00am on Wednesday 29 September 2021, or via the Investor Meet Company platform at any time during the AGM itself. The Board will respond to key questions during the meeting and will provide all such answers on its website as soon as possible thereafter.

**Shareholders should note that if they participate in the AGM virtually in this manner, this will not constitute attendance at the AGM and they will NOT be permitted to vote at the AGM. Shareholders**

**wishing to vote on matters of business are therefore urged to appoint the Chairman of the meeting as their proxy by the completion of a form of proxy.**

### **Arrangements due to COVID-19**

For the health and wellbeing of our shareholders, employees and the general public, we may ask shareholders who attend the AGM in person to confirm that they have not recently developed symptoms of COVID-19 or been exposed to someone who has tested positive for, or is displaying symptoms of, COVID-19. We may also put in place other security measures, including but not limited to, restricting attendance to shareholders and carers accompanying a shareholder (with no other guests being allowed entry), requiring social distancing and the wearing of face coverings and implementing a one-way traffic system. Rules around capacity at the venue and changes in health and safety requirements may also mean shareholders cannot ultimately attend the meeting.

### **Attendance at the AGM in person**

Shareholders intending to attend the AGM, should this be possible, are asked to register their intention as soon as practicable by sending an email to [sosandar@almapr.co.uk](mailto:sosandar@almapr.co.uk).

### **Proxies**

**Given the uncertainty around whether shareholders will be able to attend the AGM, whether because the capacity at the venue does not allow for safety reasons related to COVID-19 restrictions or due to a change in the situation with the COVID-19 pandemic, shareholders wishing to vote on matters of business are urged to appoint the Chairman of the meeting as their proxy by the completion of a form of proxy, in accordance with the relevant instructions, so as to be received as soon as possible and by no later than 10:00am on Tuesday 28 September 2021. This will ensure that your vote will be counted even if attendance at the AGM is restricted or you are unable to attend in person.**

### **Voting at the AGM**

In line with corporate governance best practice, and in order that any proxy votes of those shareholders who are not allowed to attend, and to vote in person, are fully reflected in the voting on the resolutions, the Chairman of the meeting will direct that voting on all resolutions set out in the notice of meeting will take place by way of a poll. The final poll vote on each resolution will be published after the AGM on the Company's website. The Company will accept electronic copies or photographs of the form of proxy by email to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com).

Yours sincerely

**Bill Murray**  
**Chairman**

Notice is hereby given that the Annual General Meeting of Sosandar plc (the "Company") will be held at 40 Water Lane, Wilmslow, Cheshire, SK9 5AP on Thursday 30 September 2021 at 10:00am for the following purposes:

### **Ordinary Business**

To consider and, if thought fit, to pass the following resolutions, in each case as Ordinary Resolutions:

1. To receive the Company's annual accounts and reports for the period ended 31 March 2021, together with the auditor's report on those accounts and reports.
2. To re-elect Julie Lavington, who retires by rotation, as a Director.
3. To re-elect Andrew Booth, who retires by rotation, as a Director.
4. To re-elect Mark Collingbourne, who retires by rotation, as a Director.
5. To elect Steve Dilks, who was appointed by the Board since the last Annual General Meeting of the Company, as a Director.
6. To re-appoint Jeffrey's Henry LLP as auditor of the Company from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting at which accounts are laid before the Company and to authorise the Directors to determine their remuneration.

### **Special Business**

To consider and, if thought fit, to pass the following resolutions as to the resolution numbered 7 as an Ordinary Resolution and as to the resolution numbered 8 as a Special Resolution:

7. **THAT** the Directors be and they are hereby authorised generally and unconditionally for the purposes of Section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company (such shares and/or rights being "Relevant Securities") up to an aggregate nominal amount of £73,702.77, being approximately one third of the current issued share capital, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date being the earlier of the date 15 months after the passing of this Resolution and the conclusion of the Annual General Meeting of the Company to be held in 2022, save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted or granted and the Directors may allot or grant Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This authority shall be in substitution for and shall replace any existing authority pursuant to Section 551 of the Act to the extent not utilised at the date this Resolution is passed but without prejudice to any allotment or grant of Relevant Securities already made or offered or agreed to be made pursuant to such authorities.

8. **THAT**, subject to and conditional upon the passing of Resolution 7, the Directors be empowered pursuant to Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority conferred under Resolution 7

above as if sub-section 561(1) of the Act did not apply to such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with a rights issue or any pre-emptive offer in favour of holders of ordinary shares in the Company where the equity securities attributable to the respective interests of such holders are proportionate (as nearly as maybe) to the respective numbers of ordinary shares held by them on the record date for such allotment but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, record dates, any legal or practical difficulties under the laws of any territory, or the requirements of any regulatory body or stock exchange or otherwise;
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £33,166.24, being approximately 15% of the current issued share capital;

and shall expire on the date being the earlier of the date 15 months after the passing of this Resolution and the conclusion of the Annual General Meeting of the Company to be held in 2022, provided that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry in pursuance of such offer or agreement as if the power conferred hereby had not expired and provided further that this authority shall be in substitution for and supersede and revoke any earlier unexercised power given to directors but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

By Order of the Board  
Mark Collingbourne  
*(Company Secretary)*

Registered Office:  
40 Water Lane  
Wilmslow  
Cheshire  
SK9 5AP

6 September 2021

## EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

### Notes:

1. A member of the Company is entitled to appoint a proxy or proxies to attend, speak and vote at the meeting in his stead. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Shareholders are encouraged to appoint the Chairman of the meeting as his or her proxy.
2. To be effective, Forms of Proxy must be duly completed signed, and returned so as to reach Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR no later than 10:00am on 28 September 2021. The Company will accept electronic copies or photographs of the form of proxy by email to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com).
3. To change your proxy instructions simply submit a new proxy appointment using the methods set out above and in the notes to the form of proxy. Note that the cut-off times for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
4. A corporation that is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that they do not do so in relation to the same shares.
5. To be entitled to attend, speak and vote at the meeting (and for the purpose of the determination by Company of the number of votes they may cast), members must be entered in the Register of members at 10:00am on 28 September 2021 ("the specified time"). If the meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original meeting, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If however the meeting is adjourned for a longer period then, to be so entitled, members must be entered on the Company's Register of Members at the time which is not less than 48 hours before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice. Changes to the register of members after the specified time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

## **Resolution 1**

The Directors are required by law to present to the meeting the annual accounts and directors' report and auditor's report for the period ended 31 March 2021.

## **Resolutions 2-4**

Each of the Company's Directors listed in these resolutions offer themselves up for re-election under the terms of the Company's articles of association which state that at least one-third of the Company's Directors will retire from office and be eligible for re-election (including any director who was not elected or re-elected at either of the two preceding Annual General Meetings of the Company).

## **Resolution 5**

The Company's Director listed in this resolution was appointed by the Board after the last Annual General Meeting of the Company. Under the terms of the Company's articles of association any Director appointed as an additional director after the last Annual General Meeting must retire at the next Annual General Meeting and may offer himself or herself for re-election. The Director of the Company listed in this resolution is offering himself for re-election.

## **Resolution 6**

The Auditor is required to be re-appointed at each Annual General Meeting at which the Company's annual accounts are presented. The Directors are proposing the re-appointment of Jefferys Henry LLP as auditor. This resolution also authorises the Directors to fix the auditor's remuneration.

## **Resolution 7**

Under the Act, the Directors may only allot or grant Relevant Securities if authorised to do so. Whilst the current authority has not yet expired, it is customary to grant a new authority at each Annual General Meeting. Accordingly, this resolution will be proposed as an ordinary resolution to grant a new authority to allot or grant Relevant Securities up to a maximum nominal amount £73,702.77 . If granted, this authority will expire on the earlier of the date 15 months after the passing of the Resolution and the conclusion of the Company's next annual general meeting following the date of the Resolution. Although the Directors currently have no present intention of exercising this authority, passing this resolution will allow the Directors flexibility to act in the best interests of the Company's shareholders when opportunities arise.

## **Resolution 8**

The Directors require additional authority from the Company's shareholders to allot shares where they propose to do so for cash and otherwise than to the Company's shareholders pro rata to their holdings. This resolution will give the Directors power to issue new ordinary shares for cash other than to the Company's shareholders on a pro rata basis:

- (i) by way of a rights or similar issue; or
- (ii) with a nominal value of up to £33,166.24. This resolution will be proposed as a special resolution.

If granted, this authority will expire on the earlier of the date 15 months after the passing of the Resolution and the conclusion of the Company's next annual general meeting following the date of the Resolution.