

Northern Leaf Plc

Registered company no 128967

(the Company)

Results of general meeting

The Company announces the results of its general meeting (the **General Meeting**) held at **1:30 pm** on **29 July 2024** at **44 Esplanade, St. Helier, Jersey JE4 9WG**. All the resolutions were decided by poll.

Details of the resolutions are set out in the notice of the General Meeting dated 4 July 2024.

Results of the poll at the General Meeting were as follows:

Resolutions	Votes For	%	Votes Against	%	Votes Total (Excluding Votes Abstain)	Votes Abstain*
The grant of the waiver by the Panel on Takeovers and Mergers described in the Circular to shareholders of the Company dated 4 July 2024 of any requirement under Rule 9 of the Takeover Code for Wray Herbert-King and/or Edward David Wilkinson to make a general offer to shareholders of the Company as a result of the exercise of conversion rights attaching to the loan notes to be issued pursuant to the up to £2,500,000 loan note instrument dated 15 May 2024 be and is hereby approved.	112,984,431	97.98%	2,328,573	2.02%	115,313,004	1,750,061
The grant of the waiver by the Panel on Takeovers and Mergers described in the Circular to shareholders of the Company dated 4 July 2024 of any requirement under Rule 9 of the Takeover Code for Wray Herbert-King to make a general offer to shareholders of the Company as a result of the exercise of	112,984,431	97.98%	2,328,573	2.02%	115,313,004	1,750,061

warrant to be issued to him pursuant to the warrant instrument dated 3 June 2024 be and is hereby approved.						
To disapply Article 2.12 of the Articles in relation to the proposed allotment of Ordinary Shares pursuant to the Loan Notes Conversion and exercise of the Warrant, each to be carried out for cash.	112,984,431	97.98%	2,328,573	2.02%	115,313,004	1,750,061
To authorise the directors pursuant to Article 2.8 of the Articles to allot Ordinary Shares to subscribe for or convert any securities into Ordinary Shares up to an aggregate nominal amount of £20,801,190.09 in connection with the Loan Notes Conversion and exercise of the Warrant free of the pre-emption rights contained in the Articles.	112,984,431	97.98%	2,328,573	2.02%	115,313,004	1,750,061
To authorise certain amendments to the Articles and revoke the memorandum and articles of association of the Company adopted by special resolution dated 26 July 2023 being conditional upon the occurrence of an initial public offering of the Ordinary Shares and the admission to trading on AIM.	112,984,431	97.98%	2,328,573	2.02%	115,313,004	1,750,061

*A vote "Abstain" is not a vote in law and is not counted towards votes cast "For" or "Against" a resolution.

ENDS