

**Northern Leaf Plc**

**Registered company no 128967**

**(the Company)**

**Notice of annual general meeting**

Notice is hereby given that the 2024 annual general meeting of the Company will be held at **4:00 pm** on **20 December 2024** at Retreat Farm, Rue des Varvots, St Lawrence, Jersey JE3 1GX for the purpose of considering and, if thought fit, passing, the resolutions set out below.

All resolutions will be proposed as ordinary resolutions.

**ORDINARY RESOLUTIONS**

1. To receive the Company's accounts (the **Accounts**) and the reports of the directors and auditors for the years ended 31 December 2022 and 2023.
2. To ratify the delayed circulation of the Accounts to members of the Company otherwise than in accordance with Article 24.5 of the articles of association of the Company (the **Articles**).
3. To re-elect Frank Walker as a director of the Company.
4. To re-elect Edward Wilkinson as a director of the Company.
5. To re-appoint BDO Limited as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company.
6. To authorise the directors of the Company to determine the remuneration of the Company's auditors.

Dated 6 December 2024

By order of the board,



.....  
Frank Walker OBE  
Chairman

**Proxies**

A member entitled to attend and vote at the meeting may appoint proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights.

A blank proxy form is attached. Please consider carefully the conditions attaching to appointment of a proxy.

Proxy forms in hard copy must be delivered to the Company at 13 Castle Street, St. Helier, JE1 1ES, Jersey or by email to [investors@northern-leaf.com](mailto:investors@northern-leaf.com) marked for the attention of Edward Douglas. Please see the conditions attaching to the appointment of a proxy for the time of such delivery.

## **EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING**

The notes on the following page give an explanation of the proposed Resolutions.

Resolutions 1 to 6 (inclusive) will be proposed as ordinary resolutions. This means that for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution.

### **Resolutions 1 and 2**

The board of directors note that BDO Limited are, at the date of this notice, currently working on the Accounts, and it is intended for these to be circulated as soon as possible in advance of the annual general meeting. As such, this resolution ratifies the late circulation to ensure compliance with Article 24.5.

### **Resolutions 3 and 4**

Frank Walker OBE and Edward Wilkinson are retiring as directors at the annual general meeting in accordance with the provisions of the Company's articles and are standing for re-appointment.

If each of these Resolutions are separately passed, the respective individual will be re-appointed as a director of the Company.

The board of directors believes that each of the directors continues to demonstrate commitment to his or her role and their respective skills complement each other and enhance the overall operation of the board of directors.

### **Resolutions 5 and 6**

BDO Limited has expressed its willingness to continue in office as auditors. The directors have assessed the auditors' independence and objectivity and recommends the re-appointment of BDO Limited as auditors.

The directors request the authority to determine the auditors' remuneration.

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**Registered company no 128967**

**(the Company)**

**Proxy form**

I/We .....

of .....

being a member/members of the Company and the holder/holders of

..... (number and class of shares)

appoint as my/our proxy

.....

or in his/her absence

.....

at the annual general meeting of the Company to be held at **4:00 pm on 20 December 2024** at **Retreat Farm, Rue des Varvots, St Lawrence, Jersey, JE3 1GX** and at any adjournment of that meeting.

If the chairperson is appointed as proxy, write "The chairperson" without inserting an address.

Please indicate with a tick mark in the spaces opposite each resolution how you wish the proxy to vote on your behalf. In the absence of any such indication, the proxy may vote for or against the resolution or may abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting pursuant to the other items of business referred to in the notice convening the meeting.

Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the notice convening the annual general meeting.

Ordinary Resolutions		For	Against	Abstain
1	To receive the Accounts and the reports of the directors and auditor for the years ended 31 December 2022 and 2023.	○	○	○
2	To ratify the delayed circulation of the Accounts to members of the Company otherwise than in accordance with Article 20.5 of the Articles.	○	○	○
3	To re-elect Frank Walker OBE as a director of the Company.	○	○	○
4	To re-elect Edward Wilkinson as a director of the Company.	○	○	○
5	To re-appoint BDO Limited as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company.	○	○	○
6	To authorise the directors to determine the remuneration of the Company's auditors.	○	○	○

Dated 2024

**For individuals:**

.....  
 Signature of shareholder      Signature of joint-shareholder, if any

**For companies:**

Signed for and on behalf of

Name of the company:

.....  
 Signature

.....  
 Print name

.....  
 Title

## **Proxy instructions**

### **What happens if you do not follow these instructions?**

1. If you do not follow these instructions, any instrument you make appointing a proxy may be invalid.

### **Eligible members**

2. If you are a member entitled to attend and vote at this meeting of the Company, you may appoint a proxy or proxies to vote on your behalf.
3. A proxy need not be a member of the Company.

### **If you complete a proxy form, can you still attend and vote at the meeting?**

4. Completion of a proxy form does not preclude a member from subsequently attending and voting at the meeting in person if he or she so wishes.

### **Multiple proxies**

5. If you are a member entitled to cast two or more votes at the meeting, you may appoint two or more proxies and may specify the proportion of votes each proxy is appointed to exercise. If no proportion or number is specified, only the first form received by the Company will be accepted or, if all forms are received at the same time, the chairperson of the meeting may decide at his sole discretion which form to accept.

### **Joint shareholders**

6. In the case of jointly held shares, if more than one joint holder purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. For this purpose, seniority will be determined by the order in which the names of the joint holders appear in the register of members (the first-named being the most senior).

### **How to appoint a proxy**

7. If you are an eligible member and a natural person, the appointment of your proxy must be in writing and signed by you or your authorised attorney.
8. If you are an eligible member and a corporation, the appointment of your proxy must be in writing and executed in any of the following ways: (i) under the corporation's common seal; (ii) not under the corporation's common seal but otherwise in accordance with its articles of association or constitution; or (iii) under the hand of the corporation's authorised attorney.

9. Despite paragraphs 7 and 8, the Company will accept an electronic record of your proxy if:
- a. the original is in writing and signed in one of the ways referred to in those paragraphs; and
  - b. the Company permits receipt of electronic records by giving an electronic address for that purpose.

#### **Delivery of proxy form to Company**

10. For an appointment of a proxy to be effective, the following documents must be received by the Company no later than **4:00 pm on 18 December 2024** (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting) at which the proxy proposes to vote:
- a. the proxy form;
  - b. if the proxy form is executed by a corporation otherwise than under its common seal - an extract of its articles of association or constitution that evidences that it may be duly executed in that way; and
  - c. if the proxy form is signed by your attorney - the authority under which it was signed or a certified copy of the authority.
11. Those documents may be delivered in either of the following ways:
- a. in the case of hard-copy documents - they must be left at or sent by post to the Company at **13 Castle Street, St. Helier, JE1 1ES, Jersey**; and
  - b. in the case of documents comprised in an electronic record - they must be sent to **investors@northern-leaf.com**, each marked for the attention of Edward Douglas.
12. If a poll is to take place within 48 hours after it has been demanded then, in addition to the ways specified in the preceding paragraph, the documents may be delivered to the chairperson or to the Company secretary or to any Director at the meeting at which the poll was demanded.