

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser, who, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000 or from an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all your shares in Clean Power Hydrogen plc (the “**Company**”), you should at once forward this document and the accompanying Proxy Form to the purchaser or transferee, or to the bank or stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding, you should retain this document and the accompanying Proxy Form.



**CLEAN POWER HYDROGEN plc**

(Registered in England & Wales Company No.13574281)

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**NOTICE OF ANNUAL GENERAL MEETING**

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## KEY INFORMATION

### Key Times and Dates

Dispatch of this document	3 July 2026
Latest time & date for receipt of Proxy Forms	11.00 am on Wednesday 29 July 2026
Annual General Meeting	11.00 am on Friday 31 July 2026

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## Attending the Annual General Meeting & How to Vote

### Your vote matters to us.

Shareholders are encouraged to vote on the Annual General Meeting resolutions by proxy whether or not they plan to attend the Annual General Meeting (“AGM”). This will ensure that their votes are lodged even if attendance is not possible on the day due to travel disruption or other unforeseen circumstances. In addition to the information set out below, please refer to the **Important Notes for Shareholders** set out at the end of the AGM Notice for details on how to vote by proxy and through CREST.

If you or your proxy are planning to attend the AGM in person, please advise the Company by email to [info@ambacosec.com](mailto:info@ambacosec.com) of your planned attendance by no later than **11.00 am on Wednesday 29 July 2026** so that we can get a clear idea of the number of shareholders who may attend the AGM.

If you are **not** planning to attend the AGM, please vote your shares by appointing the Chair of the Company as your proxy. You can vote by returning the Proxy Form that you received with this document.

To appoint a proxy, you can use one of the following methods:

- By Post – Shareholders should complete their Proxy Form and return it to the Company’s registrars, **Computershare Investor Services PLC** at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY in the envelope provided;
- Online – Shareholders may, if they wish, appoint a proxy electronically. Shareholders should go to [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) and follow the instructions provided;
- By nominee or broker – if shareholders hold the Company’s shares through a CREST nominee or broker, they will need to instruct their nominee or broker on how to vote their shares. If shareholders have not been contacted by their nominee or broker about participating in the AGM, they should contact their nominee or broker as soon as possible. CREST members should ensure that an appropriate CREST message is transmitted via the CREST system.

To be valid, the Proxy Form provided or other instrument appointing a proxy must be posted or delivered by hand in the enclosed envelope so as to be received no later than **11.00 am on Wednesday 29 July 2026** at the offices of the Company’s registrars, **Computershare Investor Services PLC**, at the address shown on the enclosed envelope.

You may appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the AGM provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by you as a shareholder. A proxy need not be a member of the Company.

Completion and return of a Proxy Form to **Computershare Investor Services PLC** will not prevent you from attending and participating in the AGM should you wish to do so.

If you wish to appoint a corporate representative please contact **Computershare Investor Services PLC**, by telephone on **0370 707 1585**.

For the appointment of a proxy or proxies electronically, you will need your Shareholder Reference Number, Control Number and PIN, all of which can be found on the Proxy Form provided. Full instructions are given on the website. The proxy appointment and instructions should reach Computershare not less than 48 hours (excluding non-business days) before the time appointed for the holding of the AGM or an adjourned meeting. Please note that any electronic communication found to contain a computer virus will not be accepted.

All voting at the AGM will be decided on a show of hands, unless (before or immediately after the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded. If a poll is demanded, it will be held in accordance with the provisions of the Company’s Articles of Association. In the event of polls being demanded and held, every shareholder who is present in person or by proxy or by a corporate representative shall have one vote for each share held by them.

The results of the AGM and details of the proxy voting received will be released to the market via the Regulatory News Service of the London Stock Exchange as soon as practicable after the conclusion of the AGM. The results of the AGM and details of the proxy voting received will also be posted to the Company’s website [www.cph2.com](http://www.cph2.com).

If any polls have been demanded and held, the results of those polls will also be published on this website at the same time.

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## Questions at the AGM

Shareholders are invited to submit any questions relating to the business of the AGM or the proposed resolutions for consideration at the AGM. To assist with the orderly conduct of the AGM, we request that questions be submitted in advance, no later than 11.00 am. on Wednesday 29 July 2026.

Please note that, in accordance with usual practice, the Board will not address questions concerning individual shareholder rights during the AGM itself. However, if you wish to raise such a query, you are welcome to do so via the email link below, and we will respond to the extent we are able.

At the start of the AGM, the Chair will address, as far as possible, those questions submitted in advance. The formal business of the AGM will then proceed.

Unless you indicate otherwise, the Chair will put your question to the AGM and will identify you by name, as would ordinarily occur if you were attending in person, to ensure your question is properly heard and recorded.

If a question is submitted in advance but the Company is unable to verify your attendance at the AGM, the Company reserves the right to respond to your query separately after the AGM, either by letter or email, as appropriate.

Shareholders attending the AGM in person will also have an opportunity to raise additional questions following the conclusion of the formal business. However, we would be grateful if, wherever possible, questions are submitted in advance.

Please submit any questions to [info@cph2.com](mailto:info@cph2.com) with the subject line "AGM Question".

Further information relating to voting and raising questions at the AGM can be found in the **Important Notes for Shareholders** which are set out at the end of the AGM Notice.



## LETTER FROM THE CHAIR

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**Clean Power Hydrogen plc**  
(Registered in England & Wales Company No.13574281)

### Registered Office

Unit D,  
Parkside Business Park  
Spinners Road  
Doncaster DN2 4BL

[www.cph2.com](http://www.cph2.com)

### Directors:

Chris Train	Non-Executive Chair
Jon Duffy	Chief Executive Officer
James Hobson	Chief Financial Officer
Natalie Fortescue	Non-Executive Director and Chair Elect
Richard Scott	Chief Executive Officer Elect
Rick Smith	Non-Executive Director

3 July 2026

### Dear Shareholder,

The 2026 Annual General Meeting (the “AGM”) of the Company will be held at the offices of K&L Gates LLP, One New Change, London EC4M 9AF on **Friday 31 July 2026 at 11.00 am**. The formal Notice of AGM (“AGM Notice”) is set out at the end of this document.

The AGM Notice sets out the Resolutions to be proposed at the AGM and explanation and guidance in relation to the Resolutions is set out below.

#### Questions and Voting

Detailed information on how shareholders may raise questions relating to the business of the meeting they would like answered at the AGM and how shareholders may vote at the AGM is set out in **Key Information** above and in the **Important Notes for Shareholders** set out at the end of the AGM Notice.

Please note that to be valid, the Proxy Form provided to you or other instrument appointing a proxy must be received by **Computershare Investor Services PLC** by no later than **11.00 am on Wednesday 29 July 2026**.

When the AGM opens at the appointed time, the Chair will address any questions that have been submitted in advance. The AGM will then proceed with the formal business of the meeting. The Chair will formally put each of the AGM Resolutions to the meeting and advise of the proxy voting received in respect of each Resolution in advance. The AGM will then formally close.

#### Board changes

On 22 June 2026, the Company announced that it had decided not to continue manufacturing activities and it would adopt a more capital-light business model, focused on its proven research and development capability and ability to successfully licence fully-secured intellectual property. To lead this new strategy, the Board has resolved that Richard Scott, who was appointed to the role of Chief Commercial Officer in June 2025, is to assume the role of Chief Executive Officer (subject to standard regulatory due diligence checks), alongside James Hobson, who will remain as Chief Financial Officer. Natalie Fortescue will become Non-Executive Chair, while Rick Smith will remain an Independent Non-Executive Director.

Jonathan Duffy, Chief Executive Offer, and Chris Train, Non-Executive Chair, will step down from their roles.

The Board changes will take effect following the completion of the fundraise announced on 1 July 2026. Richard Scott will stand for election by shareholders at the 2027 AGM.

#### Fundraising

On 1 July 2026, the Company announced that it had conditionally raised approximately £2.54 million (before fees and expenses) through a firm placing (“Firm Placing”) of 169,333,333 new ordinary shares (“Firm Placing Shares”) of 1 pence each in the capital of the Company (“Ordinary Shares”).

In addition, the Company announced that it had conditionally raised a further £0.46 million through a conditional placing of 30,666,667 new Ordinary Shares (the “Conditional Placing Shares”) (the “Conditional Placing” and together with the Firm Placing, the “Placing”), in each case at an issue price of 1.5 pence per Ordinary Share (the “Issue Price”). Turner Pope Investments (TPI) Ltd (“TPI”), the Company’s placing agent, reserves the right to add to the Conditional Placing, after prior consultation with the Company.

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Furthermore, the Company announced that it recognised the importance of its retail Shareholders and, in particular, the significant contribution of clients of West Hill Capital LLP (“**West Hill**”) to the Company’s successful capital raises both pre- and post- the Company’s admission to trading on AIM in 2022. West Hill informed the Company that its clients had indicated an intention to subscribe for up to £4.0 million of new Ordinary Shares at the Issue Price and the Company was, therefore, proposing an additional subscription for new Ordinary Shares (the “**Subscription Shares**” and the “**Subscription**”).

Certain Directors, and elected Directors, of the Company noted their intention to subscribe for 666,667 new Ordinary Shares (the “**Directors Subscription Shares**”) at the Issue Price (the “**Directors Subscription**”).

The Company announced that it intended to provide existing Shareholders who had not taken part in the Placing with the opportunity to subscribe for 33,333,333 new Ordinary Shares (the “**Retail Offer Shares**” and together with the Firm Placing Shares, Conditional Placing Shares, Subscription Shares and Directors Subscription Shares, (the “**New Ordinary Shares**”) and targeting a minimum raise of £0.5 million (before fees and expenses) at the Issue Price by way of a retail offer to be conducted on the Bookbuild platform (the “**Retail Offer**” and, together with the Placing, Subscription and the Directors Subscription, the “**Fundraising**”). The Company reserves the right to increase the amount raised from existing shareholders pursuant to the Retail Offer subject to prior consultation with TPI.

Under the components of the Fundraising outlined above, the Company will issue up to 500,666,666 New Ordinary Shares at the Issue Price to raise up to £7.5 million before expenses.

The Firm Placing is conditional on, among other things, admission of the Firm Placing Shares to trading on AIM, which is expected to be on or around 7 July 2026 (“**First Admission**”). The Subscription, Directors Subscription and Retail Offer are conditional on, among other things, obtaining approval of the Company’s shareholders at a general meeting of the Company, expected to be held at the offices of K&L Gates LLP, One New Change, London EC4M 9AF at 11:00 a.m. on 20 July 2026 (“**General Meeting**”) and admission of the Subscription Shares, Directors Subscription Shares and Retail Offer Shares to trading on AIM, which is expected to be on or around 22 July 2026 (“**Second Admission**”).

The Firm Placing is not conditional upon the Conditional Placing, the Retail Offer, Directors Subscription or the Conditional Subscription. For the avoidance of doubt, the Retail Offer is not part of the Placing, Directors Subscription or the Subscription.

### **The business of the AGM**

The business of the AGM this year is as follows:

## **Ordinary Resolutions**

### **Resolution 1 – Report and Accounts**

The first resolution is for the Directors to present to shareholders the Company’s Annual Report and Accounts for the year ended 31 December 2025 (the “**2025 Report & Accounts**”). The 2025 Report & Accounts comprise the Directors’ Report and the audited financial statements for the year ended 31 December 2025.

**Resolution 2 – Remuneration Report** – concerns the approval of the Directors’ Remuneration Report set out on pages 25 to 28 of the 2025 Annual Report. This resolution is advisory in nature and the entitlement of any individual Director to remuneration is not conditional upon it.

**Resolution 3 – Remuneration Policy** – this year the Company is presenting to their shareholders a Directors’ Remuneration Policy for approval. The proposed Directors’ Remuneration Policy appears on pages 26 to 27 of the Directors’ Remuneration Report for the year ended 31 December 2025. This resolution is advisory in nature and as with Resolution 2 the entitlement of any individual Director to remuneration is not conditional upon it.

**Resolutions 4–6 – Directors Re-appointments** – concern the re-appointment of Natalie Fortescue, James Hobson, and Rick Smith as directors of the Company.

Biographies of the Directors are set out in the Governance section of the 2025 Annual Report & Accounts and also in the Investors section of the Company’s website ([www.cph2.com](http://www.cph2.com)).

### **Resolution 7 – Re-appointment of Auditor**

The auditors of a company must be appointed or re-appointed at each general meeting at which the financial statements are put before shareholders.

**Resolution 7** is for the shareholders to formally approve the reappointment of PKF Littlejohn LLP as auditor of the Company until the conclusion of the next annual general meeting of the Company at which financial statements are laid. **Resolution 7** also authorises the Directors, acting through the Audit Committee, to agree the auditor’s remuneration.

### **Resolution 8 – Authority to issue shares**

**Resolution 8** is to grant the Directors authority to allot new Ordinary Shares.

Section 551 of the Companies Act 2006 requires that Directors be authorised by shareholders before any share capital can be issued.

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At this stage in its development the Company may raise additional funds, from time to time, through the issue of ordinary shares from the equity markets and unless this resolution is put in place the Company will not be in a position to raise further funds to continue with the development of its business.

If approved by shareholders, this resolution will allow the Directors to allot new ordinary shares and grant rights to subscribe for or convert other securities into ordinary shares with an aggregate nominal amount representing approximately **one third** of the aggregate nominal amount of the expected issued ordinary share capital of the Company after completion of the Fundraising. Furthermore, the resolution will also allow the Directors to issue equity securities of the Company in connection with a pre-emptive offer of such securities by way of a Rights Issue with an aggregate nominal amount representing approximately **one third** of the aggregate nominal amount of the expected issued ordinary share capital of the Company after the completion of the Fundraising.

This new authority, which will replace a similar authority which was approved by shareholders at the Company's last annual general meeting held on 19 June 2025, will expire on 30 June 2027 or at the conclusion of the next annual general meeting of the Company to be held in 2027 if earlier.

## Special Resolutions

### **Resolution 9 – General authority to disapply pre-emption rights**

Subject to the passing of Resolution 8, **Resolution 9** is to grant the Directors authority to disapply pre-emption rights in respect of the issue of new ordinary shares with a maximum aggregate nominal amount representing **20 per cent** of the aggregate nominal amount of the Company's expected issued ordinary share capital after the completion of the Fundraising.

If the Directors wish to allot new ordinary shares and other equity securities for cash, the Companies Act requires that these shares are offered first to shareholders in proportion to their existing holdings unless prior authority is received from shareholders. There may be circumstances, when it is in the interests of the Company to be able to allot new equity securities for cash other than on a pre-emptive basis. For example, **Resolution 9** will give the Directors authority to exclude certain categories of shareholders in a rights issue where their inclusion would be impractical or illegal and also to issue shares other than by way of rights issues which are, for regulatory reasons, complex, expensive and time consuming for a company the size of Clean Power Hydrogen plc and at this stage of its development.

The authority under this resolution, which will replace a similar authority which was approved by shareholders at the Company's last annual general meeting held on 19 June 2025, will expire on 30 June 2027 or at the conclusion of the next annual general meeting of the Company to be held in 2027 if earlier.

### **Resolution 10 – Authority to purchase the Company's own shares**

Under this resolution, the Company is seeking authority to purchase up to **100,267,974** ordinary shares (being **10 per cent** of the Company's expected issued ordinary share capital after completion of the Fundraising) at, or between, the minimum and maximum prices specified in this resolution. This power would be used only after careful consideration by the Directors, having taken into account market conditions prevailing at that time, the investment needs of the Company, its opportunities for expansion and its overall financial position. The Directors would exercise the authority to purchase ordinary shares only if they considered it to be in the best interests of the shareholders and they believed that the effect of such purchases will be to increase earnings per share.

This new authority, which will replace a similar authority which was approved by shareholders at the Company's last annual general meeting held on 19 June 2025, will expire on 30 June 2027 or at the conclusion of the next annual general meeting of the Company to be held in 2027 if earlier.

### **Documents available for inspection**

Copies of the Service Contracts for the Executive Directors, and the Letters of Appointment for the Non-Executive Directors, and the Company's Articles of Association will be available for inspection at the Company's Registered Office during normal business hours until the conclusion of the AGM.

### **Recommendation**

The Board believes that the Resolutions to be proposed at the AGM are in the best interests of the Company and the shareholders as a whole. The Board therefore unanimously recommends to shareholders that they vote in favour of the Resolutions as the Directors intend to do in respect of their own beneficial shareholdings totalling in aggregate 9,776,566 ordinary shares (representing approximately 1.95 per cent of the issued ordinary share capital of the Company as at the date of this Notice of AGM).

The Board looks forward to reporting to you on the business of the Company at the AGM.

Yours faithfully

**Chris Train**

**Chair**



## NOTICE OF ANNUAL GENERAL MEETING

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**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of the Company will be held at the offices of K&L Gates LLP, One New Change, London EC4M 9AF on **Friday 31 July 2026** at **11.00 am** for the following purposes:

To consider and, if thought fit, to pass the following resolutions (“Resolutions”). **Resolutions 9 and 10** are to be passed as **special resolutions** with the remaining Resolutions to be passed as **ordinary resolutions**:

1. To receive the Annual Report and Accounts of the Company for the year ended 31 December 2025.
2. To approve the Directors’ Remuneration Report (other than the part containing the Directors’ Remuneration Policy) for the year ended 31 December 2025 as set out on pages 25 to 28 of the Annual Report and Accounts.
3. To approve the Directors’ Remuneration Policy (contained in the Directors’ Remuneration report for the year ended 31 December 2025, as set out on pages 26 to 27 of the Annual Report and Accounts).
4. To re-elect as a Director, Natalie Fortescue, who offers herself for re-election.
5. To re-elect as a Director, James Hobson, who offers himself for re-election.
6. To re-elect as a Director, Rick Smith, who offers himself for re-election.
7. To reappoint PKF Littlejohn LLP as auditor of the Company and to authorise the Directors to agree its remuneration.
8. That the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the “Companies Act”) to exercise all the powers of the Company to allot:
  - (a) shares in the Company or grant rights to subscribe for or to convert any security into shares in the capital of the Company up to a maximum aggregate nominal amount of **£3,342,265.83** (being approximately **one third** of the aggregate nominal amount of the expected issued ordinary share capital of the Company after completion of the Fundraising); and
  - (b) equity securities of the Company (within the meaning of section 560 of the Companies Act) in connection with an offer of such securities by way of a Rights Issue (as defined in the resolution below) up to an additional aggregate nominal amount of **£3,342,265.83** (being approximately **one third** of the aggregate nominal amount of the expected issued ordinary share capital of the Company after completion of the Fundraising)

provided this authority expires on 30 June 2027 or at the conclusion of the next annual general meeting of the Company to be held in 2027 if earlier but so 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 and the Directors may allot equity securities pursuant to such an offer or agreement as if this authority had not expired.

9. That subject to the passing of **Resolution 8** above, the Directors be empowered pursuant to section 570 of the Companies Act to allot equity securities (as defined in section 560 of the Companies Act) for cash pursuant to the authority referred to in **Resolution 8** above as if section 561(1) of the Companies Act did not apply to any such allotment, such power being limited to the allotment of equity securities:
  - (a) in connection with an offer of such securities by way of a Rights Issue; and
  - (b) up to an aggregate nominal amount of **£2,005,359.50** (being **20** per cent of the of the aggregate nominal amount of the expected issued ordinary share capital of the Company after completion of the Fundraising)

provided that this authority shall expire on 30 June 2027 or at the conclusion of the next annual general meeting of the Company to be held in 2027 if earlier save 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 and the Directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired.

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For the purposes of **Resolution 8** and this **Resolution 9, "Rights Issue"** means an offer to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities, to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.
10. That the Company be generally and unconditionally authorised, pursuant to the Company's Articles of Association, to make market purchases (within the meaning of section 693(4) of the Companies Act) of ordinary shares of 1 pence each in the capital of the Company ("**Ordinary Shares**") on such terms as the Directors think fit, and where such shares are held as treasury shares, the Company may use them for the purposes set out in section 727 of the Companies Act, including for the purposes of its employee share schemes, provided that:
- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is **100,267,974**;
  - (b) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is **1 pence** per share;
  - (c) the maximum price, exclusive of expenses, which may be paid for each Ordinary Share is an amount equal to the higher of:
    - (i) **105** per cent. of the average 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 purchased; and
    - (ii) An amount equal to the higher of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the London Stock Exchange: and

this authority, unless previously revoked or varied, will expire on 30 June 2027 or at the conclusion of the next annual general meeting of the Company to be held in 2027 if earlier (except in relation to the purchase of Ordinary Shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry).

**BY ORDER OF THE BOARD**

**AMBA Secretaries Limited**

Company Secretary

**Clean Power Hydrogen plc**

Registered Office:

Unit D, Parkside Business Park,

Spinners Road,

Doncaster DN2 4BL

3 July 2026

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## IMPORTANT NOTES FOR SHAREHOLDERS:

1. The entitlement to attend, speak and vote at the AGM will be determined by reference to the Company's Register of Members. In order to vote at the AGM, a person must be entered on the Register of Members no later than **6.00 pm on Wednesday 29 July 2026**.

A shareholder's voting entitlement will depend on the number of shares held at that time. If the AGM is adjourned, such entitlement is determined by reference to the Register of Members at **6.00 pm** on the date which is two days (excluding non-business days) before the date fixed for the adjourned meeting. In each case, changes to the Register of Members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM.

The AGM is a private meeting of shareholders and their representatives. Guests are not entitled to attend the AGM as of right but they may be permitted entry at the absolute discretion of the Company. You must contact us in advance and by no later than **11.00 am on Wednesday 29 July 2026** at [info@ambacosec.com](mailto:info@ambacosec.com) if you would like to bring a guest. Proxies and corporate representatives may not bring guests to the AGM.

2. If you wish to attend the AGM in person, you should arrive at the venue no more than 10 minutes before the start of the meeting, which will commence at **11.00 am on Friday 31 July 2026**. You may be asked to provide evidence of your identity.
3. A shareholder is entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not also be a shareholder but must attend the meeting for the shareholder's vote to be counted.

You will need to state clearly on each Proxy Form the number of shares in relation to which the proxy is appointed. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by the shareholder will result in the proxy appointment being invalid.

If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chair) and give your instructions directly to them. To be valid, a Proxy Form, together with the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, must be posted or delivered by hand so as to reach the Company's Registrars, **Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY** by no later than **11.00 am on Wednesday 29 July 2026**.

Shareholders who have completed and submitted a Proxy Form may still attend the AGM and vote in person should they wish to do so, but they are requested to bring the enclosed Attendance Card with them to the meeting. Amended instructions must also be received by the Company's Registrars by the deadline for receipt of the Proxy Form.

4. If more than one valid proxy appointment is made in relation to the same share, the appointment last received before the latest time for the receipt of Proxy Forms will take precedence.
5. 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).
6. If a shareholder does not specify how he or she wants the proxy to vote on a particular resolution, the proxy may vote or abstain as he or she sees fit. A proxy may also vote or abstain as he or she sees fit on any other business which properly comes before the AGM.
7. 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(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.

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8. 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 & Ireland Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). 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 3RA50) by the latest time(s) for receipt of proxy appointments specified in Note 3 above. 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) 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 UK & Ireland Limited 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 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings ([www.euroclear.com/CREST](http://www.euroclear.com/CREST)).

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).

Electronic proxies. You may, if you wish, appoint your proxy electronically at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy).

You will need your Shareholder Reference Number, Control Number and PIN, all of which can be found on your Proxy Form. Full instructions are given on the website. The proxy appointment and instructions should reach **Computershare Investor Services PLC** not less than 48 hours before the time appointed for the holding of the AGM or an adjourned meeting. Please note that any electronic communication found to contain a computer virus will not be accepted.

9. A corporation which is a shareholder may appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder, as if the corporation were an individual shareholder, provided that they do not do so in relation to the same share or shares.

Shareholders considering the appointment of a corporate representative should check their own legal position, the Company's Articles of Association and the relevant provision of the Companies Act 2006.

If you wish to appoint a corporate representative please contact **Computershare Investor Services PLC**, by telephone on **0370 707 1585**.

10. Voting on each of the resolutions will be conducted on a show of hands unless (before or immediately after the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded. If a poll is demanded, it will be held in accordance with the provisions of the Company's Articles of Association.

In the event of polls being demanded and held, every shareholder who is present in person or by proxy or by a corporate representative shall have one vote for each share held by them.

The results of the AGM and details of the proxy voting received will be released to the market via the Regulatory News Service of the London Stock Exchange and on the Company's website at [www.cph2.com](http://www.cph2.com) as soon as practicable following the conclusion of the AGM.

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11. All questions for the AGM must be submitted via email to [info@cph2.com](mailto:info@cph2.com). Shareholders are encouraged to send their questions as soon as possible and by no later than **11.00 am on Wednesday 29 July 2026**. The Company will, to the extent practicable, answer any such questions unless:

- (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; or
- (ii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered; or
- (iii) the answer has already been given on a website in the form of an answer to a question.

In the interests of efficiency and to avoid unnecessary repetition, if multiple questions are submitted with a common theme, they will be answered as one question. A shareholder may not use any email address provided by the Company in this document or in any accompanying document or on any website for communicating with the Company for any purpose in relation to the AGM other than as expressly stated.

12. The documents set out below are available for inspection on request at the Company's registered office from the date of this notice until the conclusion of the AGM:

- a) a copy of each Executive Director's Service Contract;
- b) a copy of each Non-Executive Director's Letter of Appointment; and
- c) a copy of the Company's Articles of Association

13. Total voting rights and share capital. The Company has one class of authorised ordinary shares. The holders of ordinary shares are entitled to one vote per share and are entitled to one vote per share on all matters that are subject to shareholder vote.

14. As at the date of this AGM Notice, the issued share capital of the Company was comprised of **502,013,083** ordinary shares, each with a nominal value of 1 pence per share. Following the completion of the Fundraising the Company expects to have issued up to **500,666,666** New Ordinary Shares which would result in an issued share capital of **1,002,679,749** ordinary shares. The Company holds no ordinary shares in Treasury.

