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If you have sold or otherwise transferred all of your Ordinary Shares please send this document and the accompanying Annual Report, as soon as possible, to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. The distribution of this document and any accompanying documents into jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document and any accompanying documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of securities laws of any such jurisdiction.

## **RIVER & MERCANTILE UK MICRO CAP INVESTMENT COMPANY LIMITED**

*(a non-cellular investment company limited by shares incorporated under the laws of Guernsey with registered number 59106 and registered as a registered closed-ended collective investment scheme with the Guernsey Financial Services Commission)*

### **Notice of Annual General Meeting**

**PLEASE NOTE THAT AS A RESULT OF THE COVID-19 PANDEMIC, SHAREHOLDERS WILL NOT BE PERMITTED TO ATTEND THE AGM AND THEREFORE SHAREHOLDERS ARE STRONGLY ENCOURAGED TO RETURN THEIR FORM OF PROXY AS EARLY AS POSSIBLE AND AS DIRECTED BELOW.**

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Board of River & Mercantile UK Micro Cap Investment Company Limited in which the Directors provide an explanation of each of the Resolutions to be proposed at the Annual General Meeting, and offer their support for voting in favour of each of the Resolutions.

Notice of the Annual General Meeting of River & Mercantile UK Micro Cap Investment Company Limited to be held at BNP Paribas House, St Julian's Avenue, St Peter Port, Guernsey GY1 1WA on 2 March 2021 at 9.30 a.m. GMT is set out at the end of this document.

A proxy form for use by all Shareholders at the Annual General Meeting is enclosed with this document. To be valid, the accompanying proxy form must be completed, signed and returned in accordance with the instructions printed thereon to Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY by no later than 9.30 a.m. GMT on 26 February 2021. If you hold Ordinary Shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to the Company's registrars, Computershare Investor Services (Guernsey) Limited, (under CREST participant ID 3RA50) so that it is received no later than 9.30 a.m. GMT on 26 February 2021.

# River & Mercantile UK Micro Cap Investment Company Limited

*(a non-cellular investment company limited by shares incorporated under the laws of Guernsey with registered number 59106 and registered as a registered closed-ended collective investment scheme with the Guernsey Financial Services Commission)*

*Directors:*

Andrew Chapman (*Non-executive Chairman*)  
Ian Burns (*Non-executive Director*)  
Trudi Clark (*Non-executive Director*)  
Stephen Coe (*Non-executive Director*)  
Mark Hodgson (*Non-executive Director*)

*Registered and Head Office*

BNP Paribas House  
St Julian's Avenue  
St Peter Port

Guernsey GY1 1WA

2 February 2021

Dear Shareholder,

## **Notice of Annual General Meeting**

### **1. Introduction**

The purpose of this document is to provide you with details of the Resolutions to be proposed at the Annual General Meeting of the Company to be held on 2 March 2021 at 9.30 a.m. GMT and convened by the formal Notice of Annual General Meeting set out at the end of this document.

On 18 December 2020, the Company announced its final results for the year ended 30 September 2020 and a copy of the Annual Report for that period is enclosed with this document.

### **2. Annual General Meeting – Resolutions**

#### **2.1 Resolution 1 – Receipt of financial statements and reports**

The Directors are required to lay before the AGM the Company's Annual Report and Financial Statements, including the respective reports of the Directors and the Company's Auditors for the year ended 30 September 2020.

#### **2.2 Resolution 2 – Remuneration Report**

Shareholders are requested to ratify the Directors' Report on Remuneration for the year ended 30 September 2020, which is set out in the Annual Report and Financial Statements.

#### **2.3 Resolutions 3 to 7 – Re-appointment of Directors**

The Articles of Incorporation (the "**Articles**") state that all Directors should be subject to election by shareholders at the first Annual General Meeting after their appointment, and to re-election thereafter at intervals of no more than three years. In accordance with best practice under the AIC Code, all Directors will stand for re-election by Shareholders annually.

The Board believes that each of the Directors standing for re-election should be re-elected as there is a good mix of key relevant skills which are set out in the Annual Report along with their Biographical details. Although under the AIC code Mark Hodgson, would not be considered independent, the Board strongly recommends his re-election. Mark Hodgson is managing director of the Manager which is independent of the Portfolio Manager and brings significant and complementary expertise in risk management to the Board's deliberations.

Below is a biography for Stephen Coe, who was appointed as a Director after the publication of the Annual Report and whose election to the Board is being proposed in resolution 6:

*Stephen has been involved with offshore investment funds and managers since 1990 with significant exposure to property, debt, emerging markets and private equity*

*investments. Stephen qualified as a Chartered Accountant with Price Waterhouse Bristol in 1990 and remained in audit practice, specialising in financial services, until 1997. From 1997 to 2003 Stephen was a director of the Bachmann Group of fiduciary companies and Managing Director of Bachmann Fund Administration Limited, a specialist third party fund administration company. From 2003 to 2006 Stephen was a director with Investec in Guernsey and Managing Director of Investec Trust (Guernsey) Limited and Investec Administration Services Limited. Stephen became self-employed in August 2006 providing services to financial services clients.*

**2.4 Resolution 8 – Re-appointment of the Company’s auditors**

The Company is required to appoint auditors at each general meeting at which accounts are laid before the Company. The appointed auditors are to hold office until the next such meeting. Following the recommendation of the Company’s audit committee, the Directors propose that PricewaterhouseCoopers CI LLP be re-appointed as auditors of the Company and that the Directors be authorised to determine the remuneration of the auditors.

**2.5 Resolution 9 – Increase aggregate Directors’ fees**

Resolution 9 seeks authority to increase the limit on the aggregate fees payable to the Board of Directors by 10%, the first time this cap has been reviewed since the fund launch in 2014. Over the next three years the Board will be implementing its succession plan, and to ensure a smooth transition will increase the number of Board members to five during the period of Board refreshment. The first part of this plan is the appointment to the Board of Stephen Coe with effect from 1 January 2021, who will replace Ian Burns as Audit Committee Chair once he retires from the Board on 30 September 2021. This appointment causes the aggregate fees payable to the Board of Directors to breach the current limit of £150,000 in any financial year. Therefore, in accordance with the Articles the Board seeks shareholder approval to increase limit on the aggregate amount of fees payable to the Board by 10%, from £150,000 to £165,000.

**2.6 Resolution 10 – Share Purchase Authority**

Resolution 10 seeks to renew the Company’s authority to buy back its Ordinary Shares. The authority under this resolution is limited to the purchase of a maximum of 6,962,111 Ordinary Shares or, if less, 14.99% of the aggregate number of Ordinary Shares in issue as at the date of the passing of Resolution 9.

The minimum price which may be paid for an Ordinary Share is £0.01. The maximum price which may be paid for an Ordinary Share is not more than an amount equal to the higher of (a) 105 per cent. above the average of the closing price of the Company’s Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and (b) the higher of the price of the last independent trade and the highest current independent bid as stipulated by article 5(6) of the UK version of the Market Abuse Regulation.

This authority will expire upon the date of the next Annual General Meeting of the Company, unless previously renewed, varied or revoked by the Company in general meeting. As at the date of this Circular, the Directors have no intention to exercise the authority to be granted pursuant to this resolution.

**2.7 Resolution 11 – Dis-apply pre-emption rights**

Resolution 11 seeks to allow the Directors to allot and issue Ordinary Shares on a non pre-emptive basis. The Board considers that this resolution is appropriate and customary for a closed-ended investment fund such as the Company, having regard to guidance from The Association of Investment Companies and the Statement of Principles published by the Pre-emption Group.

This authority will expire upon the date of the next Annual General Meeting of the Company, unless previously renewed, varied or revoked by the Company in general meeting.

**2.8** Please note Resolutions 1 to 10 are Ordinary Resolutions, and Resolution 11 is a Special Resolution.

**3. Financial and additional information**

The financial information of the Company for the year ended 30 September 2020 including financial and trading prospects, is set out in the Annual Report which accompanies this document and is incorporated by reference.

**4. Annual General Meeting**

You will find set out at the end of this document a notice convening the Annual General Meeting to be held at BNP Paribas House, St Julian's Avenue, St Peter Port, Guernsey GY1 1WA on 2 March 2021 at 9.30 a.m. GMT. Please also refer to the additional information set out in this document.

**5. Action to be taken**

Shareholders will find enclosed with this document a Form of Proxy for use in connection with the Annual General Meeting. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete and return the proxy form in accordance with the instructions printed thereon.

You are requested to complete and return the proxy form by hand (during normal business hours only) or by post, to Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and, in any event, so as to be received not later than 48 hours before the Annual General Meeting (that is, by 9.30 a.m. GMT on 26 February 2021) or any adjournment thereof. The proxy form will not be valid if it is not received by this date and time.

If you hold Ordinary Shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to the Company's registrars, Computershare Investor Services (Guernsey) Limited, (under CREST participant ID 3RA50) so that it is received no later than 9:30 a.m. GMT on 26 February 2021.

**6. Attendance at the AGM**

In response to the wide spread of the Coronavirus (COVID-19), a number of measures have been implemented in a number of jurisdictions, including Guernsey. In particular, there is currently a ban on all non-essential travel into Guernsey. **Consequently, attendance by shareholders in person at the AGM is not permitted.** Therefore, the Board strongly encourages Shareholders to exercise their voting rights by completing and submitting the Form of Proxy where possible to avoid the need to attend the AGM in person. The Board also strongly encourages Shareholders to submit their Form of Proxy as early as possible to ensure that their votes are counted at the AGM.

In light of this direction not to attend the AGM, the Board shall accept and answer any questions relating to the business being dealt with at the AGM in advance of the meeting.

Any questions should be submitted by emailing [rmmccosec@bnpparibas.com](mailto:rmmccosec@bnpparibas.com).

**7. Recommendation**

The Directors consider Resolutions 1 to 11 (inclusive) to be in the best interests of the Company and the Shareholders as a whole.

Accordingly, the Directors unanimously recommend that Shareholders vote in favour of Resolutions 1 to 11 (inclusive) to be proposed at the Annual General Meeting, as they intend to do in respect of their own holdings.

Yours sincerely  
**Andrew Chapman**

**NOTICE OF ANNUAL GENERAL MEETING**

# **River & Mercantile UK Micro Cap Investment Company Limited**

*(a non-cellular investment company limited by shares incorporated under the laws of Guernsey with registered number 59106 and registered as a registered closed-ended collective investment scheme with the Guernsey Financial Services Commission)*

**PLEASE NOTE THAT AS A RESULT OF THE COVID-19 PANDEMIC, SHAREHOLDERS WILL NOT BE PERMITTED TO ATTEND THE AGM AND THEREFORE SHAREHOLDERS ARE STRONGLY ENCOURAGED TO RETURN THEIR FORM OF PROXY AS EARLY AS POSSIBLE**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of River & Mercantile UK Micro Cap Investment Company Limited (the “**Company**”) will be held at BNP Paribas House, St Julian’s Avenue, St Peter Port, Guernsey GY1 1WA at 9:30 a.m. GMT on 2 March 2021 for the purpose of considering the following resolutions (as defined in the circular sent by the Company to its shareholders on • January 2021 (the “**Circular**”)):

**Ordinary business:**

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. To receive and consider the Annual Report and Financial Statements for the year ended 30 September 2020, together with the Report of the Directors and Auditors therein.
2. To receive and ratify the Remuneration Report in the Annual Report and Audited Financial Statements for the year ended 30 September 2020.
3. To re-elect Mr Andrew Chapman as a Director of the Company.
4. To re-elect Mr Ian Burns as a Director of the Company.
5. To re-elect Mrs Trudi Clark as a Director of the Company.
6. To elect Mr Stephen Coe as a Director of the Company.
7. To re-elect Mr Mark Hodgson as a Director of the Company.
8. To approve the reappointment of PricewaterhouseCoopers CI LLP as auditors of the Company until the conclusion of the next general meeting of the Company at which accounts are laid before the members and to authorise the Directors to determine the remuneration of the auditors.
9. To increase the limit on the aggregate fees payable to the Board of Directors by 10%, to a total of £165,000 per annum.

**Special business:**

To consider and, if thought fit, to pass the following resolutions as:

**Ordinary Resolutions**

10. **THAT** the Company be, and is hereby authorised, conditional on the Ordinary Shares remaining traded on the main market of the London Stock Exchange plc, to make market purchases (as that term is defined in the Companies (Guernsey) Law, 2008, as amended) of its own redeemable ordinary shares of no par value (“**Ordinary Shares**”) which may be cancelled or held as treasury shares, provided that:
  - (i) the maximum number of Ordinary Shares that may be purchased under this authority is 6,962,111 Ordinary Shares (or, if less, 14.99% of the aggregate number of Ordinary Shares in issue as at the date of passing of this resolution);
  - (ii) the minimum price which may be paid for an Ordinary Share is £0.01;

- (iii) the maximum price which may be paid for an Ordinary Share is not more than an amount equal to the higher of (a) 105 per cent. above the average of the closing price of the Company's Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and (b) the higher of the price of the last independent trade and the highest current independent bid as stipulated by article 5(6) of the UK version of the Market Abuse Regulation.

This authority will expire upon the date of the next Annual General Meeting of the Company, unless previously renewed, varied or revoked by the Company in general meeting.

### **Special Resolution**

11. **THAT** the Directors of the Company be and are hereby authorised to allot and issue equity securities (within the meaning of the Company's Articles) for cash either pursuant to Article 4.1 as if Article 6.2 of the Articles did not apply to any such allotment and issue, provided that this power shall:
- (i) be limited to the allotment and issue of up to 4,644,504 Ordinary Shares (excluding treasury shares) or, if less, 10% of the Ordinary Shares in issue as at 2 March 2021;
  - (ii) unless authorised by Shareholders, no Shares will be issued at a price less than the prevailing Net Asset Value per Share at the time of the issue unless they are offered pro rata to existing Shareholders; and

this authority will expire upon the date of the next Annual General Meeting of the Company, unless previously renewed, varied or revoked by the Company in general meeting.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot and issue equity securities in the capital of the Company wholly for cash as if the pre-emption rights contained in Article 6.2 of the Articles did not apply to such allotment and issue but without prejudice to any allotment and issue of shares already made, offered or agreed to be made pursuant to such authorities.

BY ORDER OF THE BOARD  
BNP Paribas Securities Services S.C.A., Guernsey Branch  
Company Secretary  
26 January 2021

*Registered office*  
BNP Paribas House  
St. Julian's Avenue  
St. Peter Port  
Guernsey  
GY1 1WA

### **Notes to the Notice of Annual General Meeting**

Resolutions 1 to 10 are proposed as ordinary resolutions and resolution 11 is proposed as a special resolution. For each ordinary resolution to be passed, more than half of the votes cast (by proxy or in person) must be in favour of the resolution. For the special resolution more than three quarters of the votes cast (by proxy or in person) must be in favour of the resolution

#### **1. Voting record date**

The Company specifies that only those shareholders entered on the register of members of the Company as at close of business on 26 February 2021 or, in the event that this Annual General Meeting is adjourned, on the register of members of the Company 48 hours before the time of any adjourned Annual General Meeting, will be entitled to attend, speak or vote at the Annual General Meeting in respect of the number of shares registered in their name at that time and such shareholders shall be entitled on a poll to 1 vote per Ordinary Share held. The register of members of the Company at that time is also used for the purposes of calculating how many votes a holder of each Ordinary Share may cast. Changes to entries on the register after close of business on 26 February 2021 or, in the event that this Annual General Meeting is adjourned, in the register of members of the Company 48 hours before the time of any adjourned Annual General Meeting, will be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.

#### **2. Joint registered holders**

Where there are joint registered holders of any Ordinary Share, any one of such persons may vote at the Annual General Meeting, either personally, in respect of such Ordinary Share as if he were solely entitled thereto; and if more than one of such joint holders of Ordinary Shares be present at the Annual General Meeting personally that one of the said persons so present in person whose name stands first in the register of members in respect of such Ordinary Share shall alone be entitled to vote in respect thereof.

#### **3. Right to appoint proxies**

A member of the Company entitled to attend, speak and vote at the Annual General Meeting is entitled to appoint a proxy or proxies to exercise all or any of his or her rights to attend and to speak and vote instead of him or her in any of the following ways: (a) by completing and returning the enclosed Form of Proxy; or (b) through the CREST electronic proxy appointment service (if they are users of CREST, including CREST personal members). Members who have lodged Forms of Proxy, or who have appointed a proxy through CREST, are not thereby prevented from attending the Annual General Meeting and voting in person if they so wish. A proxy need not be a member of the Company but must attend the Annual General Meeting to represent you. If you wish your proxy to speak on your behalf at the Annual General Meeting, you will need to appoint your own choice of proxy (not the Chairman/Secretary) and give your instructions directly to them. As result of the COVID-19 pandemic, Shareholders are strongly encouraged to complete and return their Form of Proxy as any admittance to the AGM will be subject to compliance with any restrictions on public gatherings and policies of the Registrar and/or the Administrator.

A member may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to different shares held by a member. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you may photocopy the Form of Proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.

#### **4. Proxies' rights to vote at the meeting**

On a vote on a show of hands, each proxy has one vote. If a proxy is appointed by more than one member, and all such members have instructed the proxy to vote in the same way, the proxy will only be entitled, on a show of hands, to vote "for" or "against" as applicable. If a proxy is appointed by more than one member, but such members have given different voting instructions, the proxy may, on a show of hands, vote both "for", and "against" in order to reflect the different voting instructions.

On a poll, all or any of the voting rights of the member may be exercised by one or more duly appointed proxies.

#### **5. Voting by corporate representatives**

Corporate representatives are entitled to attend, and vote on behalf of the corporate member.

#### **6. Receipt and termination of proxies**

To be valid a Form of Proxy must be deposited, by hand or by post, at the offices of Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY no later than 9.30 a.m. GMT on 26 February 2021. The Company will also accept Forms of Proxy deposited in accordance with the Articles of Incorporation. The Directors may in their absolute discretion elect to treat as valid any instrument appointing a proxy which is deposited later than 9.30 a.m. GMT on 26 February 2021. If the Directors so elect, the person named in such instrument of proxy shall be entitled to vote.

A member may terminate a proxy's authority at any time before the commencement of the meeting. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed notice clearly stating your intention to

revoke your proxy appointment to Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or a duly appointed attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Computershare Investor Services (Guernsey) Limited no later than 9.30 a.m. GMT on 26 February 2021. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions: any amended proxy appointment received after the relevant cut-off time will be disregarded.

#### **7. *Electronic receipt of proxies***

CREST members who wish to appoint and/or give instructions to a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General 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.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (the CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 Computershare Investor Services (Guernsey) Limited (CREST participant 3RA50) by no later than 9.30 a.m. GMT on 26 February 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Computershare Investor Services (Guernsey) Limited 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 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 or her CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this regard, 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. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) or the Uncertificated Securities Regulations 2001.

#### **8. *Attendance at the Annual General Meeting***

Appointment of a proxy does not preclude you from attending the Annual General Meeting and voting in person. If you have appointed a proxy and vote at the Annual General Meeting in person in respect of shares for which you have appointed a proxy, your proxy appointment in respect of those shares will automatically be terminated. Any admittance to the AGM will be subject to compliance with any restrictions on public gatherings and policies of the Registrar and/or the Administrator.

In the case of joint holders, the signature of only one of the joint holders is required on the Form of Proxy. Where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the more 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 more senior).

A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to every other matter which is put before the Annual General Meeting.

#### **9. *Questions at the Annual General Meeting***

The Directors will answer any questions raised at the Annual General Meeting which relate to the business of the meeting, although no answer need be given:

- (a) if to do so would interfere unduly with the preparation of the meeting or involve disclosure of confidential information;
- (b) if the answer has already been given on the Company's website; or

- (c) if it is undesirable in the best interests of the Company or the good order of the meeting that the question be answered.

**10. Website**

A copy of the notice of the meeting, including these explanatory notes, is included on the Company's website:  
<https://microcap.riverandmercantile.com/>

**11. Total voting rights**

The total number of voting rights in the Company as at 26 January 2021 (being the last practicable date prior to the publication of this notice) is 46,445,043.

**12. Quorum**

The quorum for the Annual General Meeting will be two holders of Ordinary Shares present and entitled to vote in person or by proxy. In the event that a quorum is not present for the Annual General Meeting within 30 minutes of the time appointed for the Annual General Meeting, the Annual General Meeting shall stand adjourned to the next business day at the same time and place or to such other day and at such other time and place as the board of Directors may determine and no notice of adjournment need be given. At any such adjourned meeting, those members who are present in person shall be a quorum.

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