

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek immediately your own independent financial advice from your stockbroker, bank manager, legal adviser, accountant or other appropriate financial adviser authorised under the Financial Services and Markets Act 2000 (as amended). Nothing in this document should be construed as financial, tax or legal advice of any description.

If you have sold or otherwise transferred all of your shares in Third Point Investors Limited, please send this document, together with the accompanying documents, as soon as possible, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

### **THIRD POINT INVESTORS LIMITED**

(Company No. 47161)

(The "Company")

### **NOTICE OF ANNUAL GENERAL MEETING**

**Notice** is hereby given that the 2025 Annual General Meeting of the Company will be held at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey, Channel Islands, on 14 August 2025 at 10:30 a.m.

Reference is made to the extraordinary general meeting of the Company to be held on 14 August 2025 at 10:00 a.m., notice of which was provided by a circular to the Company's shareholders dated 25 July 2025 (the "EGM").

#### **Resolution on Form of Proxy**

#### **Agenda**

##### ***Business to be proposed as Ordinary Resolutions:***

1. To receive the Annual Report and Audited Financial Statements of the Company for the year ended 31 December 2024.
2. To receive and adopt the Directors Remuneration Report as detailed in the Annual Report and Audited Financial Statements of the Company for the year ended 31 December 2024.
3. To re-appoint Ernst & Young LLP as Auditor of the Company until the conclusion of the next Annual General Meeting.
4. To authorise the Board of Directors to determine the Auditor's remuneration.
5. To re-elect Rupert Dorey as a Director of the Company.
6. If each of resolutions 1 to 4 to be proposed at the EGM is not passed, to re-elect Huw Evans as a Director of the Company.
7. If each of resolutions 1 to 4 to be proposed at the EGM is not passed, to re-elect Claire Whittet as a Director of the Company.
8. To re-elect Richard Boléat as a Director of the Company.
10. To re- elect Dimitri Goulondris as Director of the Company.
11. To re-elect Liad Meidar as Director of the Company.

***Special Business to be proposed as Special Resolutions:***

- 12.** If resolution 5 to be proposed at the EGM is not passed, that the Company be and is authorised in accordance with Section 315 of the Companies (Guernsey) Law, 2008 (as amended) (the Law), to make market acquisitions (as defined in the Law) of its Shares (either for retention as treasury shares for future reissue and resale or transfer, or cancellation) provided that:
- i. the maximum number of Shares hereby authorised to be purchased shall be 14.99% of the issued Ordinary share capital of the Company (excluding treasury shares) as at the date of this Annual General Meeting;
  - ii. the minimum price (exclusive of expenses) which may be paid for a Share shall be \$0.01;
  - iii. the maximum price (exclusive of expenses) which may be paid for a Share shall be the higher of: (a) 105 per cent of the average of the middle market quotations for a Share taken from the London Stock Exchange's main market for listed securities for the five business days before the purchase is made; (b) the higher of the price of the last independent trade and the highest current independent bid at the time of the purchase; and (c) such other price as may be permitted by the Listing Rules of the UK Listing Authority;
  - iv. the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company, or, if earlier, on the expiry of eighteen months from the passing of this resolution, unless such authority is renewed, varied or revoked by the Company in general meeting prior to such time; and
  - v. the Company may make a contract to purchase Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of Shares pursuant to any such contract.

By Order of the Board

For and on behalf of  
**Northern Trust International Fund Administration  
Services (Guernsey) Limited**  
Secretary

26 July 2025

## Notes

1. A member entitled to attend and vote at the meeting may appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company but must attend the meeting for the member's vote to be counted. If a member appoints more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member. If a member wishes to appoint more than one proxy, they must complete a separate proxy form for each proxy and specify \_\_\_\_\_ against the proxy's \_\_\_\_\_ name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company's Registrars, MUFG Corporate Markets.
2. To be effective, the proxy vote must be submitted electronically via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufg.com/> so as to have been received by the Company's registrars not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it.

Investor Centre is a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.com/>.



Any power of attorney or other authority under which the proxy is submitted must be returned to the Company's Registrars, MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. If a paper form of proxy is requested from the registrar, it should be completed and returned to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL to be received not less than 48 hours before the time of the meeting.

3. Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 (as amended), the Company has specified that only those members registered on the register of members of the Company at 10:00 a.m. on 12 August 2025 (the "Specified Time") (or, if the meeting is adjourned to a time more than 48 hours after the Specified Time, by close of business on the day which is two days prior to the time of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. If the meeting is adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes they may cast) at the adjourned meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

4. 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.
5. 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 & International Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). 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 Company's registrars (ID: RA10) by the latest time(s) for receipt of proxy appointments specified in Note 2 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.
6. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International 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](http://www.euroclear.com)).
7. 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).
8. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
9. Any electronic address provided either in this Notice or in any related documents may not be used to communicate with the Company for any purposes other than those expressly stated.
10. If you need help with voting online, or require a paper proxy form, please contact our Registrar, MUFG Corporate Markets by email at [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com), or you may call MUFG Corporate Markets on 0871 664 0300 if calling from the UK, or +44 (0) 371 664 0300 if calling from outside of the UK. Lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales.
11. Submission of a Proxy vote shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof. Unless otherwise indicated on the Form of Proxy, CREST or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

**Explanatory notes:**

Resolutions 1 to 11 will be proposed as Ordinary Resolutions and each will require the approval of not less than 50 per cent. of those members present and voting, whether in person or by proxy, in order to be passed.

Resolution 12 will be proposed as a Special Resolution and will require the approval of not less than 75 per cent. of those members present and voting, whether in person or by proxy, in order to be passed.

**Ordinary Resolutions:**

**Resolution 1** seeks Shareholder ratification of the Annual Report and Audited Financial Statements of the Company for the year ended 31 December 2024. The Annual Report provides a detailed overview of the Company's performance over the financial year ended 31 December 2024.

**Resolution 2** seeks Shareholder ratification of the Directors' Remuneration Report as detailed in the Annual Report and Audited Financial Statements of the Company for the year ended 31 December 2024. The Directors' Remuneration Report describes how the Board has applied the principles relating to Directors' remuneration and the amount each individual Director received for the financial year ended 31 December 2024.

**Resolutions 3 and 4** seek to re-appoint Ernst & Young LLP as the Company's auditor and to authorise the Directors to determine the auditor's remuneration. Members are required to approve the appointment of the Company's auditor to hold office until the next annual general meeting of the Company and to give Directors the authority to determine the auditor's remuneration. Ernst & Young LLP has expressed their willingness to continue as auditor to the Company.

**Resolutions 5 to 11** propose the re-election of Rupert Dorey, Huw Evans, Claire Whittet, Richard Boléat, Dimitri Goulandris and Liad Meidar as Directors. Each of these Directors is experienced in the running of the Company and makes an important contribution to the Company's long-term success. If resolutions 1 to 4 to be proposed at the EGM are passed, resolutions 6 and 7 to re-elect Huw Evans and Claire Whittet respectively will be withdrawn and will not be voted on at the annual general meeting.

Biographical details for the Directors are contained within the Annual Report.

**Special Resolution:**

**Resolution 12** seeks to renew the authority granted to the Directors pursuant to section 315 of the Companies Law, enabling the Company to make market purchases (within the meaning of section 316 of the Companies Law) of its Shares (either for retention as treasury shares for future reissue and resale or transfer, or cancellation). The Board will use the repurchase authority to assist in managing any excess supply in the market and demand for the Company's Shares thereby seeking to reduce the volatility of any discount.

This authority will expire at the conclusion of the next Annual General Meeting of the Company or on a date which is 18 months from the date of passing of this resolution (whichever is earlier). If resolution 5 to be proposed at the EGM is passed, resolution 12 will be withdrawn and will not be voted at the annual general meeting.

**RECOMMENDATION**

The Board considers that the proposals and subjects of all the resolutions are in the best interests of the members as a whole. Accordingly, the Board recommends to members that they vote in favour of all of the resolutions to be proposed at the forthcoming Annual General Meeting.