

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to immediately seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended), if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser in a territory outside the United Kingdom.**

If you have sold or otherwise transferred all of your holding of ordinary shares of £0.10 each in the capital of Bisichi PLC (**Company**) (**Ordinary Shares**), please forward this document as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, such documents should not be distributed, forwarded to or transmitted in or into, any jurisdiction in which such act would constitute a violation of the relevant laws or regulations in such jurisdiction. If you have sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain these documents and consult the stockbroker, bank manager or other agent through whom the sale or transfer was effected.

# Bisichi PLC

(Incorporated and registered in England and Wales with registered number 00112155)

## Notice of 2022 Annual General Meeting

If you are not voting at the meeting, we request that you submit your vote online via the shareholders' portal at [www.signalshares.com](http://www.signalshares.com). If you have not done so already, you will need to register your account using your Investor Code, which can be found on your share certificate. Alternatively, you may request a paper form of proxy from our Registrar, Link Group and details of how to contact them are set out in the Notice of AGM. In order to vote online, you will need to visit [www.signalshares.com](http://www.signalshares.com), search 'Bisichi PLC' and use your Investor Code to log in or register. Once you have logged in, simply click the 'Vote Online Now' button and follow the procedure as instructed. You may also vote via the new shareholder app, LinkVote+, by downloading the app on Apple App Store or Google Play and following the instructions.

Copies of this document will be available free of charge from the Company's website at <https://bisichi.co.uk/>

# Bisichi PLC

(Incorporated and registered in England and Wales with registered number 00112155)

## Notice of 2022 Annual General Meeting

**NOTICE is hereby given that the hundred and tenth annual general meeting (“Annual General Meeting”) of Bisichi PLC (the “Company”) will be held at Meeting Room 2, 12 Charles II Street, St James, London SW1Y 4QU on Thursday, 16 June 2022 at 11.00 a.m. for the transaction of the following business (which is described under the heading “Explanatory notes to the notice of annual general meeting” below):**

### Ordinary resolutions

To consider and, if thought fit, pass resolutions 1 to 10, in each case as an ordinary resolution:

- |          |   |                       |
|----------|---|-----------------------|
| <b>1</b> | To receive and adopt the Company's annual accounts for the year ended 31 December 2021 together with the directors' report and the auditors' report on those accounts.                                    | <b>(Resolution 1)</b> |
| <b>2</b> | To approve the remuneration report for the year ended 31 December 2021.   | <b>(Resolution 2)</b> |
| <b>3</b> | To declare and approve a dividend of 4p per Ordinary Share.   | <b>(Resolution 3)</b> |
| <b>4</b> | To declare and approve a special dividend of 2p per Ordinary Share.   | <b>(Resolution 4)</b> |
| <b>5</b> | To re-elect as a director Sir Michael Heller.   | <b>(Resolution 5)</b> |
| <b>6</b> | To re-elect as a director Mr CA Joll.   | <b>(Resolution 6)</b> |
| <b>7</b> | To re-elect as a director Mr JA Sibbald.  | <b>(Resolution 7)</b> |
| <b>8</b> | To reappoint Kreston Reeves LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next meeting at which the accounts are laid before the Company. | <b>(Resolution 8)</b> |
| <b>9</b> | To authorise the directors to determine the remuneration of the auditors.   | <b>(Resolution 9)</b> |

**10 That:**

10.1 The directors of the Company be generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company ("Rights"):

10.1.1 up to an aggregate nominal amount of £355,894; and

10.1.2 comprising equity securities (as defined in section 560(1) of the Companies Act 2006), up to a further aggregate nominal amount of £355,894 in connection with an offer by way of a rights issue to:

10.1.2.1 ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings;

And 10.1.2.3 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,

but subject to such exclusions and other arrangements as the directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems in or under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter;

10.2 the authority conferred by this resolution 10 shall expire (unless previously renewed, varied or revoked by the Company) on 31 August 2023 or, if earlier, the conclusion of the next annual general meeting of the Company except that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that this authority has expired; and

10.3 this resolution revokes and replaces all unexercised authorities previously granted to the directors to allot shares and grant Rights but without prejudice to any allotment of shares or grant of Rights already made, offered or agreed to be made pursuant to such authorities.

**(Resolution 10)**

**By order of the board**

**Garrett Casey CA (SA)**  
Secretary

**Bisichi PLC**  
12 Little Portland Street, 2nd Floor,  
London W1W 8BJ  
13 April 2022

Registered in England and Wales - Number 112155

# Notes

- 1** If you are a member of the Company at the time set out in note 15 below, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the general meeting of the Company.
- 2** A proxy does not need to be a member of the Company but must attend the meeting to represent you. The Company encourages you to appoint the Chairman of the meeting as your proxy. The Chairman of the meeting will not be able to speak on your behalf.
- 3** You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares.
- 4** Members are recommended to vote their shares electronically at [www.signalshares.com](http://www.signalshares.com). On the home page, search “Bisichi PLC” and then register or log in, using your Investor Code. To vote at the AGM, click on the “Vote Online Now” button by not later than 11:00am on 14 June 2022 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of it). You may also vote by downloading the new shareholder app, LinkVote+, on Apple App Store or Google Play and following the instructions. Electronic votes and proxy votes should be submitted as early as possible and, in any event, to be received by no later than 11:00am on 14 June 2022. 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 any other matter which is put before the meeting. Discretionary votes are permissible, but will be cast on resolutions at the Chairman of the meeting’s absolute discretion. 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.
- 5** If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by 11:00am on 14 June 2022 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity’s associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
- 6** You are entitled to request a hard copy form of proxy directly from the Company’s Registrar, Link Group. If a paper form of proxy is requested from the Company’s Registrar, it must be completed, signed and sent to the Company’s Registrar (PXS 1 Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL) so as to have been received by the Company’s Registrar by not later than 11:00am on 14 June 2022 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of it).
- 7** In the case of a member which is a company, your proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or an attorney for the company if a hard copy proxy form is submitted.
- 8** Any power of attorney or other authority under which the proxy is submitted must be sent to the Company’s Registrar (PXS1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL) so as to have been received by the Company’s Registrar by not later than 11:00am on 14 June 2022 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of it).
- 9** To change your proxy instructions simply submit a new proxy appointment using the methods set out in Notes 4 and 5. 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. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact at PXS1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

- 10** If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 11** Nominated persons
- (a) Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a “Nominated Person”) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
  - (b) The statement of the rights of shareholders in relation to the appointment of proxies in Note 1 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by shareholders of the Company.
- 12** As at 13 April 2022 the issued share capital of the Company comprised of 10,676,839 Ordinary Shares of 10 pence each, carrying one vote each. Therefore, the total number of voting rights of the Company as at 13 April 2022 is 10,676,839.
- 13** The return of a completed proxy form, electronic filing or any CREST Proxy Instructions (as described in note 14 below) will not prevent a shareholder from attending the Meeting and voting in person if he or she wishes to do so.
- 14** CREST members who wish to appoint 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 should refer to their CREST sponsors 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 by means of CREST 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 instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company’s agent, Link Group (CREST Participant ID: RA10), no later than 11:00a.m., on 14 June 2022 or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting. 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 Company’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
- CREST members and, where applicable, their CREST sponsor or voting service provider 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, to procure that his or her CREST sponsor or voting service provider takes) 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 sponsor or voting service provider 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) of the Uncertificated Securities Regulations 2001.
- 15** Only those members entered on the register of members of the Company at close of business on 14 June 2022 or, in the event that this meeting is adjourned, in the register of members as at close of business on the day two days before the date of any adjourned meeting, shall be entitled to attend or vote at the meeting in respect of the number of ordinary shares registered in their names at that time. Changes to the entries on the register of members after the close of business on 14 June 2022 or, in the event that this meeting is adjourned, in the register of members after the close of business on the day two days before the date of the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.

- 16** Under section 338 of the Companies Act 2006, a members or members, may, subject to conditions, require the Company to give to members notice of a resolution which may properly be moved and is intended to be moved at that meeting.

The conditions are that:

- The resolution must not, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise).
- The resolution must not be defamatory of any person, frivolous or vexatious.
- The request:
  - may be in hard copy form or in electronic form;
  - must identify the resolution of which notice is to be given by either setting out the resolution in full or, if supporting a resolution sent by another member, clearly identifying the resolution which is being supported;
  - must be authenticated by the person or persons making it; and
  - must be received by the Company not later than six weeks before the meeting to which the request relates.

- 17** Under section 338A of the Companies Act 2006, a member or members, may, subject to conditions, require the Company to include in the business to be dealt with at the Annual General Meeting a matter (other than a proposed resolution) which may properly be included in the business (a matter of business).

The conditions are that:

- The matter of business must not be defamatory of any person, frivolous or vexatious.
- The request:
  - may be in hard copy form or in electronic form;
  - must identify the matter of business by either setting it out in full or, if supporting a statement sent by another member, clearly identify the matter of business which is being supported;
  - must be accompanied by a statement setting out the grounds for the request;
  - must be authenticated by the person or persons making it; and
  - must be received by the Company not later than six weeks before the Meeting to which the requests relate.

- 18** Website publication of audit concerns

Shareholders should note that it is possible that pursuant to Chapter 5 of Part 16 of the Companies Act 2006 (sections 527 to 531), the Company may be required to publish on its website, a statement setting out any matter that such member or members propose to raise at the meeting relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting.

Where the Company is required to publish such a statement on its website:

- it may not require the members making the request to pay any expenses incurred by the Company in complying with the request;
- it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and
- the statement may be dealt with as part of the business of the meeting.

- 19** 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.

**20** Any member attending the meeting has the right to ask questions. The Company has to answer any questions raised by members at the meeting which relate to the business being dealt with at the meeting unless:

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

**21** A copy, or a memorandum of the terms, of every service contract or letter of appointment between the Company or any of its subsidiaries and any director of the Company, the register of members, the details of proxies, the current Articles of Association, and a register in which are recorded all transactions of each director and of their family interests in the share capital of the Company are available for inspection at the Company's registered office during normal business hours (Saturdays, Sundays and Bank Holidays excepted) and will also be available for inspection at the Annual General Meeting from 10.45 a.m. on 16 June 2022 until the conclusion of the Annual General Meeting.

**22** A copy of this notice, and other information required by s311A of the Companies Act 2006, can be found at [www.bisichi.co.uk](http://www.bisichi.co.uk).

**23** The above notes are qualified in their entirety and are subject to the provisions of the Company's articles of association.

**[www.bisichi.co.uk](http://www.bisichi.co.uk)**

## **Explanatory notes to the notice of annual general meeting**

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 10 are 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.

### **Resolution 1**

The Directors will present their report and the audited accounts for the year ended 31 December 2021 together with the auditors' report thereon.

### **Resolution 2**

Resolution 2 is to approve the Remuneration Report on pages 32 to 39 of the Company's annual report and accounts for the year ended 31 December 2021 ("Annual Report"). Section 439 of the Companies Act 2006 requires that a remuneration report is put to a vote of shareholders at the Annual General Meeting. This vote is advisory and the directors' entitlement to receive remuneration is not conditional on it.

### **Resolution 3**

Dividends are approved by the shareholders of the Company but cannot be more than the amount recommended by the directors. The directors are recommending a dividend for the year ended 31 December 2021 of 4.0 pence per Ordinary Share due and payable on 29 July 2022 to the Shareholders on the register at close of business on 8 July 2022. This resolution seeks shareholders' approval of the proposed dividend.

### **Resolution 4**

Dividends are approved by the shareholders of the Company but cannot be more than the amount recommended by the directors. The directors are recommending a special dividend for the year ended 31 December 2021 of 2.0 pence per Ordinary Share due and payable on 29 July 2022 to the Shareholders on the register at close of business on 8 July 2022. This resolution seeks shareholders' approval of the proposed dividend.

### **Resolutions 5, 6 and 7**

The Articles of Association of the Company require that directors should submit themselves for re-election at least once every three years. This year, each of Sir Michael Heller, Mr Christopher A Joll and Mr John Sibbald will retire and offer himself for re-election. Biographical details relating to each of Sir Michael Heller, Mr Christopher A Joll and Mr John Sibbald, can be found on page 25 to 26 of the Annual Report.

### **Resolution 8**

The Company is required to appoint auditors at each general meeting at which accounts are laid before shareholders, to hold office until the next such meeting. The directors are satisfied with the performance and terms of appointment of Kreston Reeves LLP and accordingly the resolution proposes that Kreston Reeves LLP be appointed as auditors for the current year.

### **Resolution 9**

This resolution proposes that the directors be authorised to set the remuneration of the auditors.

### **Resolution 10**

In certain circumstances it is important for the Company to be able to allot shares up to a maximum amount without needing to seek shareholder approval every time an allotment is required. Paragraph 10.1.1 of Resolution 10 would give the directors the authority to allot shares in the Company and grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal value of £355,894. This represents approximately 1/3 (one third) of the ordinary share capital of the Company in issue (excluding treasury shares) at 13 April 2022 (being the last practicable date prior to the publication of this document). Paragraph 10.1.2 of Resolution 10 would give the directors the authority to allot shares in the Company and grant rights to subscribe for, or convert any security into, shares in the Company up to a further aggregate nominal value of £355,894, in connection with a pre-emptive rights issue. This amount represents approximately 1/3 (one third) of the ordinary share capital of the Company in issue (excluding treasury shares) at 13 April 2022 (being the last practicable date prior to the publication of this document).

Therefore, the maximum nominal value of shares or rights to subscribe for, or convert any security into, shares which may be allotted or granted under resolution 10 is £711,788 representing approximately 2/3 (two thirds) of the ordinary share capital of the Company in issue (excluding treasury shares) at 13 April 2022 (being the latest practicable date prior to the publication of this document).

Resolution 10 complies with guidance issued by the Institutional Voting Information Service (the voting advisory service of the Investment Association) ("IVIS").

The authority granted by Resolution 10 will expire on 31 August 2023 or, if earlier, the conclusion of the next annual general meeting of the Company. The directors have no present intention to make use of this authority. However, if they do exercise the authority, the directors intend to follow best practice as regards its use as recommended by the IVIS.

### **Recommendation**

The directors consider that all of the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. The board of directors of the Company recommends that shareholders vote in favour of all resolutions.

**www.bisichi.co.uk**

#### **Bisichi PLC**

12 Little Portland Street, 2nd Floor,  
London W1W 8BJ

email: [admin@bisichi.co.uk](mailto:admin@bisichi.co.uk)