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If you have sold or otherwise transferred all of your Ordinary Shares in the Company, please send this document 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 onward transmission to the purchaser or transferee. The distribution of this document in certain jurisdictions may be restricted by law. No action has been taken by the Company or Winterflood Securities Limited that would permit an offer of the Ordinary Shares or possession or distribution of this document or any other offering or publicity material in any jurisdiction where action for that purpose is required, other than in the United Kingdom. Persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

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WORLDWIDE HEALTHCARE TRUST PLC

(Incorporated and registered in England and Wales with registered number 03023689 and registered as an investment company under section 833 of the Companies Act 2006)

Proposals to: (i) renew and increase the Board's authority to issue further Ordinary Shares on a non-pre-emptive basis; and (ii) grant the Board authority to issue Ordinary Shares in connection with the Placing Programme

and

Notice of General Meeting

Notice of a general meeting of the Company to be held electronically at 9.00 a.m. on Friday, 12 February 2021 is set out at the end of this document. The proposals described in this document are conditional upon Shareholder approval of the Resolutions at the General Meeting.

Shareholders are encouraged to vote in favour of the resolutions to be proposed at the General Meeting and, if their Ordinary Shares are not held directly, to arrange for their nominee to vote on their behalves. Given the current situation the Board asks all Shareholders to vote in advance of the General Meeting by submitting their proxy. This will ensure that your votes are registered. To be valid, proxy votes must be cast no later than 9.00 a.m. on Wednesday, 10 February 2021. Proxy votes can either be lodged at www.signalshares.com or Shareholders can request a paper Form of Proxy from the Company's registrar, Link Group, which must be completed and returned so as to be received by Link Group at PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 9.00 a.m. on Wednesday, 10 February 2021.

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IMPORTANT COVID-19 INFORMATION

The Board continues to monitor the ongoing COVID-19 restrictions. As at the date of this document, significant restrictions are in place with regard to public gatherings and travel and the UK Government advice is to stay at home as much as possible and limit contact with other people. Given the unprecedented circumstances, the Board has decided to put in place contingency arrangements that mean the General Meeting will not follow its usual format. In so doing, the Board is relying on the provisions of the Corporate Insolvency and Governance Act 2020 (the “**CIG Act**”).

Only the statutory formal business (consisting of voting on the resolutions proposed in the Notice of General Meeting) required to meet the minimum legal requirements will be conducted at the General Meeting. The General Meeting will therefore proceed as follows:

- the General Meeting will be held virtually via videoconference, there will therefore be no place of meeting;
- there will be no presentation at the General Meeting;
- as Shareholders cannot attend the meeting in person, there will therefore be no opportunity to ask questions of the Board at the meeting (although there will be an opportunity to ask questions in advance of the meeting and further information in relation to this is given below);
- the votes on the resolutions to be proposed at the General Meeting will be conducted on a poll; and
- the results of the proxy votes will be published immediately following the conclusion of the General Meeting by way of a stock exchange announcement and on the Website.

Although this is an unusual approach, the Board considers that, given the social distancing measures currently in force and in light of the latest published government guidance and the provisions of the CIG Act, proceeding with a “technical” General Meeting is in the best interests not only of the Company, but also of each of its individual Shareholders.

The only action that you need to take is to vote on the Resolutions.

If you have a question relating to the business of the meeting or a question for the Board that you had been planning to ask at the General Meeting, please send it by email to Frostrow Capital LLP, the Company Secretary at mark.pope@frostrow.com. To the extent that it is appropriate to do so, the Board will respond individually by email to any questions received. Please note all questions should be submitted by 9.00 a.m. on Wednesday, 10 February 2021 to ensure that the Board is able to respond to them in advance of the General Meeting.

LETTER FROM THE CHAIRMAN

WORLDWIDE HEALTHCARE TRUST PLC

(Incorporated and registered in England and Wales with registered number 03023689 and registered as an investment company under section 833 of the Companies Act 2006)

Directors

Sir Martin Smith (*Chairman*)
Sarah Bates
Sven Borho
Dr David Holbrook
Humphrey van der Klugt
Douglas McCutcheon
Dr Bina Rawal

Registered Office

1 Wood Street
London EC2V 7WS

27 January 2021

Dear Shareholder,

Proposals to: (i) renew and increase the Board's authority to issue further Ordinary Shares on a non-pre-emptive basis; and (ii) grant the Board authority to issue Ordinary Shares in connection with the Placing Programme

Introduction

The purpose of this document is to set out details of the proposals to facilitate the issuance of further Ordinary Shares and to convene the General Meeting. Notice of the General Meeting to be held electronically at 9.00 a.m. on Friday, 12 February 2021 is set out at the end of this document.

Share issuance

Since the 2020 AGM the Ordinary Shares have traded at an average premium to NAV per Ordinary Share of 0.8 per cent., which is a result of ongoing demand for the Ordinary Shares from investors. In order to satisfy this demand, the Company has issued over 5 million Ordinary Shares at a premium to the prevailing NAV per Ordinary Share at the time of issue, raising over £195 million of new capital. As a result, the Directors' authority to allot and issue Ordinary Shares on a non-pre-emptive basis granted by shareholders at the 2020 AGM has been substantially utilised.

The Board has seen increased demand for the Ordinary Shares from a wide range of investors, including an increasing number of retail investors. The Board is pleased with the strong progress that the Company has made over recent years and is delighted with the support shown by existing and new investors.

The Board believes that there are strong growth opportunities in the Company's investment universe. In addition, the Board believes that it is in the best interests of Shareholders that the Company continues to issue new Ordinary Shares for the following reasons:

- It will enable the Company to maintain its share issuance programme and assist in managing the premium to NAV per Ordinary Share at which the Ordinary Shares may trade;
- The size of the Company's asset base may be increased, potentially spreading its fixed costs over a larger capital base thereby reducing the ongoing charges ratio; and
- It will make the Ordinary Shares more accessible to a wider range of investors which may lead to increased liquidity in the Ordinary Shares in the secondary market.

The Board therefore wishes to put forward proposals to Shareholders that will enable the Company to continue issuing Ordinary Shares to meet on-going demand (the "**Proposals**"). The Proposals comprise renewing the Board's general authority to allot and issue shares on a non-pre-emptive basis, up to an additional 10 per cent. of the Company's issued share capital (the "**Additional Authority**"), together with

seeking authority to allot and issue on a non-pre-emptive basis up to 20 million shares in relation to a placing programme which, if approved, would also require the publication of a prospectus in due course (the “**Placing Programme**”).

The Additional Authority

In the light of the continuing demand for the Ordinary Shares and having regard to the benefits, the Board is seeking further authority from its shareholders to allot new Ordinary Shares and disapply pre-emption rights in relation to the issue of up to 6,300,777 Ordinary Shares (being equivalent to approximately 10 per cent. of the issued share capital as at the Latest Practicable Date) or, if different, the number representing 10 per cent. of the issued share capital of the Company (excluding treasury shares) as at the date of the General Meeting. The Additional Authority will allow the Company to continue to issue Ordinary Shares while the prospectus in relation to the Placing Programme is being prepared.

The Placing Programme

The Prospectus Regulation Rules provide that the Company must publish a prospectus if it wishes to issue shares representing 20 per cent. or more of its issued share capital in any 12 month period. The Board believes that, if the current rate of issuance of Ordinary Shares continues, the 20 per cent. threshold set by the Prospectus Regulation Rules will become relevant to the Company in the coming months. In that event the Company will only be able to continue to issue Ordinary Shares to manage the premium to NAV per Ordinary Share at which the Ordinary Shares trade if a prospectus is published.

The prospectus, if published, would be in force for a period of 12 months and therefore the number of Ordinary Shares to be available for issue under the proposed Placing Programme is being set at a level which the Board expects will be sufficient for the duration of this period. Accordingly, the Board is seeking Shareholder approval at the General Meeting to allot and issue up to 20 million Ordinary Shares under the Placing Programme on a non-pre-emptive basis.

The implementation of the Placing Programme will be conditional upon the approval of resolutions 2 and 4 to be put forward at the General Meeting and the publication of a prospectus. Subject to resolutions 2 and 4 being approved, the Directors will, if necessary to enable the Company to continue to issue Ordinary Shares, proceed with the preparation and publication of such prospectus on a timely basis taking into consideration perceived market conditions.

If the Proposals are approved by Shareholders, the Board will only use the authorities granted to issue Ordinary Shares: (i) at a premium to the prevailing NAV per Ordinary Share; (ii) to meet demand from investors; and (iii) when the Board believes that it is in the best interests of the Company and its Shareholders to do so. As Ordinary Shares will only be issued under the Proposals at a premium to the prevailing NAV per Ordinary Share at the time of issue, the value of the underlying assets attributable to the Ordinary Shares will not be diluted as a result of the Proposals. For the avoidance of doubt, any authorities granted in relation to resolutions 2 and 4 will only be used to issue Ordinary Shares under the Placing Programme.

The General Meeting

The Proposals are conditional on the approval of Shareholders. You will find set out at the end of this document a notice convening the General Meeting at which Shareholders will be asked to consider and, if thought fit, approve the Proposals. The General Meeting is to be held electronically at 9.00 a.m. on Friday, 12 February 2021. There will be no physical General Meeting.

Resolutions 1 and 2 will be proposed at the General Meeting as ordinary resolutions and resolutions 3 and 4 will be proposed as special resolutions.

Resolutions 1 and 3 will, if passed, enable the Directors to allot and issue new Ordinary Shares, in addition to their existing authority, and resell shares held in treasury for cash (without first offering such Ordinary Shares to existing shareholders pro rata to their existing shareholdings) up to an aggregate nominal amount of £1,575,194 (being 6,300,777 Ordinary Shares), which equates to approximately 10 per cent. of the total Ordinary Share capital of the Company in issue as at the Latest Practicable Date or, if different, the number representing 10 per cent. of the total Ordinary Share capital of the Company at the conclusion of the General Meeting.

Resolutions 2 and 4 will, if passed, enable the Directors to allot and issue further new Ordinary Shares in addition to their existing authority, and resell Ordinary Shares held in treasury for cash in accordance with the proposed Placing Programme (without first offering such Ordinary Shares to existing shareholders pro rata to their existing shareholdings) up to an aggregate nominal amount of £5,000,000 (being 20 million Ordinary Shares) which equates to a further 31.7 per cent. of the total Ordinary Share capital of the Company as at the Latest Practicable Date.

The Board has resolved that the votes at the General Meeting will be conducted on a poll, not on a show of hands. In accordance with the Company's articles of association, all Shareholders entitled to attend and vote by proxy at the General Meeting shall upon a poll have one vote in respect of every Ordinary Share held.

The Board asks all Shareholders to vote in advance of the General Meeting by submitting their proxy by 9.00 a.m. on Wednesday, 10 February 2021. This will ensure that your votes are registered.

Action to be taken

The only action that you need to take is to vote on the Resolutions.

To be valid, proxy votes must be cast no later than 9.00 a.m. on Wednesday, 10 February 2021. Proxy votes can either be lodged at www.signalshares.com or Shareholders can request a paper Form of Proxy from the Company's registrar, Link Group, which must be completed and returned so as to be received by Link Group at PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 9.00 a.m. on Wednesday, 10 February 2021. To request a paper Form of Proxy please email Link Group at enquiries@linkgroup.co.uk or call them on 0371 664 0300.

When submitting their proxy, the Board urges all Shareholders to appoint the Chairman of the General Meeting as their proxy. The Chairman of the General Meeting will vote in accordance with the instructions provided. If the Chairman is given discretion as to how to vote, he will vote in favour of each of the resolutions to be proposed at the General Meeting.

To be valid, a paper Form of Proxy must be lodged with the Company's registrars, Link Group, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4TU or lodged at www.signalshares.com as soon as possible and, in any event, so as to arrive by not later than 9.00 a.m. on Wednesday, 10 February 2021.

Recommendation

The Directors consider the passing of the Resolutions to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that shareholders vote in favour of the Resolutions.

The Directors intend to vote in favour of the Resolutions in respect of their own beneficial holdings of Ordinary Shares (amounting to 49,165 Ordinary Shares, representing approximately 0.1 per cent. of the issued share capital of the Company as at the date of this document).

Yours faithfully

Sir Martin Smith
Chairman

DEFINITIONS

In this document the words and expressions listed below have the meanings set out opposite them, except where the context otherwise requires:

2020 AGM	the annual general meeting of the Company held on 9 July 2020
Additional Authority	the meaning given to it in this document under the heading, “Share issuance”
Articles of Association	the articles of association of the Company in force from time to time
Board	the board of Directors of the Company or any duly constituted committee thereof
Company	Worldwide Healthcare Trust PLC
CREST	the system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear in accordance with the Uncertificated Securities Regulations 2001
Directors	the directors of the Company or any duly constituted committee thereof
Disclosure Guidance and Transparency Rules	the disclosure guidance and transparency rules made by the Financial Conduct Authority under section 73A of FSMA
Euroclear	Euroclear UK & Ireland Limited, being the operator of CREST
FCA	the Financial Conduct Authority and any successor thereto
Form of Proxy	the form of proxy for use in connection with the General Meeting
FSMA	Financial Services and Markets Act 2000, as amended
General Meeting	the general meeting of the Company convened for Friday, 12 February 2021 or any adjournment thereof
Latest Practicable Date	25 January 2021, being the latest practicable date prior to the publication of this document
NAV per Ordinary Share	the value of the Company’s net assets per Ordinary Share (calculated in accordance with the Company’s reporting policies from time to time and the Company’s Articles of Association)
Notice of General Meeting or Notice	the notice of the General Meeting as set out at the end of this document
Ordinary Share	an ordinary share of £0.25 in the capital of the Company
Placing Programme	the meaning given to it in this document under the heading, “Share issuance”
Proposals	the meaning given to it in this document under the heading, “Share issuance”
Prospectus Regulation Rules	the Prospectus Regulation Rules made by the FCA under section 73A of FSMA

Resolutions	the ordinary and special resolutions which will be proposed at the General Meeting and details of which are contained in the Notice of General Meeting
Shareholder	a holder of Ordinary Shares
Website	www.worldwidewh.com

NOTICE OF GENERAL MEETING

WORLDWIDE HEALTHCARE TRUST PLC

(Incorporated and registered in England and Wales with registered number 03023689 and registered as an investment company under section 833 of the Companies Act 2006)

NOTICE IS HEREBY GIVEN that a general meeting of Worldwide Healthcare Trust PLC (the “**Company**”) will be held electronically at 9.00 a.m. on Friday, 12 February 2021 to consider and, if thought fit, pass resolutions 1 and 2 set out below, which will be proposed as ordinary resolutions and resolutions 3 and 4 set out below, which will be proposed as special resolutions:

ORDINARY RESOLUTIONS

1. THAT, in addition to all existing authority, the Directors of the Company be generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the “**Act**”), to exercise all powers of the Company to allot relevant securities (within the meaning of section 551 of the Act) up to a maximum aggregate nominal value of £1,575,194 equivalent to 6,300,777 ordinary shares of 25 pence each in the capital of the Company (“**Ordinary Shares**”) as at 25 January 2021 or, if different, the number representing 10 per cent. of the issued Ordinary Share capital (excluding treasury shares) of the Company at the date of the passing of this resolution, provided that such authority shall expire at the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution, unless previously revoked, varied or renewed by the Company in general meeting and provided that the Company shall be entitled to make, prior to the expiry of such authority, an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to such offer or agreement as if the authority conferred hereby had not expired.
2. THAT, in addition to the granted authorities under resolution 1 above, the Directors be generally and unconditionally authorised, pursuant to section 551 of the Act, to exercise all powers of the Company to allot relevant securities (within the meaning of section 551 of the Act) up to an aggregate nominal value of £5,000,000 (being 20 million Ordinary Shares as at 25 January 2021) which equated to approximately 31.7 per cent. of the issued Ordinary Share capital of the Company as at 25 January 2021, in connection with the Placing Programme (as defined in the circular to shareholders of the Company dated 27 January 2021), provided that such authority will expire on the first anniversary of the date of the prospectus issued in relation to the Placing Programme or, if earlier 1 February 2023, unless previously revoked, varied or renewed by the Company in general meeting and provided that the Company shall be entitled to make, prior to the expiry of such authority, an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

3. THAT subject to the passing of resolution 1 above and, in addition to all existing authority, the directors of the Company be and are hereby generally empowered, pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to any authority for the time being in force under section 551 of the Act and to sell shares held by the Company in treasury, wholly for cash, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:
 - (i) be limited to the allotment of equity securities and the sale of treasury shares for cash up to an aggregate nominal value of £1,575,194 equivalent to 6,300,777 Ordinary Shares as at 25 January 2021, or, if different, the number representing 10 per cent. of the issued Ordinary Share capital (excluding treasury shares) of the Company at the date of the passing of this resolution; and
 - (ii) expire on the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution, unless previously renewed, varied or revoked by the Company in a

general meeting, 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 such an offer or agreement as if the power conferred hereby had not expired.

4. THAT, subject to the passing of resolution 2 above and in addition to the granted authorities under resolution 3, the directors of the Company be and are hereby generally empowered, pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) pursuant to any authority for the time being in force under section 551 of the Act and to sell shares held by the Company in treasury, wholly for cash, as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall:
- (i) be limited to the allotment of equity securities and the sale of treasury shares for cash up to an aggregate nominal value of £5,000,000 (being 20 million Ordinary Shares) which equated to approximately 31.7 per cent. of the issued Ordinary Share capital of the Company as at 25 January 2021;
 - (ii) be limited to the allotment of equity securities and the sale of treasury shares for cash under the Placing Programme (as defined in the circular to shareholders of the Company dated 25 January 2021); and
 - (iii) expire on the first anniversary of the publication date of the prospectus to be published in relation to the Placing Programme or, if earlier, 1 February 2023.

By order of the Board

Frostrow Capital LLP
Company Secretary

Registered office

1 Wood Street
London EC2V 7WS

27 January 2021

Notes:

- (i) As explained in the Chairman's letter, there is no place of meeting and members cannot attend the General Meeting in person. Given current circumstances, it is recommended that the Chairman of the meeting should be appointed as your proxy.
- (ii) As a shareholder you are entitled to appoint a proxy or proxies to exercise all or any of your rights to ask questions and vote at the General Meeting. A proxy need not be a member of the Company. Shareholders are strongly advised to appoint the chairman of the General Meeting as their proxy, as a third party proxy holder will not be able to access the electronic meeting. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. You can only appoint a proxy using the procedure set out in these notes. Members can vote by logging onto www.signalshares.com and following instructions. A paper Form of Proxy can be requested from the registrar by email at enquiries@linkgroup.co.uk or by calling 0371 664 0300.
- (iii) A proxy must vote in accordance with any instructions given by the Shareholder by whom the proxy is appointed. If a Shareholder appoints the chairman of the General Meeting as their proxy and gives the chairman discretion as to how to vote, the chairman will vote in favour of each of the resolutions to be proposed at the General Meeting.
- (iv) To be valid the forms of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be completed and returned to the office of the Company's registrar or delivered by hand (during office hours) to the same address as soon as possible and in any event so as to arrive by not later than 9.00 a.m. on Wednesday, 10 February 2021.
- (v) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and by logging on to the website www.euroclear.com/CREST. 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.
- (vi) 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. 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 registrar (ID RA10) no later than 48 hours (excluding non-working days) before the time of the meeting or any adjournment. 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 Application Host) from which the Company's registrar 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.

- (vii) 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 message. 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 their 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- (viii) 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.
- (ix) To have the right to vote at the General Meeting by appointing the Chairman as their proxy, Shareholders must be registered in the Register of Members of the Company no later than close of business on the day which is two days (excluding non-working days) before the day of the General Meeting or any adjourned meeting. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the meeting.
- (x) In the case of joint holders, the vote of the senior holder who tenders a vote by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (xi) If a member submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- (xii) A vote withheld is not a vote in law, which means the vote will not be counted in the calculation of votes for or against the resolutions. If no voting indication is given, a proxy may vote or abstain from voting at their discretion. A proxy may vote (or abstain from voting) as they think fit in relation to any other matter put before the meeting.
- (xiii) If the General Meeting is adjourned to a time not more than 48 hours after the record date applicable to the original General Meeting, that time will also apply for the purpose of determining the entitlement of Shareholders to vote (and for the purposes of determining the number of votes that they may cast) at the adjourned General Meeting. If, however, the General Meeting is adjourned for a longer period then, to be so entitled, Shareholders must be entered on the Company's Register of Members at the time which is 48 hours before the time fixed for the adjourned General Meeting or, if the Company gives new notice of the adjourned General Meeting, at the record date specified in that notice.
- (xiv) The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who has been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 (nominated persons). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights. Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements.
- (xv) Corporate representatives are entitled to vote on behalf of the corporate member in accordance with Section 323 of the Companies Act 2006. Pursuant to the Companies (Shareholders' Rights) Regulations 2009 (SI 2009/1632), multiple corporate representatives appointed by the same corporate shareholder can vote in different ways provided that they are voting in respect of different shares.
- (xvi) Any person holding 3 per cent. or more of the total voting rights of the Company who appoints a person other than the Chairman of the meeting as their proxy will need to ensure that both they and their proxy comply with their respective disclosure obligations under the Disclosure Guidance and Transparency Rules. If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes the subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that they have a notifiable obligation under the Disclosure Guidance and Transparency Rules, the Chairman will make the necessary notifications to the Company and the Financial Conduct Authority. As a result, any member holding 3 per cent. or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure Guidance and Transparency Rules, need not make a separate notification to the Company and the Financial Conduct Authority.
- (xvii) The Company will not be taking any questions at the General Meeting. Instead, members are invited to submit their questions by email to Frostrow Capital LLP, the Company Secretary at mark.pope@frostrow.com. To the extent that it is appropriate to do so, the Company will respond to any questions individually by email, in advance of the General Meeting. Please note all questions should be submitted by 9.00 a.m. on Wednesday, 10 February 2021.
- (xviii) If, within half an hour after the time appointed for the General Meeting, a quorum is not present the General Meeting shall be adjourned for seven days at the same time and electronic platform or to such other day and at such other time and electronic platform or venue as the Board may determine and no notice of adjournment need be given at any such adjourned meeting.
- (xix) As at 25 January 2021 (being the latest practicable date prior to the publication of this notice) the Company's issued share capital consisted of 63,007,778 Ordinary Shares carrying one vote each. Therefore, the total voting rights in the Company as at 25 January 2021 were 63,007,778 votes. The Company currently holds no Shares in treasury.
- (xx) In accordance with Section 311A of the Companies Act 2006, the contents of this Notice, details of the total number of Ordinary Shares in respect of which members are entitled to exercise voting rights at the General Meeting and, if applicable, any members' statements, members' resolution or members' matters of business received by the Company after the date of this Notice will be available on the Company's website <https://www.worldwidewh.com/>.

