



CHILL BRANDS GROUP PLC

(Incorporated and registered in England and Wales under the Companies Act 2006 with registered number 09309241)

NOTICE OF ANNUAL GENERAL MEETING 2023

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant, or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Chill Brands Group plc, please forward this document and the accompanying form of proxy to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Notice of Annual General Meeting 2023 ("AGM")

To be held at the offices of Allenby Capital Limited, 5th Floor, 5 St Helen's Place, London EC3A 6AB at 3:00 p.m. British Summer Time ("**BST**") on Tuesday 19 September 2023.

Key dates and times:

Submission of pre-AGM questions deadline: *by 3.00 p.m. BST on Friday 15 September 2023*

Registration deadline to attend the AGM: *by 3.00 p.m. BST on Friday 15 September 2023*

Proxy submission deadline: *by 3.00 p.m. BST on Friday 15 September 2023*

AGM time and date: *3.00 p.m. BST on Tuesday 19 September 2023*

24 August 2023

Dear Shareholder

Notice of Annual General Meeting

Enclosed with this letter are the notice ("**Notice**") convening the 2023 Annual General Meeting ("**AGM**") of Chill Brands Group plc (the "**Company**"). A copy of this document, the Annual Report and Accounts for the year to 31 March 2023, the Convertible Loan Note Instrument described in the Explanatory Notes at the end of this Document (notes on Resolutions 8 and 10) and the Rules of the Chill Brands Group plc Long Term Incentive Plan can be viewed on the Company's website, <https://chillbrandsgroup.com/>.

This letter is intended to provide you with a brief summary of the proceedings of the AGM, including the resolutions set out in the Notice ("**Resolutions**"). The AGM will be held at 3:00 pm British Summer Time ("**BST**") on Tuesday 19 September 2023 at the offices of Allenby Capital Limited, 5th Floor, 5 St Helen's Place, London EC3A 6AB.

Resolutions 1 to 8 (inclusive) are proposed as Ordinary Resolutions. This means that, in accordance with the requirements of the Company Act 2006 (the "**Act**"), for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 9 to 13 (inclusive) are proposed as Special Resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Voting arrangements

Shareholders are strongly encouraged to appoint the chairman of the AGM as their proxy and provide voting instructions in advance of the AGM by post to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, UK, or by using the CREST electronic appointment service or the electronic voting facilities available by logging on to www.shareregistrars.uk.com as described in the Notes below, in any event, by no later than 3.00 p.m. BST on 15 September 2023. The Chairman of the meeting will direct that voting on all Resolutions will take place by way of a poll, rather than a show of hands, to ensure that proxy votes are recognised in order to accurately reflect the views of shareholders. The voting results on the Resolutions put to the AGM will be announced to the market following the closure of the AGM and any adjournment of that meeting.

Questions

The Company welcomes all questions from shareholders pertaining to the matters to be considered and voted on at the AGM. The directors of the Company ("**Directors**") present will answer any question relating to the business being dealt with at the AGM put by a member attending the meeting unless to do so would interfere unduly with the preparation for the meeting, involve the disclosure of confidential information, or where 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 that the question be answered.

If you wish to submit a question, it would be helpful if you would send your question via email by 3.00 p.m. BST on 15 September 2023 to contact@chillbrandsgroup.com. Members should ensure that any proxy they appoint is aware of any question they have posed to the Company.

Yours faithfully,

Callum Sommerton
Chief Executive Officer
24 August 2023

NOTICE OF ANNUAL GENERAL MEETING 2023

Notice is hereby given that the Annual General Meeting 2023 (“**AGM**”) of Chill Brands Group plc (the “**Company**”) will be held at the offices of Allenby Capital Limited, 5th Floor, 5 St Helen’s Place, London EC3A 6AB at 3:00 p.m. (British Summer Time) on Tuesday 19 September 2023 to consider and, if thought fit, to pass the following Resolutions.

Resolutions 9 to 13 (inclusive) will be proposed as special resolutions. All other Resolutions will be proposed as ordinary resolutions.

1. To receive and consider the Company’s audited annual accounts for the financial year ended 31 March 2023 together with the directors’ reports, auditor’s report and strategic report on those annual accounts.
2. To approve the directors’ remuneration report (excluding the directors’ remuneration policy, set out in the directors’ remuneration report), as set out in the Company’s annual report and accounts for the financial year ended 31 March 2023.
3. To approve the directors’ remuneration policy, as set out in the directors’ remuneration report, as set out in the Company’s annual report and accounts for the financial year ended 31 March 2023.
4. To re-appoint PKF Littlejohn LLP as the Company’s auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
5. To authorise the directors of the Company to determine the remuneration of the auditors.

Ordinary Resolutions

6. THAT the rules of the proposed Chill Brands Group EMI Share Option Plan (“**EMI Plan**”), a copy of which is produced in draft to the meeting and initialled by the Chairman for the purposes of identification, be and are hereby approved, and the directors of the Company be authorised to do all acts and things necessary to establish the EMI Plan, including making such modifications to the EMI Plan as they may consider appropriate to take account of guidance produced by, or requirements of, HM Revenue & Customs.
7. THAT the directors of the Company be hereby authorised to alter the Chill Brands Group plc Long Term Incentive Plan (“**LTIP**”) in accordance with rule 12 of the LTIP by deleting rule 3.2 of the LTIP and making any other appropriate alterations consequent upon that deletion.
8. THAT, the directors of the Company (“**Directors**”) be generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the ‘**Act**’) to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares up to an aggregate nominal amount of £1,638,076, provided that this authorisation is to expire at the conclusion of the next Annual General Meeting of the Company after the date on which this resolution is passed or, if earlier, on the date which is 15 months after the date on which this resolution is passed (save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert securities into shares to be granted, after such expiry and the Directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisation conferred by this resolution had not expired).

Special Resolutions

9. THAT, subject to Resolution 8 being passed, the directors of the Company (“**Directors**”) be empowered, in addition to any power granted under Resolutions 10, 11 and 12, to allot equity securities (as defined in Section 560 of the Companies Act 2006 (“**Act**”)) for cash under the authority given by Resolution 8 as if Section 561 of the Act did not apply to any such allotment, such power to be limited to:
 - (a) the allotment of equity securities in connection with an offer of equity securities to the holders of ordinary shares on the register of members at such record date(s) as the Directors may determine in

proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record date(s), subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical problems which may arise under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or by virtue of ordinary shares being represented by depositary receipts or any other matter; and

(b) the allotment of equity securities (otherwise than under paragraph (a) above) up to a nominal amount of £862,846 (being approximately 30% of the issued share capital of the Company (there being no treasury shares) as at 23 August 2023, the latest practicable date prior to publication of the notice of which this resolution forms a part),

and such power to expire upon the expiry of the general authority conferred by Resolution 8 above, but prior to the expiry of such power and authority the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the authority and power expire and the Directors may allot equity securities under any such offer or agreement as if the authority and power had not expired.

10. THAT, subject to Resolution 8 being passed and pursuant to Section 571 of the Companies Act 2006 (“**Act**”), in connection with and for the purposes of 20,000,000 12% Convertible Loan Notes with a principal amount of 8 pence each subscribed for on 31 March 2023 (“**Convertible Loan Notes**”), the directors of the Company be empowered in addition to any power granted under Resolutions 9, 11 and 12 to grant rights to subscribe for, or convert the Convertible Loan Notes into, up to 20,000,000 Ordinary Shares, having an aggregate nominal amount of up to £200,000, in each case under the authority given by Resolution 8, as if Section 561 of the Act did not apply to any such grant, such power to expire upon the expiry of the general authority conferred by Resolution 8 above.

11. THAT, subject to Resolution 8 being passed, the directors of the Company (“**Directors**”) be empowered in addition to any power granted under Resolutions 9, 10 and 12 to allot equity securities (as defined in section 560 of the Companies Act 2006 (“**Act**”)) under the authority given by Resolution 8 as if Section 561 of the Act did not apply to any such allotment, such power to be:

(a) limited to the allotment of equity securities up to a nominal amount of £287,615 (being approximately 10% of the issued share capital of the Company (there being no treasury shares) as at 23 August 2023, the latest practicable date prior to publication of the notice of which this resolution forms a part); and

(b) used only for the purposes of and in connection with granting Awards, as defined in the rules of the Chill Brands Group plc Long Term Incentive Plan, in accordance with the rules of that Plan, or, subject to the passing of Resolution 6, granting options under the Chill Brands Group EMI Share Option Plan,

such power to expire upon the expiry of the general authority conferred by Resolution 8 above, but prior to the expiry of such power and authority the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the authority and power expire and the Directors may allot equity securities under any such offer or agreement as if the authority and power had not expired.

12. THAT, subject to Resolution 8 being passed, the directors of the Company (“**Directors**”) be empowered in addition to any power granted under Resolutions 9, 10 and 11 to allot equity securities (as defined in section 560 of the Companies Act 2006 (the “**Act**”)) for cash under the authority given by Resolution 8 as if Section 561 of the Act did not apply to any such allotment, such power to be:

(a) limited to the allotment of equity securities up to a nominal amount of £287,615 (being approximately 10% of the issued share capital of the Company (there being no treasury shares) as at 23 August 2023, the latest practicable date prior to publication of the notice of which this resolution forms a part); and

(b) used only for the purposes of financing (or refinancing, if the power is to be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on

Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the notice of which this resolution forms a part,

such power to expire upon the expiry of the general authority conferred by Resolution 8 above, but prior to the expiry of such power and authority the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the authority and power expire and the Directors may allot equity securities under any such offer or agreement as if the authority and power had not expired.

13. THAT, a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice, provided that the authority granted by this resolution shall expire at the conclusion of the next annual general meeting of the Company.

Your Board believes that the Resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that the shareholders vote in favour of the Resolutions, as they and their connected persons intend to do in respect of their own beneficial holdings of shares in the Company being currently, in aggregate, 40,775,643 Ordinary Shares representing approximately 14.18 per cent. of the issued share capital of the Company.

NOTE

Section 656 of the Companies Act 2006 ('**Section 656**') was brought to the attention of the Directors as part of the year end accounts and audit exercise. Section 656 requires that when the net assets of a public company are half or less of its called-up share capital the Directors are required to convene a general meeting of the Company to consider whether any, and if so what, steps should be taken to deal with the situation. As the Company falls within Section 656, at the AGM the Directors will therefore consider whether any, and if so what, steps should be taken to deal with this situation. No resolution is being put to the AGM.

BY ORDER OF THE BOARD

MSP Corporate Services Limited

Company Secretary

24 August 2023

Registered office:

East Castle House
27/28 Eastcastle
Street, London,
W1W 8DH
United Kingdom

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING:

Voting arrangements

Shareholders are strongly encouraged to appoint the chairman of the AGM as their proxy and provide voting instructions in advance of the AGM to Share Registrars Limited and, in any event, by no later than 3.00 p.m. British Summer Time (“BST”) on 15 September 2023. A person other than the chairman may be appointed as proxy, in accordance with the notes in this notice and the form of proxy.

You can register your vote(s) for the AGM either:

- by visiting www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions;
- by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX, UK using the proxy form accompanying this notice; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the “Appointment of proxies through CREST” section below.

The Chairman of the meeting will direct that voting on all Resolutions will take place by way of a poll, rather than a show of hands, to ensure that proxy votes are recognised in order to accurately reflect the views of shareholders. The voting results on the resolutions put to the AGM will be announced to the market following the closure of the AGM and any adjournment of it.

Entitlement to attend and vote

1. Only those shareholders registered in the Company’s register of members at:

- 3.00 p.m. BST on 15 September 2023 or,
- if this meeting is adjourned, 48 hours (ignoring any part of a day that is not a working day) prior to the adjourned meeting,

shall be entitled to attend and vote at the 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.

Website giving information regarding the meeting

2. Information regarding the meeting, including the information required by section 311A of the Act, can be found at www.chillbrandsgroup.com/investor-relations/corporate-documents.

Appointment of proxies

3. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
4. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this “Appointment of proxies” section. Please read the “Nominated persons” section below.
5. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please photocopy the proxy form and insert the number of shares over which the proxy is appointed in the box next to the proxy’s name. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
6. Shareholders can:
 - Appoint a proxy and give proxy instructions by returning the enclosed proxy form by post (the “Appointment of proxy by post” section below).

- Register their proxy appointment electronically (see the “Appointment of proxies electronically” section below).
- If a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see the “Appointment of proxies through CREST” section below).

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting and vote in person, your proxy appointment will automatically be terminated.

7. 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 any other matter which is put before the meeting.
8. Shareholders are strongly encouraged to appoint the chairman of the AGM as their proxy and provide voting instructions in advance of the AGM.

Appointment of proxy by post

9. The notes to the proxy form explain how to direct your proxy how to vote on each Resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Share Registrars Limited either by post to 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, UK; and
- received by Share Registrars Limited no later than 3.00 p.m. BST on 15 September 2023.

In the case of a shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Share Registrars Limited on 01252 821390 or at enquiries@shareregistrars.uk.com or at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, UK.

Appointment of proxies electronically

10. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by visiting www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions. Electronic facilities are available to all members and those who use them will not be disadvantaged.
11. For an electronic proxy appointment to be valid, your appointment must be received by Share Registrars Limited no later than 3.00 p.m. BST on 15 September 2023. Should you complete your proxy form electronically and then post a hard copy, or vice versa, the form that is completed electronically, or arrives, last will be counted to the exclusion of instructions received earlier, whether electronic or posted. Please refer to the terms and conditions of the service on the Share Registrars website.
12. You may not use any electronic address provided either in this notice of general meeting or in any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

Appointment of proxies through CREST

13. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via <http://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.

14. In order for a proxy appointment 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 & International Limited’s (EUI) 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 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 Share Registrars Limited (ID 7RA36) no later than 3.00 p.m. BST on 15 September 2023, or, in the event of an adjournment of the meeting, 48 hours (ignoring any part of a day that is not a working day) before the adjourned meeting. 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 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.
15. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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 his/her 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.
16. 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.

Appointment of proxy by joint members

17. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company’s register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

18. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply 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 Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, UK. Any proxies submitted electronically via the Share Registrars website can also be amended in the same manner as your original voting instruction.

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.

Termination of proxy appointments

19. A shareholder may revoke a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, UK. Any proxies submitted electronically via the Share Registrars website, can also be amended in the same manner as your original voting instruction. In the case of a shareholder 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 an 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.

20. The revocation notice must be received by Share Registrars no later than 3.00 p.m. BST on 15 September 2023.
21. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

Corporate representatives

22. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Issued shares and total voting rights

23. As at 23 August 2023 (being the last practicable date prior to publication of this notice), the Company's issued share capital comprised 287,615,305 ordinary shares of 1 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 23 August 2023 is 287,615,305.

Nominated persons

24. If you are a person who has been nominated under section 146 of the Act to enjoy information rights (Nominated Person):
- a. You may have a right under an agreement between you and the shareholder of the Company who has nominated you to have information rights (the **"Relevant Shareholder"**) to be appointed or to have someone else appointed as a proxy for the meeting.
 - b. If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Shareholder to give instructions to the Relevant Shareholder as to the exercise of voting rights.
 - c. Your main point of contact in terms of your investment in the Company remains the Relevant Shareholder (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

Documents on display

25. Copies of the service contracts of the executive Directors, letters of appointment for the non-executive Directors, the Company's articles of association, the Convertible Loan Note Instrument described in the Explanatory Notes at the end of this Document (notes on Resolutions 8 and 10) and the Rules of the Chill Brands Group plc Long Term Incentive Plan are available for inspection at the Company's registered office, East Castle House, 27/28 Eastcastle Street, London, United Kingdom, W1W 8DH, during normal business hours and at the place of the meeting from at least 15 minutes prior to the meeting until the end of the meeting. A copy of the draft rules of the proposed Chill Brands Group EMI Share Option Plan will also be available for inspection on that basis in advance of the AGM from a date to be announced.

Communication

26. Except as provided above, shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):
- calling Share Registrars Limited on 01252 821390, or emailing Share Registrars at enquiries@shareregistrars.uk.com; or
 - writing to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, UK.

You may not use any electronic address provided either:

- in this notice of annual general meeting; or
 - any related documents (including the chairman's letter and proxy form),
- to communicate with the Company for any purposes other than those expressly stated.

Information available on the Company's website

27. From the date of this notice until two years after the AGM is held, the information required by section 311A of the Act (a copy of this notice, the total number of shares and voting rights set out in paragraph 23 above, and any statements, resolutions or matters of business proposed by members after this notice is sent out) will be available on the Company's website at www.chillbrandsgroup.com/investor-relations/corporate-documents.

Shareholder rights to publish statements and ask questions

28. Under section 527 of the Act shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) 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 AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.
29. Under section 319A of the Act, the Company must cause to be answered any question relating to the business being dealt with at the AGM put by a member attending 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 that the question be answered. If you wish to submit a question, it would be helpful if you would send your question via email by 3.00 p.m. BST on 15 September 2023 to contact@chillbrandsgroup.com.
30. The Company may process personal data of attendees at the meeting. This may include webcasts, photos, recordings and audio and video links, as well as other forms of personal data, including your name, contact details and the votes you cast. The Company shall process such personal data in accordance with its privacy policy, which can be found at www.chillbrandsgroup.com.

EXPLANATION OF THE RESOLUTIONS:

An explanation of the Resolutions is set out below.

Resolution 1

The Directors are required by the Act to present to the shareholders of the Company at a general meeting the reports of the Directors (including the strategic report) and auditors, and the audited accounts of the Company, for the year ended 31 March 2023.

Resolutions 2 and 3

The Act requires the Company to seek shareholder approval for the remuneration report (other than the part containing the remuneration policy) on an annual basis at the general meeting before which the Company's annual accounts are laid. This is sought in Resolution 2. The vote on the remuneration report is "advisory"; the Directors' entitlement to remuneration is not conditional on the report being approved.

The Company is also required to seek shareholder approval of its remuneration policy at least every three years. If the remuneration policy is to be changed in any way within that timeframe, shareholder approval should be sought again. The remuneration policy was last approved at the adjourned annual general meeting of the Company held on 31 October 2022 and although there have been no major changes during the period since that date, either in the policy on directors' remuneration or its implementation, including terms of service for the Directors, the Company is seeking shareholder approval by means of Resolution 3 of the remuneration policy again at the Annual General Meeting as a matter of good practice.

The remuneration policy is binding; after it takes effect, all payments to Directors by way of remuneration or for loss of office must be made in accordance with the policy (unless a payment is separately approved by a shareholder resolution). If the Company wishes to change the policy, it will need to be put the revised policy to a shareholder vote again before it can implement the new policy. Approval of the remuneration policy is sought in Resolution 3 and, if approved, the policy will take effect from the end of the Annual General Meeting.

Resolution 4

The Act requires that auditors be appointed at each general meeting at which accounts are laid, to hold office until the next such meeting. This Resolution seeks shareholder approval for the reappointment of PKF Littlejohn LLP.

Resolution 5

This Resolution gives the Directors the authority to determine the remuneration of the auditors for the audit work to be carried out by them for the financial year ending 31 March 2024. The amount of the remuneration paid to the auditors for that financial year will be disclosed in the audited accounts of the Company for that year.

Resolution 6

The Directors are proposing to adopt a new Employment Management Incentives (EMI) Share Option Plan ("**EMI Plan**") under which options to subscribe for Ordinary Shares may be granted to employees of the Group, which options in the case of certain eligible employees are capable of qualifying for the reliefs available under Schedule 5 (Enterprise Management Incentives) of the Income Tax (Earnings and Pensions) Act 2003 ("**EMI Options**"). Under the EMI Plan, the Company (acting through the Board) will be able to grant EMI Options for commercial reasons in order to recruit or retain an eligible employee. Currently only the Chief Executive, Callum Sommerton, would be eligible to be granted EMI Options, but the Directors intend that options would be granted under the EMI Plan, as appropriate, to other employees of the Group in the future. The EMI Plan will operate on a stand-alone basis, independently of the existing Chill Brands Group plc Long Term Incentive Plan, which was approved by shareholders at the annual general meeting of the Company held on 30 September 2021. Shareholder approval is being sought by proposing Resolution 6 to approve the adoption of the EMI Plan as a matter of good corporate governance.

A copy of the draft rules of the EMI Plan will be available to be viewed on the Company's website, <https://chillbrandsgroup.com/>, in advance of the AGM from a date to be announced, and available for inspection at the offices of the Company Secretary at East Castle House, 27/28 Eastcastle Street, London, United Kingdom, W1W 8DH during normal business hours on any weekday (English public holidays excepted), in advance of the AGM from a date to be announced, until the close of the AGM and at the place of the AGM for at least 15 minutes prior to and at the AGM.

Resolution 7

The EMI Plan described in the above explanation of Resolution 6 will include a restriction substantially to the effect that, subject to certain qualifications and exceptions, on the date of grant of an option, the total number of shares capable of being issued or transferred out of treasury in respect of that grant, when aggregated with the number of shares issued or transferred out of treasury, or capable of being issued or transferred out of treasury, in respect of all other grants or awards under any employees' share scheme of the Group (including the EMI Plan) granted on that day or in the preceding 10 years, shall not exceed 10% of the Company's ordinary share capital then in issue.

The existing Chill Brands Group plc Long Term Incentive Plan ("**LTIP**") includes an equivalent provision in rule 3.1, and a similar provision in rule 3.2 limiting, on the date of grant of an Award under the LTIP, the total number of shares capable of being issued or transferred out of treasury in respect of that Award, when aggregated with the number of shares issued or transferred out of treasury, or capable of being issued or transferred out of treasury, under the LTIP and other discretionary share incentive schemes established by the Company, on that date or in the preceding 10 years, to 5% of the Company's ordinary share capital then in issue. The Directors believe that it would be appropriate to have a consistent 10% limitation applied across share schemes operated by the Group, and accordingly are seeking Shareholder approval under Resolution 7 to alter the LTIP by deleting rule 3.2.

A copy of the rules of the LTIP will be available to be viewed on the Company's website, <https://chillbrandsgroup.com/>, from the date of this notice and available for inspection at the offices of the Company Secretary at East Castle House, 27/28 Eastcastle Street, London, United Kingdom, W1W 8DH during normal business hours on any weekday (English public holidays excepted), until the close of the AGM and at the place of the AGM for at least 15 minutes prior to and at the AGM.

Resolutions 8, 9, 10, 11 and 12

The Directors may only allot shares or grant rights over shares if authorised to do so by the shareholders (or under the articles of association of the Company which is not the case). The Directors are also required to be empowered by shareholders (or under the articles of association of the Company which is not the case) to allot shares or grant rights over shares where they propose to do so for cash otherwise than in accordance with the statutory pre-emption rights provided by the Companies Act 2006. Such authorities and powers were granted at the previous annual general meeting in 2022 and are due to expire and therefore require renewal. These Resolutions, if passed, will continue to give the Directors flexibility to act in the best interest of the shareholders, when the opportunity arises, by issuing new shares.

Resolution 8 will therefore be proposed as an ordinary resolution to grant a new authority to allot (a) unissued share capital, in whatever manner (subject to statutory pre-emption rights) the Directors see fit, up to an aggregate nominal value of £1,638,076 representing 143,807,600 Ordinary Shares (approximately 50% of the issued ordinary share capital of the Company (there being no treasury shares) as at 23 August 2023 (being the last practicable date prior to the publication of this notice)); plus (b) the 20,000,000 Ordinary Shares, with an aggregate nominal value of £200,000, that may be issued following the grant of unconditional conversion rights pursuant to the terms of the 20,000,000 12% Convertible Loan Notes ("**Convertible Loan Notes**") subscribed for by Jonathan Swann on 31 March 2023, which was announced through the Regulatory News Service on 3 April 2023.

The issue by the Company of the Convertible Loan Notes raised an aggregate amount of £1.6 million. The Convertible Loan Notes were constituted by a convertible loan note instrument dated 31 March 2023 ("**Convertible Loan Note Instrument**"), a copy of which can be viewed on the Company's website, <https://chillbrandsgroup.com/> and is available for inspection as described in note 25 (*Documents on display*) above. The Convertible Loan Notes have an aggregate principal amount of £1.6 million and carry a coupon of 12% per annum for a term of three years from the date of issue on 31 March 2023. The Convertible Loan Notes will be convertible into Ordinary Shares at 8 pence per Ordinary Share, subject to a resolution or resolutions in the terms of Resolutions 8 and 10 authorising the grant of the conversion rights being passed. If such a shareholder resolution or resolutions have not been passed by 31 October 2023, the Convertible Loan Notes shall be redeemed for their full principal amount plus accrued interest, payable on 1 November 2023.

Resolution 9 will be proposed as a special resolution to empower the Directors, in addition to the powers granted by Resolutions 10, 11 and 12, to allot shares or grant rights over shares for cash otherwise than in accordance with the statutory pre-emption rights provided by the Companies Act 2006. The power will be limited to (a) the allotment of equity securities in connection with an offer of securities in favour of the holders of ordinary shares in proportion to the respective numbers of ordinary shares held by them subject to such exclusions or other arrangements as the

Directors may deem necessary or expedient; and (b) (otherwise than under (a)), shares with a maximum aggregate nominal value of £862,846 being approximately 30 per cent. of the issued ordinary share capital of the Company (there being no treasury shares) at 23 August 2023 (being the last practicable date prior to the publication of this notice).

Resolution 10 will be proposed as a special resolution to empower the Directors, in addition to the powers granted by Resolutions 9, 11 and 12, to grant the unconditional right to convert the 20,000,000 12% Convertible Loan Notes, described above in the note on Resolution 8, into 20,000,000 Ordinary Shares without statutory pre-emption rights applying. The Directors have recommended that Resolutions 8 and 10 be approved as they consider the terms of the Convertible Loan Notes to be in the best interests of Shareholders as a whole.

Under resolution 11, it is proposed that the Directors be empowered, in addition to the powers granted by Resolutions 9, 10 and 12, to allot shares or grant rights over shares otherwise than in accordance with the statutory pre-emption rights provided by the Companies Act 2006 up to a maximum aggregate nominal value of £287,615 being approximately 10 per cent. of the issued ordinary share capital of the Company (there being no treasury shares) at 23 August 2023 (being the last practicable date prior to the publication of this notice), provided that the power shall be used only for the purposes of (a) granting options to acquire Ordinary Shares with an exercise price determined by the Directors and/or granting conditional rights to acquire Ordinary Shares for no or nominal consideration, in each case for the purposes of and in connection with the Chill Brands Group plc Long Term Incentive Plan, a copy of which can be viewed on the Company's website, <https://chillbrandsgroup.com/> and is available for inspection as described in note 25 (*Documents on display*) above and (b) subject to the passing of Resolution 6, granting options under the Chill Brands Group EMI Share Option Plan.

Under Resolution 12, it is proposed that the Directors be empowered, in addition to the powers granted by Resolutions 9, 10 and 11, to allot shares for cash otherwise than in accordance with the statutory pre-emption rights provided by the Companies Act 2006 up to a maximum aggregate nominal value of £287,615 being approximately 10 per cent. of the issued ordinary share capital of the Company (there being no treasury shares) at 23 August 2023 (being the last practicable date prior to the publication of this notice), provided that the power shall be used only for the purposes of financing (or refinancing, if the power is to be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice. The Directors consider that proposing this resolution is appropriate for the Company's circumstances and in accordance with the Pre-Emption Group's Principles.

If passed, the authorities in Resolutions 9, 10, 11 and 12 will expire at the same time as the authority to allot shares given pursuant to Resolution 8.

Resolution 13

This is a resolution to authorise the Company to hold general meetings on 14 clear days' notice. The notice period required by the Act for general meetings of the Company is 21 clear days, unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. Annual general meetings must always be held on at least 21 clear days' notice. In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting and a resolution approving the reduction of the notice period for general meetings to 14 clear days must be passed. The Directors believe that obtaining this authority is desirable as it gives the Company an additional degree of flexibility. The approval of this resolution will be effective until the conclusion of the annual general meeting of the Company in 2024, when it is intended that the approval will be renewed.

Resolutions 1 to 8 (inclusive) will be proposed as ordinary resolutions. These resolutions will be passed if a majority of the votes cast for and against are in favour. Resolutions 9 to 13 (inclusive) are special resolutions. These resolutions will be passed if not less than 75% of the votes cast for and against are in favour.

