

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser, who is authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser. If you have sold or otherwise transferred all your shares in MetalNRG plc, you should at once forward this document and the accompanying proxy form to the purchaser or transferee, or to the bank or stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



**NOTICE
OF ANNUAL
GENERAL MEETING 2020**

**TO BE HELD AS AN "ELECTRONIC MEETING"
ONLY**

Please note that arrangements for the Annual General Meeting this year are different from those of previous years. As we expect significant restrictions on personal movement to still be in place due to Covid-19, we are utilising the provisions in the Companies Act 2006 and our Articles of Association and to convene and hold this year's Annual General Meeting as an Electronic Meeting only. All voting at the resolutions at the AGM will be conducted on a poll which means that you should submit your proxy as soon as possible. There will be a limited opportunity to submit a separate poll card in a short interval after the Electronic Meeting formally concludes.

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KEY TIMES AND DATES

Dispatch of this document	Wednesday, 25 March 2020
Latest time and date for receipt of forms of proxy	12:00 pm. on Friday, 17 April 2020
Annual General Meeting	12:00 pm. on Monday, 20 April 2020

HOW TO VOTE

Your votes matter. Please vote your shares by appointing the Chairman of the Company as your proxy. You can vote by returning the form of proxy that you received with this document.

All voting at the Annual General Meeting will be held as a poll in accordance with the provisions of our articles of association so you can rest assured that your vote will count. You will be able to submit a poll card (if you wish to change your votes contained in your completed form of proxy or have not voted prior to the meeting) in a short window after the meeting has formally closed. Instructions on how to do this will be given on the meeting platform.

A shareholder may appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the Annual General Meeting, provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a member of the Company. To be valid, the form of proxy provided or other instrument appointing a proxy must be emailed to info@metalnrg.com or received by post at the offices of City Group PLC, the Company's Company Secretary, at the address shown on the form of proxy. We recommend that, on this occasion and due to restrictions on movement that are currently in place that proxies are sent by email if possible.

HOW TO SPEAK AT THE ANNUAL GENERAL MEETING

If you wish to raise a question at the Annual General Meeting we ask that you submit your question in advance. We would politely remind you that the Directors will not answer questions relating to the individual rights of shareholders at the Annual General Meeting itself, but if you wish to submit such a question via the link set out below we will respond to the extent we are able.

If you chose to submit a question we will confirm to you at least 48 hours in advance of the meeting that the question will be addressed. Unless you specifically request otherwise, the Chairman will put your question to the meeting and identify you by name as the person who has put the question (in the same way as he would ask you to identify yourself at a meeting where you attended in person). Conducting the meeting in this way will allow everyone present to clearly hear the question.

There will, in addition, be a short period at the start of the meeting for additional questions, but we would be very grateful if any matters could be raised in advance, as depending on the number of shareholders who decide to attend electronically, audio quality could be impaired.

Questions on the day will be taken in groups by alphabetical surname or company name of the registered holder. We again request that you keep your device on mute unless you intend to speak and, then, only unmute when the Chairman asks for any questions from your alphabetical group.

Please submit any questions to info@metalnrg.com with the heading "AGM Question."

LETTER FROM THE BOARD

MetalNRG plc

(Registered in England & Wales Company No. 05714562)

Registered Office

1 Ely Place
London EC1N 6RY
United Kingdom
W: www.metalnrg.com

Directors:

Christopher Latilla-Campbell, Non-Executive Chairman

Rolf Gerritsen, Chief Executive Officer

Pierpaolo Rocco, Executive Director, Oil & Gas

Christian Schaffalitzky, Non-Executive Director

Dear Shareholder,

I am writing to you with details of the Annual General Meeting (the “**AGM**”) of the Company which will be held on Monday, 20 April 2020 at 12:00 pm. The formal Notice of AGM is set out on page 9 of this document.

In light of the ongoing Coronavirus pandemic and with a view to taking appropriate measures to safeguard its shareholders’ health and make the AGM as safe and efficient as possible, the Company is invoking the meetings provisions in the Companies Act 2006 and its articles of association and the AGM is being designated as an “Electronic Only” meeting this year. This means that the meeting is deemed to take place at the place where the chairman of the meeting is located.

We are fortunate that when we adopted new articles of association in November 2018 we were advised that it was sensible to include comprehensive provisions to be able to hold general meetings either electronically or as hybrid meetings. Your Board decided that it was expedient to do so, although at the time we intended to carry on holding our general meetings in person, as these meetings present an ideal opportunity to meet our shareholders in person.

Accordingly, we appreciate that the Company has not done this before and so I will explain the impact on the operation of the AGM and the voting process in some detail.

1. Before the AGM

In the usual way we ask and encourage shareholders to vote for the AGM resolutions by appointing the Chairman as a shareholder’s proxy. Accordingly, shareholders are encouraged to complete the enclosed form of proxy (the “**Form of Proxy**”) and return it by email to info@metalnrg.com or by post to our Company Secretary, City Group PLC, at 1 Ely Place, London EC1N 6RY, as soon as possible. To be valid, the Form of Proxy provided or other instrument appointing a proxy must be received by email at info@metalnrg.com or by post at the offices of City Group PLC, the Company’s Company Secretary, at the address shown on the Form of Proxy.

In accordance with article 66.1 of our articles of association all of the voting at the meeting will be conducted on a poll and there will be no show of hands. This means that your votes will all be counted for all the shares that you had.

Please remember to submit any questions in advance in accordance with the instructions on pages 2 and 3 to info@metalnrg.com with the heading "AGM Question."

If you wish to appoint a corporate representative please contact City Group PLC, the Company Secretary by telephone on 020 7796 9060.

2. On the Day of the AGM

The meeting takes place at 12.00 midday on Monday 20th April 2020.

To join the meeting type (or paste) the following web address into your web browser:

<https://mmitec.webex.com/mmitec/onstage/g.php?MTID=e543f65e4ad72dba953346a2e3c0f12b1>

You will be asked to enter a password to gain access to the meeting. This code can be found on the bottom section of your Form of Proxy. Please detach and keep this portion of the Form of Proxy before returning the Form of Proxy by email to info@metalnrg.com or by post to City Group PLC, the Company Secretary. All shareholders who have elected to receive electronic communications will also receive an email at approximately 10.00 a.m. on the morning the AGM with an embedded link to the AGM platform and a second email containing an access code shortly thereafter.

When the meeting opens at the appointed time you will be able to see and hear the chairman. The chairman will open the meeting and address any questions that have been submitted in advance. There will then be a short opportunity, when the audio feed for attendees is open, to put any additional questions. We would stress that this open session may be difficult to hear if attendees who do not wish to speak do not mute their computer microphones or devices.

The Chairman will then formally put the resolutions to the meeting and advise of the proxy voting received in advance.

The meeting will then formally close.

As shareholders exit the meeting they will have the option to submit an electronic poll card if they wish to record a change in their Form of Proxy vote. **If you have (a) already submitted a proxy vote instruction and do not wish to change your vote; or (b) if you do not wish to vote, you can click on the button to skip this step.**

The proxy voting facility will switch off 30 minutes after the close of the meeting.

The results of the meeting will be announced by RNS and posted to the Company's website by 4.00 p.m. on the day of the meeting. The full poll results will also be published on this website at the same time.

The business of the AGM is as follows:

Resolution 1 – Report and Accounts

Ordinary Resolution

This first resolution is for the Directors to present the Company's Report and Accounts for the period ended 31 December 2019 to shareholders. The Report and Accounts contain the financial statements for the 10 months' period ended 31 December 2019, together with the Strategic Report, the Directors' Report and the Auditors Report (the "**December 2019 Report and Accounts**").

Resolution 2 – Re-appointment of Director

Ordinary Resolution

The Company's Articles of Association split the Board into a three tier retirement designation profile and require one third of the Company's board of directors (the "**Directors**" or the "**Board**") to retire each year on a rotational basis and, if they agree to do so, to offer themselves for re-election. Accordingly, Resolution 2 is to approve the re-election as a Director, of Christopher Latilla-Campbell, who retires by rotation and offers himself for re-election. Biographies for all the Directors, including Christopher Latilla-Campbell, are set out in the December 2019 Report and Accounts and are also set out in the Company's website (www.metalnrg.com). Christopher Latilla-Campbell does not have a service contract.

Resolution 3 – Re-appointment of Director

Ordinary Resolution

It is also a requirement that any Director of the Company who is appointed to the Board after the date of the last AGM must be elected by the shareholders to the Board. Accordingly, Resolution 3 is to approve the election of Pierpaolo Rocco as a Director. Biographies for all the Directors, including Pierpaolo Rocco, are set out in the December 2019 Report and Accounts and are also set out in the Company's website (www.metalnrg.com)

Resolution 4 – Re-appointment of Auditors

Ordinary Resolution

The auditors of a company must be appointed or re-appointed at each AGM at which the financial statements are put before shareholders. This resolution is for the shareholders to formally approve the reappointment of Edwards Veeder (UK) Limited as auditors of the Company until the conclusion of the next AGM of the Company at which financial statements are laid. The resolution also authorises the Directors to agree the auditors' remuneration.

Resolution 5 - Directors' Remuneration Policy

Ordinary Resolution

Resolution 5 proposes the approval, on a binding basis, of the Company's Remuneration Policy as set out in the Directors' Remuneration Report in the December 2019 Report and Accounts.

Resolution 6 - Directors' Remuneration Report

Ordinary Resolution

The annual report on Directors' Remuneration, as set out in the Directors' Remuneration Report in the December 2019 Report and Accounts, provides information on the Directors' remuneration. Resolution 6 proposes the approval of the Directors' Remuneration Report,

other than the parts containing the Directors' Remuneration Policy, which will be the subject of Resolution 5.

Resolution 7 – Authority to issue shares

Ordinary Resolution

This resolution is to grant the Directors authority to allot new ordinary shares. The last such authority was approved by shareholders in August 2019 and it will expire at the conclusion of this AGM.

Section 551 of the Companies Act 2006 (the "Act") requires that Directors be authorised by shareholders before any share capital can be issued.

At this stage in its development the Company relies on raising funds, from time to time, through the issue of ordinary shares from the equity markets and unless this resolution is put in place the Company will not be in a position to continue to raise funds to continue with the development of its projects.

If approved by shareholders, this resolution will allow the Directors to allot new ordinary shares and grant rights to subscribe for, or convert other securities into, shares up to approximately 33 per cent of the Company's issued ordinary share capital. This new authority will expire at the conclusion of the Company's next AGM in 2021.

Resolution 8

Special Resolution – disapplication of pre-emption rights

This resolution will be proposed in the event that Resolution 7 is passed by shareholders.

If the Directors wish to allot new ordinary shares and other equity securities (or sell treasury shares) for cash, English law requires that these shares are offered first to shareholders in proportion to their existing holdings. There may be circumstances, however, when it is in the interests of the Company to be able to allot new equity securities for cash other than on a pre-emptive basis. For example, Resolution 8 will give the Directors authority to exclude certain categories of shareholders in a rights issue where their inclusion would be impractical or illegal and also to issue shares other than by way of rights issues which are, for regulatory reasons, complex, expensive, time consuming and impractical for a company the size of MetalNRG plc.

A similar authority, granted in August 2019, will expire at the conclusion of this AGM.

Resolution 9

Special Resolution – holding of shareholder meetings on shortened notice

Resolution 9 is a procedural matter to ensure that the Company has the power to call a general meeting which is not an AGM on 14 days' notice rather than 21 days' notice. If approved, this authority will be effective until the conclusion of the Company's next AGM when it is intended that a similar resolution will be proposed. The Directors have no intention to use this ability to call any general meeting on less than 21 days' notice unless the matter is truly urgent and the Company might suffer detriment or loss if the notice period were not to be so shortened.

RECOMMENDATION

The Board believes that the resolutions to be proposed at the AGM are in the best interests of the Company and the shareholders as a whole. The Board therefore unanimously recommends to shareholders that they vote in favour of the resolutions as the Directors intend to do in respect of their own beneficial shareholdings totalling in aggregate 62,012,663 ordinary shares (representing approximately 17.24 per cent of the issued ordinary share capital of the Company).

ACTION TO BE TAKEN

Shareholders will find enclosed a Form of Proxy for use at the AGM. Shareholders are encouraged to complete and return the Form of Proxy by email to info@metalnrg.com or by post to the Company Secretary, City Group PLC, at 1 Ely Place, London EC1N 6RY in accordance with the instructions printed thereon as soon as possible. To be valid, the Form of Proxy provided or other instrument appointing a proxy must be received by email at info@metalnrg.com or by post at the offices of City Group PLC, the Company's Company Secretary, at the address shown on the Form of Proxy. For proxy appointments to be valid, they must be received no later than 12.00 pm on Friday, 17 April 2020.

Although shareholders are encouraged to vote by proxy, completion and return of a Form of Proxy will not prevent you from participating in the electronic AGM and submitting a poll card following the meeting to change your vote should you wish to do so.

The Directors have established an e-mail list for all shareholders who would like to receive information and updates from the Company electronically. If you are not already on the e-mail list and would like to receive Company information electronically please complete the section on the Proxy Form. This will not affect existing channels of communication and distribution of Notices and other corporate documents.

Yours faithfully

Rolf Gerritsen

Chief Executive Officer, on behalf of the Board of Directors.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the AGM of the Company will be held on Monday, 20 April 2020 at 12.00 p.m. for the following purposes:

To consider and, if thought fit, to pass Resolutions 1 to 7 (inclusive) as **ordinary resolutions**:

1. To receive the December 2019 Report and Accounts.
2. To re-elect as a Director, Christopher Latilla-Campbell, who retires by rotation and offers himself for re-election.
3. To elect Pierpaolo Rocco as a Director, who having been appointed to the Board since the Company's last AGM, is subject to election at this AGM.
4. To reappoint Edwards Veeder (UK) Limited as auditors of the Company and to authorise the Directors to agree their remuneration.
5. To approve the Directors' Remuneration Policy in the form set out in the Directors' Remuneration Report in the Company's Annual Report and Accounts for the 10 months' period ended 31 December 2019.
6. To approve the Directors' Remuneration Report, other than the parts containing the Directors' Remuneration Policy, in the form set out in the Company's Annual Report and Accounts for the 10 months' period ended 31 December 2019.
7. **THAT** the Directors be generally and unconditionally authorised, pursuant to and in accordance with Section 551 of the Companies Act 2006 (the "**Act**"), to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into shares in the Company:
 - (a) Up to an aggregate nominal amount of £11,872 (consisting of 118,720,000 ordinary shares of 0.01 pence each and representing 33 per cent. of the aggregate nominal amount of the issued ordinary share capital of the Company); and
 - (b) Comprising equity securities (as defined in Section 560(1) of the Act) up to a further aggregate nominal amount of £11,872 (consisting of 118,720,000 ordinary shares of 0.01 pence each and representing 33 per cent. of the aggregate nominal amount of the issued ordinary share capital of the Company) in connection with an offer by way of a rights issue;

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Act and to expire at the conclusion of the next AGM of the Company, to be held in 2021, save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require ordinary shares to be allotted or rights to subscribe for or to convert any security into ordinary shares after the authority ends.

For the purposes of this Resolution, "rights issue" means an offer to:

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

- (ii) 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, to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

To consider and, if thought fit, to pass Resolutions 8 and 9 as **special resolutions**:

8. **THAT** if Resolution 7 is passed, the Board be authorised to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, such authority to be limited:

- (a) to allotments for rights issues and other pre-emptive issues; and
- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £11,782 (consisting of 118,720,000 ordinary shares of 0.01 pence each and representing 33 per cent. of the aggregate nominal amount of the issued ordinary share capital of the Company);

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Act and to expire at the conclusion of the next AGM of the Company, to be held in 2021, save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be allotted (and treasury shares to be sold) after the authority ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

9. **THAT** a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

BY ORDER OF THE BOARD

City Group PLC
 Company Secretary
 20 March 2020

MetalNRG plc
 Registered Office: 1 Ely Place, London EC1N 6RY

IMPORTANT NOTES:

The following notes explain your general rights as a shareholder and your right to attend and vote at this AGM or to appoint the Chairman or someone else to vote on your behalf.

1. To be entitled to participate in and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6.00 p.m. on 17 April 2020 (or, in the event of any adjournment, 6.00 p.m. on the date which is 48 hours before the time of the adjourned meeting).

Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting. There are no other procedures or requirements for entitled shareholders to comply with in order to participate in and vote at the AGM. In alignment with best practice for Listed Companies, and as required by the articles of association of the Company, voting at the AGM will be conducted by way of a poll and not by a show of hands. The Company believes that a poll is more representative of shareholders' voting intentions because shareholder votes are counted according to the number of ordinary shares held and all votes tendered are taken into account.

2. In the light of the Coronavirus pandemic, shareholders are encouraged to vote by proxy. The AGM will commence at 12.00 p.m. on Monday, 20 April 2020. In order to safeguard the health of shareholders, the AGM will be an exclusively electronic meeting and will be conducted in accordance with the provisions for electronic meetings set out in the Company's articles of association.
3. Members are entitled to appoint a proxy to exercise all or part of their rights to participate in and to speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company. Shareholders are encouraged to appoint the Chairman as their proxy but a third party may be appointed instead.

A Form of Proxy which may be used to make such appointment and give the proxy voting instructions accompanies this Notice. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact City Group PLC on 020 7796 9060.

4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, 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).
5. 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 AGM. 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.

6. The statement of the rights of shareholders in relation to the appointment of proxies in notes 3, 4 and 8 (below) do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
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. A shareholder who does not give any voting instructions in relation to a resolution should note that his proxy will have authority to vote or withhold a vote on that resolution as he thinks fit. A proxy will also have authority to vote or to withhold a vote on any other business (including amendments to resolutions) which is properly put before the AGM, as he or she thinks fit.
8. To be valid, any Form of Proxy or other instrument appointing a proxy must be sent by email to info@metalnrg.com or by post to the Company's Company Secretary, City Group PLC, at the address shown on the Form of Proxy. For proxy appointments to be valid, Forms of Proxy must be received by no later than **12.00 p.m. on Friday, 17 April 2020**. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by email at info@metalnrg.com or by post by City Group PLC before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use for the Form of Proxy carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
9. The return of a completed Form of Proxy, or other such instrument will not prevent a shareholder participating in the AGM and submitting a poll card following the meeting to change his or her vote if he/she wishes to do so.
10. 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 no more than one corporate representative exercises powers in relation to the same shares.

OTHER INFORMATION

A copy of this notice and other information required by section 311A of the Companies Act 2006 can be found at www.metalnrg.com

1. Information rights

Under the Companies Act 2006, there are a number of rights that may now be available to indirect investors of the Company, including the right to be nominated by the registered holder to receive general shareholder communications direct from the Company.

The rights of indirect investors who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ("Nominated Persons") do not include the right to appoint a proxy. However, 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.

If you have been so nominated to receive general shareholder communications direct from the Company, it is important to remember that your main contact in terms of your investment remains with the registered shareholder or custodian or broker, or whoever administers the investment on your behalf. You should also deal with them in relation to any rights that you may have under agreements with them to be appointed as a proxy and to attend, participate in, and vote at the meeting, as described above.

Any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to us in error. The only exception to this is where the Company is exercising one of its powers under the Companies Act 2006 and writes to you directly for a response.

2. Statements related to the audit

Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to:

- a. 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; and
- b. any circumstances connected with an auditor of the Company ceasing to hold office since the last annual general meeting, that the members propose to raise at the meeting.

The Company cannot require the members requesting the publication to pay its expenses in connection with the publication. The Company must forward a copy of the statement to the auditors when it publishes the statement on the website. The business which may be dealt with at the meeting includes any such statement that the Company has been required to publish on its website.

3. Shareholder requisition rights

Members satisfying the thresholds in sections 338 and 338A of the Companies Act 2006 can require the Company:

a. to give, to members of the Company entitled to receive notice of the annual general meeting, notice of a resolution which may properly be moved, and which those members intend to move, at the meeting; and

b. to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business at the meeting, provided in each case that the requirements of those sections are met and provided that the request is received by the company not later than six clear weeks before the meeting or if later the time at which notice is given of the meeting.

4. Total voting rights and share capital

The Company has one class of authorised ordinary shares. The holders of ordinary shares are entitled to one vote per share and are entitled to one vote per share on all matters that are subject to shareholder vote.

As at 19 March 2020 (the latest practicable date before the publication of this notice), the issued share capital of the Company was comprised of 359,742,767 ordinary shares, each with a nominal value of 0.01 pence per share. The Company holds no ordinary shares in Treasury.