

## **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000. If you have recently sold or transferred all of your shares in the Company, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares, except that such documentation should not be sent to the United States.

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## **TMT Acquisition plc**

*(Incorporated and registered in England and Wales with registered number 13292061)*

### **Notice of Annual General Meeting**

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**Notice is hereby given that** the Annual General Meeting (“Meeting”) (“AGM”) of TMT Acquisition plc (“Company”) will be held on 30 September 2022 at 9:00 a.m. at the offices of Dowgate Capital, 15 Fetter Lane, London EC4A 1BW, to consider and, if thought fit, to pass the resolutions (set out below), of which resolutions 1 to 7 are proposed as ordinary resolutions and resolutions 8 and 9 are proposed as a special resolution.

We do not, at the time of writing, expect the UK Government to impose any restrictions on travel or public gatherings that would prohibit attendance, however, the Company encourages shareholders to consider submitting their voting instructions in advance by appointing the Chair of the Meeting as their proxy. This will ensure that votes are registered in accordance with shareholders’ wishes regardless of any restrictions or disruption around the AGM. Instructions are set out in this Notice of Meeting and the proxy form.

We ask that all shareholders complete and return their proxy form by 9:00 a.m. on 28 September 2022 and appoint the Chair of the Meeting as your proxy. The return of a completed proxy form will not prevent a member from attending the AGM and voting in person if the member wishes to do so.

The Company will continue to monitor for any UK Government restrictions in the lead-up to the AGM. Should the situation change such that we consider that it is no longer possible for shareholders to attend the Meeting, we will notify shareholders of the change through announcements via the Regulatory News Service and on the Company’s website [www.tmtacquisition.com](http://www.tmtacquisition.com).

#### **ORDINARY RESOLUTIONS**

1. To receive and adopt the Annual Report and Accounts of the Company for the financial year ended 31 March 2022, together with the Directors’ Report and Auditor’s Report thereon.
2. To re-appoint Harry Hyman as a Director of the Company.
3. To re-appoint James Serjeant as a Director of the Company.
4. To re-appoint Jonathan Satchell as a Director of the Company.
5. To re-appoint Crowe UK LLP as auditor of the Company to hold office from the conclusion of the Meeting until such a time in which the Directors terminate their appointment or the conclusion of the next AGM of the Company at which the accounts are laid.
6. To authorise the Board to determine the remuneration of the auditor.
7. 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 powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares up to a nominal amount of £366,666.64, such authority to expire at the end of the next AGM or on 30 December 2023, whichever is the earlier, but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority ends.

#### **SPECIAL RESOLUTIONS**

8. That subject to the passing of resolution 7, the Directors be generally empowered to allot equity securities wholly for cash pursuant to the authority given by resolution 7, or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act, in each case:
  - a) in connection with a pre-emptive offer; and

- b) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £110,000.00, and as if Section 561(1) of the Act did not apply to any such allotment, such power to expire at the end of the next AGM or on 30 December 2023, whichever is the earlier, but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends.
9. That the Company is, pursuant to Section 701 of the Act, hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of up to a maximum of 4,122,250 ordinary shares of 4 pence each in its capital (representing 14.99% of the Company's current issued ordinary share capital), provided that:
- a) the minimum price, exclusive of any expenses, which may be paid for an ordinary share is 4 pence;
  - b) the maximum price, exclusive of any expenses, which may be paid for each ordinary share is not more than 5% above the average published market value for an ordinary share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which such share is contracted to be purchased; and
  - c) this authority shall expire at the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution (if earlier) unless revoked, renewed or extended prior to such time, except that the Company may enter into a contract to purchase any of the ordinary shares before this authority expires under which such purchase will or may be completed or executed wholly or partly after this authority expires and may make a purchase of any ordinary shares pursuant to any such contract as if this authority had not expired.

## Notes to the resolutions

1. The Company is required to present the accounts for the year ended 31 March 2022 and the reports of the Directors and auditor to the Meeting for approval. These are contained in the Company's Annual Report and Accounts for the year ended 31 March 2022.
2. To re-appoint Harry Hyman, who has been appointed as a director prior to this AGM, and being eligible, offers himself for election at this AGM as a Director of the Company.
3. To re-appoint James Serjeant, who has been appointed as director prior to this AGM, and being eligible, offers himself for election at this AGM as a Director of the Company.
4. To re-appoint Jonathan Satchell, who has been appointed as a director prior to this AGM, and being eligible, offers himself for election at this AGM as a Director of the Company.
5. The Company is required to appoint an auditor at each AGM at which the accounts are presented to shareholders to hold office until the conclusion of the next such meeting. This resolution seeks shareholder approval to appoint Crowe UK LLP as auditor to hold office from the conclusion of the Meeting until such a time the Directors deem it appropriate to terminate their appointment or the conclusion of the next AGM of the Company at which the accounts are laid.
6. This resolution authorises the Directors to determine the remuneration of the auditor.
7. The Directors are prevented, subject to certain exceptions, from allotting shares in the Company or granting rights to subscribe for, or convert any security into, shares in the Company without the authority of the shareholders. The Directors are seeking the authority to allot shares up to a maximum nominal value of £366,666.64. The Directors' authority granted in this resolution will expire at the next AGM or on 30 December 2023, whichever is the earlier.
8. Subject to certain exceptions, when new shares are allotted, they must be offered to existing shareholders pro-rata to their holdings. This resolution would give the Directors the authority to allot ordinary shares in the Company without first having to offer such securities to existing shareholders in proportion to their existing shareholdings. The authority would be limited to allotments or sales in connection with (a) a pre-emptive offer and (b) up to an aggregate nominal amount of £110,000.00. The Directors' authority granted in this resolution will expire at the next AGM or on 30 December 2023, whichever is the earlier.
9. The Company is, pursuant to Section 701 of the Act, hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of up to a maximum of 4,122,250 ordinary shares of 4 pence each in its capital (representing 14.99% of the Company's current issued ordinary share capital), provided that:
  - a. the minimum price, exclusive of any expenses, which may be paid for an ordinary share is 4 pence;
  - b. the maximum price, exclusive of any expenses, which may be paid for each ordinary share is not more than 5% above the average published market value for an ordinary share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which such share is contracted to be purchased; and
  - c. this authority shall expire at the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution (if earlier) unless revoked, renewed or extended prior to such time, except that the Company may enter into a contract to purchase any of the ordinary shares before this authority expires under which such purchase will or may be completed or executed wholly or partly after this authority expires and may make a purchase of any ordinary shares pursuant to any such contract as if this authority had not expired.

By order of the Board

**James Serjeant**  
Company Secretary & Director  
1 September 2022

## Notes to the Notice of Annual General Meeting

### Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company gives notice that only those shareholders included in the register of members of the Company at 9:00 a.m. on 28 September 2022 or, if the Meeting is adjourned, in the register of members at 9:00 a.m. on the day that is two business days before the day of any adjourned Meeting, will be entitled to attend and to vote at the AGM in respect of the number of shares registered in their names at that time. Changes to entries on the share register after 9:00 a.m. on 28 September 2022, or, if the Meeting is adjourned, in the register of members at 9:00 a.m. on the day that is two business days before the day of any adjourned Meeting, will be disregarded in determining the rights of any person to attend or vote at the AGM.

### Website giving information regarding the Meeting

2. Information regarding the Meeting, including the information required by Section 311A of the Companies Act 2006, can be found at [www.tmtacquisition.com](http://www.tmtacquisition.com).

### 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, notwithstanding the particulars as set out in the "Entitlement to attend and vote" section above. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. The return of a completed proxy will not prevent a member from attending the AGM and voting in person if the member wishes to do so.
4. 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 contact the Company's registrar, Share Registrars Limited by post to Share Registrars at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX.
5. You can register your vote(s) for the AGM either:
  - By logging on to [www.shareregistrars.uk.com](http://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 using the proxy form accompanying this notice;
  - In the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 8 below.

In order for a proxy appointment to be valid, the proxy must be received by Share Registrars Limited by 9:00a.m. on 28 September 2022.

6. 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.

### Appointment of proxy by post

7. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold your vote.

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

- completed and signed;
- sent or delivered to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX; and

- received by Share Registrars Limited no later than 9:00 a.m. on 28 September 2022.

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 by email at [enquiries@shareregistrars.uk.com](mailto:enquiries@shareregistrars.uk.com) or by telephone on 01252 821390.

#### Appointment of proxies through CREST

8. 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 [www.euroclear.com](http://www.euroclear.com)). 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.

In order for a proxy appointment 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 ("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 9:00 a.m. on 28 September 2022 or, in the event of an adjournment of the Meeting, 48 hours before the adjourned Meeting.

For this purpose, the time of receipt will be taken to be the time (as determined by the 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. 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.

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.

#### Changing proxy instructions

9. 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 applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars by email at [enquiries@shareregistrars.uk.com](mailto:enquiries@shareregistrars.uk.com) or by telephone on 01252 821390.

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

10. A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by either:

- sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX. 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; and
- In either case, the revocation notice must be received by Share Registrars no later than 9:00 a.m. on 28 September 2022.

#### Corporate representatives

11. 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.

#### Communication

12. 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):
  - contact Share Registrars by email at [enquiries@shareregistrars.uk.com](mailto:enquiries@shareregistrars.uk.com) or by telephone on 01252 821390; or
  - contact the Company's governance advisors, ONE Advisory Limited, at [co-sec@oneadvisory.london](mailto:co-sec@oneadvisory.london).

You may not use any electronic address provided either:

- in this Notice; or
- any related documents (including the Chair's letter and proxy form),

to communicate with the Company for any purpose other than those expressly stated.

#### Issued share capital

As at 1 September 2022 (being the last business day prior to the publication of this Notice), the Company's issued share capital consisted of 27,500,000 ordinary shares, carrying one vote each.