

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

**If you are in any doubt as to the contents of this document and/or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) who specialises in advising in connection with shares and other securities if you are in the United Kingdom or, if you are resident outside the United Kingdom, from another appropriately qualified independent financial adviser.**

If you have sold or otherwise transferred all of your ordinary shares of £0.01 each (“**Ordinary Shares**”) in the capital of Dial Square Investments PLC (the “**Company**”), please forward this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can forward these documents to the person who now owns the Ordinary Shares.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This document does not constitute any offer to issue or sell or a solicitation of any offer to subscribe for or buy Ordinary Shares.

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# **DIAL SQUARE INVESTMENTS PLC**

(Incorporated and registered in England and Wales with registered number 13201653)

## **NOTICE OF ANNUAL GENERAL MEETING**

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Notice of the Annual General Meeting (“**AGM**”), to be held at 11 a.m. on 27 April 2023, at the offices of Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London EC2A 2EW, is set out at the end of this document.

A copy of this document will be available free of charge on the website of the Company at [www.dialsquareinvestments.com](http://www.dialsquareinvestments.com).

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<u>Event</u>	<u>Expected time / date</u>
Publication of this document	29 March 2023
Latest time and date for receipt of Form of Proxy	11 a.m. on 25 April 2023
Annual General Meeting	11 a.m. on 27 April 2023

### Notes:

- (1) All times shown in this document are London times unless otherwise stated. The dates and times given are indicative only and are based on the Company's current expectations and may be subject to change. If any of the times and/or date above changes. The revised times and/or dates will be notified to Shareholders by announcement through the Regulatory News Service of the London Stock Exchange Group plc.
- (2) If the Annual General Meeting is adjourned, the latest time and date for receipt of forms of proxy for the adjourned meeting will be notified to Shareholders by announcement through the Regulatory News Service of the London Stock Exchange Group plc.

## LETTER FROM THE CHAIRMAN

### DIAL SQUARE INVESTMENTS PLC

*(Incorporated and registered in England and Wales with registered number 13201653)*

*Directors:*

Neil Cousins                    *(Non-Executive Chairman)*  
Lincoln Moore                *(Non-Executive Director)*  
Daniel Wilson                 *(Non-Executive Director)*

*Registered Office:*

c/o RJF 10th Floor  
3 Hardman Street  
Manchester  
England, M3 3HF

To Shareholders and, for information only, to the holders of warrants and options

29 March 2023

Dear Shareholder

### Notice of Annual General Meeting

#### Introduction

I am writing to you with details of this year's Annual General Meeting ("**AGM**") of the Company to be held at 11 a.m. on 27 April 2023 at the offices of Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London EC2A 2EW. The Notice of AGM is set out on pages 5 to 7 of this document. This letter also explains why the Directors recommend that shareholders of the Company (the "**Shareholders**") vote in favour of the resolutions being proposed at the AGM (the "**Resolutions**").

#### Explanatory notes to the Notice of AGM

The following notes give an explanation of the proposed Resolutions. Resolutions 1 to 6 (inclusive) are proposed as ordinary resolutions. This means for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolution 7 is proposed as a special resolution. This means that for Resolution 7 to be passed, at least three quarters of the votes cast must be in favour of the Resolution.

#### *Resolution 1 – Receiving and Considering the Accounts*

This is an ordinary resolution to receive and adopt the annual accounts of the Company for the financial year ended 28 February 2022 together with the Directors' reports and auditors' report on those accounts.

#### *Resolution 2 – Re-election of Director*

The Board recommends the re-election of Neil Cousins as a Director of the Company who is retiring from office pursuant to article 24.1 of the Articles of Association of the Company (the "**Articles**") as it being the Company's first annual general meeting. Mr. Cousins being eligible, offers himself for re-appointment.

#### *Resolution 3 – Re-election of Director*

The Board recommends the re-election of Lincoln Moore as a Director of the Company who is retiring from office pursuant to article 24.1 of the Articles, as it being the Company's first annual general meeting. Mr. Moore being eligible, offers himself for re-appointment.

#### *Resolution 4 – Re-election of Director*

The Board recommends the re-election of Daniel Wilson as a Director of the Company who is retiring from office pursuant to article 24.1 of the Articles, as it being the Company's first annual general meeting. Mr. Wilson being eligible, offers himself for re-appointment.

#### *Resolution 5 – Appointment of Auditors*

This is an ordinary resolution to grant the Directors the authority to appoint RPG Crouch Chapman LLP as the Company's auditors, to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting at which the accounts are laid before the Company and to authorise the Directors to determine the auditors' remuneration.

#### *Resolution 6 – Directors' Authority to Allot Shares*

This is an ordinary resolution to grant the Directors the authority to allot and issue shares and grant rights to subscribe for shares in the Company for the purposes of Section 551 of the Companies Act 2006 (the "**Act**") up to the maximum aggregate nominal amount of £53,100. This Resolution replaces any existing authorities to issue shares in the Company and the authority under this Resolution will expire at the conclusion of the next annual general meeting of the Company.

#### *Resolution 7 – Disapplication of Pre-emption Rights*

Resolution 7 proposes to dis-apply the statutory rights of pre-emption in respect of the allotment of equity securities for cash under Section 561(1) of the Act. This is a special resolution authorising the Directors to issue equity securities as continuing authority up to an aggregate nominal amount of £53,100 for cash on a non-pre-emptive basis pursuant to the authority conferred by Resolution 6 above. The authority granted by this Resolution will expire at the conclusion of the next annual general meeting of the Company.

### **Voting and action to be taken by Shareholders**

Shareholders are strongly encouraged to submit a proxy vote in advance of the AGM.

Shareholders will find enclosed with this letter a Form of Proxy for use at the AGM. The Form of Proxy should be completed and returned in accordance with the instructions printed on it so as to arrive to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX as soon as possible and in any event not later than 11 a.m. on 25 April 2023.

### **Recommendation**

The Directors unanimously believe that the Resolutions are in the best interests of the Company and its Shareholders and unanimously recommend you to vote in favour of the Resolutions as they intend to do in respect of their own holdings of Ordinary Shares which amount, in aggregate, to 1,150,000 Ordinary Shares, representing approximately 4.32 per cent. of the Company's issued share capital.

Yours faithfully

**Neil Cousins**  
Non-Executive Chairman

# DIAL SQUARE INVESTMENTS PLC

*(Incorporated and registered in England and Wales with registered number 13201653)*

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Annual General Meeting of the Company will be held at 11 a.m. on 27 April 2023 at the offices of Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London EC2A 2EW, for the purpose of considering and, if thought fit, passing the following resolutions of which 1 to 6 (inclusive) will be proposed as ordinary resolutions, and resolution 7 will be proposed as a special resolution.

### ORDINARY RESOLUTIONS

- 1 To receive and adopt the financial statements of the Company for the financial year ended 28 February 2022 together with the reports of the Directors and the reports of the auditors thereon.
- 2 To re-elect Neil Cousins (who is retiring by rotation pursuant to article 24.1 of the articles of association of the Company (the “**Articles**”)) as a Director of the Company.
- 3 To re-elect Lincoln Moore (who is retiring by rotation in pursuant to article 24.1 of Articles) as a Director of the Company.
- 4 To re-elect Daniel Wilson (who is retiring by rotation in pursuant to article 24.1 of Articles) as a Director of the Company.
- 5 THAT RPG Crouch Chapman LLP be re-appointed as auditors of the Company to hold office from the conclusion of the Annual General Meeting until the conclusion of the next general meeting of the Company at which the accounts are laid before members and to authorise the Directors to determine the auditors’ remuneration.
- 6 THAT in substitution for all existing authorities for the allotment of shares by the Directors, which are hereby revoked, but without prejudice to any allotment, offer or agreement already made pursuant thereto, the Directors be and they are hereby generally and unconditionally authorised, pursuant to 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 such shares (all of which transactions are hereafter referred to as an allotment of “relevant securities”) up to an aggregate nominal amount of £53,100 provided such authority expires (unless previously renewed, varied or revoked by the Company in annual general meeting) at the conclusion of the next annual general meeting of the Company following the passing of this resolution save that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant securities to be allotted after such expiry, variation or revocation and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked.

### SPECIAL RESOLUTION

- 7 **THAT** the Directors are hereby empowered pursuant to section 570 of the Act to, subject to resolution 6 above, allot equity securities for cash pursuant to the authority conferred by resolution 6 as if section 561(1) of the Act did not apply to any such allotment provided that such power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or arrangements as the Directors may deem necessary or expedient in relation to the treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and
- (b) the allotment of equity securities (otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £53,100;

and provided that this power shall expire on the conclusion of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date) following the passing of this resolution save that the Company may, before such expiry, make offer(s) or agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements notwithstanding that the power conferred by this resolution has expired.

**BY ORDER OF THE BOARD**



**Lincoln Moore**  
*Company Secretary*

**Registered Office:**

c/o RJF 10th Floor  
3 Hardman Street  
Manchester  
England  
M3 3HF

**29 March 2023**

## NOTES

1. A member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. A Form of Proxy is enclosed with this Notice for use in connection with this business set out above. To be valid, Forms of Proxy and any power of attorney or other authority under which it is signed must be lodged with Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX no later than 11 a.m. on 25 April 2023.

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 notes 3 to 6 (inclusive) below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 11 a.m. on 25 April 2023.

3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
4. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent, Share Registrars Limited (ID 7RA36) by 11 a.m. on 25 April 2023. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the 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.
5. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
6. 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.
7. In the case of joint holders of Ordinary Shares, the signature of only one of the joint holders is required on the Form of Proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.
8. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, to be entitled to vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), a member of the Company must be entered in the register of members of the Company at 11 a.m. on 25 April 2023.
9. As at the close of business on 28 March]2023, the Company's issued share capital comprised 26,550,000 ordinary shares of £0.01 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 the time and date given above is 26,550,000.