



AURRIGO®

Annual General Meeting (“AGM”)

of

Aurrigo International plc

(the “the Company”)

will be held at

Unit 33, Bilton Industrial Estate, Humber Ave, Coventry CV3 1JL

on 14 June 2023

at 10.00 a.m.

Notice is HEREBY given that the Annual General Meeting of Aurigo International plc (company number **05546181** (the “**Company**”) will be held at Unit 33, Bilton Industrial Estate, Humber Ave, Coventry CV3 1JL on 14 June 2023 at 10.00 a.m. for the purposes outlined below.

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. To receive and adopt the Company’s annual accounts for the year ended 31 December 2022 together with the directors’ report and auditor’s report on those accounts.
2. To re-appoint BDO LLP as the Company’s auditor to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting of the Company at which accounts are laid before the Company.
3. To authorise the directors to determine the remuneration of the Company’s auditors.
4. To re-elect Andrew Cornish, who retires from the board of directors of the Company in accordance with the Company’s articles of association, as a director of the Company.
5. To re-elect David Keene, who retires from the board of directors of the Company in accordance with the Company’s articles of association, as a director of the Company.
6. To re-elect Ian Grubb, who retires from the board of directors of the Company in accordance with the Company’s articles of association, as a director of the Company.
7. To re-elect Graham Keene, who retires from the board of directors of the Company in accordance with the Company’s articles of association, as a director of the Company.
8. To re-elect Joseph Elliott, who retires from the board of directors of the Company in accordance with the Company’s articles of association, as a director of the Company.
9. To re-elect Lewis Girdwood, who retires from the board of directors of the Company in accordance with the Company’s articles of association, as a director of the Company.
10. To re-elect Penelope Coates, who retires from the board of directors of the Company in accordance with the Company’s articles of association, as a director of the Company.
11. That, pursuant to section 551 of the Companies Act 2006 (the “Act”), the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot Relevant Securities (as defined below):
 - a) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £55,555.556 (including within such limit any shares issued or rights granted under paragraph (b) below) in connection with an offer or issue by way of rights:
 - I. to holders of ordinary shares in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them; and
 - II. to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
 - b) in any other case, up to an aggregate nominal amount of £27,777.778,

provided that (unless previously revoked, varied or renewed) these authorities shall expire on the earlier of fifteen months from the date on which this resolution is passed and the conclusion of the annual general meeting of the Company to be held in 2024, save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require Relevant Securities to be allotted after the authority expires

and the directors may allot Relevant Securities pursuant to any such offer or agreement as if the authority had not expired.

In this resolution, "Relevant Securities" means shares in the Company or rights to subscribe for or to convert any security into shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such a right; and a reference to the nominal amount of a Relevant Security which is a right to subscribe for or to convert any security into shares in the Company is to the nominal amount of the shares which may be allotted pursuant to that right. These authorities are in substitution for all existing authorities under section 551 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect but without prejudice to any allotment of shares, or grant of rights already made, offered or agreed to be made pursuant to such authorities).

To consider and, if thought fit, to pass the following resolutions as special resolutions:

12. That, subject to the passing of resolution 11 and pursuant to section 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorities granted by resolution 11 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- a) equity securities (as defined in section 560 of the Act) in connection with an offer or issue by way of rights:
 - i. to holders of ordinary shares in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them; and
 - ii. to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and

- b) the allotment of equity securities pursuant to the authority granted by paragraph (b) of resolution 11 up to an aggregate nominal amount of £8,333.334.

and (unless previously revoked, varied or renewed) these authorities shall expire at such time as the general authority conferred on the directors by resolution 11 above expires, save that the Company may make an offer or agreement before the power conferred by this resolution expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

13. That, subject to the passing of resolution 11 and pursuant to section 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorities granted by resolution 11 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £8,333.334 and
- (b) used only for the purposes of financing (or refinancing if the authority is to be used within six months after the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the PreEmption Group prior to the date of Admission,

and (unless previously revoked, varied or renewed) this authority shall expire at such time as the general authority conferred on the directors by resolution 11 above expires, save that the Company may make an offer or agreement before the power conferred by this

resolution expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

By order of the Board



Almond CS Limited
Company Secretary

22 May 2023

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Entitlement to Attend and Vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B(2) of the Companies Act 2006, the Company specifies that only those shareholders registered in the Register of Members of the Company as at close of business on Monday 12 June 2023 or, in the event that the Meeting is adjourned, in the Register of Members at the close of business two days before the time of any adjourned meeting shall be entitled to attend or vote at the Meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries on the Register of Members after close of business on Monday 12 June 2023 or, in the event that the Meeting is adjourned, at close of business two days before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the Meeting.

Proxies

A shareholder entitled to attend and vote at the AGM may appoint a proxy or proxies (who need not be a shareholder of the Company) to exercise all or any of his or her rights to attend the Meeting, ask questions and vote at the AGM. Where more than one proxy is appointed, each proxy must be appointed for different shares.

Proxies may only be appointed by:

- Completing and returning the Form of Proxy enclosed with this Notice to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY;
- Having an appropriate CREST message transmitted, if you are a user of the CREST system (including CREST personal members). Please refer to the CREST manual on the Euroclear website (www.euroclear.com/CREST) for further information.

Return of the Form of Proxy will not prevent a shareholder from attending the Meeting (whether in person); however, if you have already voted by proxy, you will still be able to vote at the Meeting (whether in person) and your vote on the day will replace your previously lodged proxy vote.

As a shareholder, you are encouraged to appoint the Chairman of the Meeting as proxy to exercise all or any of your rights to attend, vote and speak at the AGM. Alternatively, you may appoint another person as your proxy to exercise all or any of your rights to attend, vote and speak at the AGM by using one of the methods set out in the notes to the Notice.

To be effective, the Form of Proxy must be completed in accordance with the instructions and received by the Company's registrar by 10.00am (UK time) on Monday 12 June 2023.

To appoint a proxy or to give an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent (3RA50) by 10.00 a.m. (UK time) on Monday 12 June 2023. Please note, however, that proxy messages cannot be sent through CREST on weekends, public holidays or after 6.00 p.m. (UK time) on any other day. For the purpose of this deadline, 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. CREST personal members or other CREST sponsored members and those CREST members that have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST.

For further information on CREST procedures, limitations and system timings, please refer to the CREST manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001, as amended.

Nominated Persons

Any person to whom a copy of this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights ("Nominated Person") may, under an agreement between him or her and the shareholder by whom he or 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 or she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies in note (i) above does not apply to Nominated Persons. The rights described in that note can only be exercised by shareholders of the Company.

Corporate Representatives

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.

Shareholder Rights and AGM Business

Under sections 338 and 338A of the Companies Act 2006, shareholders meeting the threshold requirements in those sections have the right to require the Company (i) to give to shareholders of the Company entitled to receive Notice of the AGM, notice of a resolution which may be properly moved, and is intended to be moved at the AGM and/or (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory, or (c) it is frivolous or vexatious. Such a request may be in hard copy or electronic form and must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or person making it, must be received by the Company not later than Wednesday 19 April 2023, being the date four clear weeks before the AGM, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Right to Ask Questions

Under section 319A of the Companies Act 2006, shareholders have the right to ask questions at the AGM relating to the business of the Meeting and for these to be answered, unless such answer would interfere unduly with the business of the Meeting, involve the disclosure of confidential information, if the answer has already been published on the Company's website, or if it is not in the interests of the Company or the good order of the Meeting that the question be answered.

Documents Available for Inspection

Copies of the service agreements of the Executive Directors, the letters of appointment of the Non-Executive Directors and the Company's Articles of Association will be available for inspection at an agreed time during normal business hours from the date of dispatch of this Notice until the end of the AGM (Saturdays, Sundays and public holidays excepted) at the registered office of the Company.

Shareholder Enquiries

Computershare Investor Services PLC, maintain the Company's share register. If you have any enquiries about the AGM or about your shareholding, you should contact Computershare Investor Services PLC:

- by telephone: 0370 707 1038
- in writing to: The Pavilions, Bridgwater Road, Bristol, BS13 8AE.

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Dear Shareholders

In the following notes, references to the “**current issued share capital**” of the Company are to the 41,666,667 ordinary shares of £0.002 each in the capital of the Company in issue as at the close of business on 19 May 2023 (being the latest practicable date prior to the publication of this document).

Resolution 1: To receive the financial statements and directors' reports

This resolution deals with the receipt and adoption of the accounts of the Company and the reports of the directors and auditors of the Company for the period end the 31 December 2022.

Resolution 2 and 3: Re-election and remuneration of auditors

The Company is required to appoint auditors at each annual general meeting, to hold office until the next such meeting at which accounts are presented. Resolution 2 proposes the reappointment of the Company's existing auditors, BDO LLP.

Resolution 3 proposes that the Board be authorised to determine the auditors' remuneration.

Resolution 4 to 10 (inclusive): Re-election of directors

In line with governance best practice, all directors will retire and offer themselves for re-election.

Biographical details of the directors who are offering themselves for re-election at the meeting are set out in the enclosed annual report and accounts and appear on the Company's website. Having considered the performance of and the contribution made by each of the directors, the board of directors remains satisfied that their performance remains effective and that they each continue to demonstrate commitment to their roles. As such, the directors recommend their re-election under resolutions 4 to 10 (inclusive).

Resolution 11: Authority to allot relevant securities

The Company requires the flexibility to allot shares from time to time. Under the Act, the directors require authority to allot shares from the Company's shareholders (save in respect of shares issued pursuant to employee share schemes).

Resolution 11 would grant this authority (until the next annual general meeting or unless such authority is revoked or renewed prior to such time) by authorising the directors (pursuant to section 551 of the Companies Act) to allot relevant securities up to an aggregate nominal amount equal to approximately one third of the current issued share capital of the Company (or approximately two-thirds of the current issued share capital in connection with a rights issue or other pro rata issue to the shareholders). The directors consider these powers desirable due to the flexibility they give. The directors currently have no plans to allot relevant securities, but the directors believe it is in the interests of the Company for the directors to be granted this authority, to enable the directors to take advantage of appropriate opportunities which may arise in the future.

Resolution 12 and 13: Disapplication of statutory pre-emption rights

Resolution 12 seeks to disapply the pre-emption rights provisions of section 561 of the Companies Act 2006 in respect of the allotment of equity securities for cash pursuant to rights issues and other pre-emptive issues, and in respect of other issues of equity securities for cash up to an aggregate nominal value which equates to approximately 10 per cent. of the current issued share capital of the Company.

Under resolution 13, it is proposed that the directors be authorised to disapply statutory pre-emption rights in respect of an additional 10 per cent. of the current issued share capital of the Company. In accordance with the Pre-Emption Group's Statement of Principles on Disapplying Pre-Emption Rights, the directors confirm that this authority will be used only in connection with an acquisition or specified capital investment that is announced contemporaneously with the issue, or that has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

If given, these powers will expire at the same time as the authority referred to in resolution 11. The directors consider these powers desirable due to the flexibility they give. The directors have no present intention of issuing any equity securities for cash pursuant to the disapplication proposed under resolutions 12 and 13.

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