

14 July 2023

Milton Capital Plc
("Milton" or the "Company")

Notice is hereby given that the Annual General Meeting ("**Meeting**") of Milton Capital Plc ("**Company**") will be held at 3rd Floor, 80 Cheapside, London, EC2V 6EE, on Monday 7 August 2023 at 11:00.

The Notice of AGM, together with the Proxy Form, was posted to Shareholders today and will be available on the Company's website <http://milton-capital.co.uk>. Full details of the operation and arrangements for the AGM are set out in the Notice of AGM.

Shareholder will be asked to consider and vote on the resolutions below. Resolutions 1 to 6, will be proposed as Ordinary Resolutions. Resolution 7, will be proposed as a Special Resolution.

RESOLUTIONS

Ordinary business at the AGM

1. To receive and consider the audited financial statements of the Company for the period ended 31 January 2023 together with the directors' report and the auditors' report thereon.
2. To receive and approve the report on directors' remuneration as set out on page 7 of the Annual Report and Accounts for the period ended 31 January 2023.
3. To approve the appointment of MHA MacIntyre Hudson as auditors of the Company, and to authorise the directors to determine the auditors' remuneration and audit fees for the 2024 financial statements.
4. To re-elect Eran Zucker as a director of the Company.
5. To re-elect Malcolm Burne as a director of the Company.

Special business at the AGM

To consider and, if thought fit, to pass the following resolutions, of which resolution 6 will be proposed as an Ordinary Resolution and resolution 7 will be proposed as a Special Resolution:

6. THAT, the Directors be and are hereby 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 equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount of £2,500,000 (which includes the total number of outstanding warrants in issue) of the nominal value of the Company's entire issued share capital to such persons and at such times and conditions as the Directors think proper, provided that such authority, unless previously revoked or varied by the Company in a General Meeting, shall expire at the commencement of the Annual General Meeting next held after the passing of this resolution or the date falling eighteen months from the date of the approval of this Resolution (whichever is the earlier to occur) save that the Company may pursuant to the authority make an offer or agreement or other arrangement before the expiry of the authority which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such an offer or agreement or other arrangement as if the power conferred hereby had not expired. This authority is in substitution for all previous authorities conferred upon the Directors pursuant to Section 551 of the Act, but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.
7. THAT (subject to and conditional upon the passing of Resolution 6 above), the Directors of the Company be and are hereby empowered pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) wholly for cash pursuant to the general authority conferred by Resolution 6 as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall:

- a. be limited to the allotment of equity securities or otherwise and grant rights to subscribe for or to convert any security into shares of the Company up to a nominal amount of £2,500,000 of the Company's entire issued share capital; and
- b. will expire when the authority conferred by Resolution 6 (above) shall expire, save that the Company may before such expiry make an offer or agreement which would or might require the equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuant of such an offer or agreement as if the power conferred hereby had not been revoked.

Milton Capital plc

Directors

Malcolm Burne

Eran Zucker

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or

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Corporate Broker

Lucy Williams / Duncan Vasey

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