

31 January 2025

SEED CAPITAL SOLUTIONS PLC

("Seed Capital", "SCSP" or the "Company")

#### Notice of AGM



Seed Capital Solutions plc, formed in December 2017, which operates as a special purpose acquisitions company (SPAC) to undertake one or more acquisitions of target companies or businesses, announces that the annual general meeting of the members of the Company will be held at the office of Axis Capital Markets Ltd, 73 Watling St, London, EC4M 9BJ at 1000 hrs (GMT) on 24TH February 2025 for the purpose of considering, and, if thought fit, pass the following resolutions.

Resolutions 1 to 8 will be proposed as ordinary resolutions and resolutions 9 and 10 will be proposed as special resolutions.

#### Ordinary Resolutions

1. To receive the accounts and reports for the financial period ended 30 June 2024.
2. To approve the Directors' remuneration report in the form set out in the Company's annual report and accounts for the year ended 30 June 2024.
3. To re-elect Damion Greef, who is retiring by rotation as a director of the Company.
4. To re-elect Avi Robinson, who is retiring having been appointed by the directors of the Company since the last General Meeting and who being eligible offers himself for election as a director of the Company.
5. To reappoint Haysmacintyre LLP as auditors of the Company and to authorise the directors to fix their remuneration.
6. That the Company be authorised, subject to and in accordance with the provisions of the Companies Act 2006, to send, convey or supply all types of notices, documents or information to Shareholders by electronic means, including making such notices, documents or information available on a website.
7. That the Company, not having yet announced an acquisition, should extend the period for identification of a suitable acquisition by a period of a further 12 months to 31 March 2026.
8. That, in accordance with section 551 Companies Act 2006 (CA 2006), the directors of the Company are generally and unconditionally authorised, in addition to any previous authorities, which shall continue to apply, to allot Relevant Securities (as defined in this resolution) comprising equity securities (as defined in section 560 CA 2006) up to an aggregate nominal amount of £500,000 (five hundred thousand pounds), such authority, unless previously revoked or varied by the Company in general meeting, to expire on 30 June 2025 or, if earlier, the date of the Company's next annual general meeting, except that the directors of the Company may allot relevant securities pursuant to an offer or agreement made before the expiry of the authority. In this notice, Relevant Securities means any shares in the capital of the Company and the grant of any right to subscribe for, or convert any security into, shares in the capital of the Company.

#### Special Resolutions

9. That, under section 570 CA 2006, the directors of the Company are authorised, in addition to any previous authorities, which shall continue to apply, to allot equity securities, as defined in section 560 CA 2006, wholly for cash for the period commencing on the date of this resolution and expiring on the date of the Company's next annual general meeting, as if section 561 CA 2006 did not apply to such allotment, except that the directors of the Company may allot relevant securities following an offer or agreement made before the expiry of the authority and provided that the authority is limited to:
  - 9.1 the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where their holdings are proportionate, as nearly as possible, to the respective number of ordinary shares held, or deemed to be held, by them, but subject to any exclusions or arrangements the directors think necessary or expedient for the purpose of dealing with fractional entitlements or legal or practical problems under the laws of any territory or the requirements of any recognised regulatory body or stock exchange in any territory;
  - 9.2 the allotment of equity securities in connection with the issue of up to 8,313,532 shares in respect of the exercise of shares granted under warrants; and
  - 9.3 the allotment of equity securities, otherwise than in accordance with paragraphs 9.1 and 9.2, up to a maximum

nominal value of £125,000 (one hundred and twenty-five thousand pounds).

By order of the board

- ENDS -

**FOR FURTHER INFORMATION, PLEASE CONTACT:**

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**ABOUT SEED CAPITAL SOLUTIONS PLC**

Seed Capital Solutions Plc (LON: SCSP) is a Special Purpose Acquisition Vehicle (SPAC), which operates for the purpose of acquiring a business or businesses operating in market sectors that can display strong ESG credentials, thereby benefitting from the current trend of superior performance and increased investor appetite.

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