

JADE ROAD INVESTMENTS LIMITED
("Jade Road Investments", "JADE" or the "Company")

Circular
Waiver of Takeover Provisions
Appointment of New Directors
and
New Investing Policy

Jade Road Investments Limited (AIM:JADE), the London quoted investment company that looks to provide investors exposure to alternative investments which aim to offer higher returns and lower risk than traditional asset classes, announces that the Company will today post the below Circular to Shareholders. These documents will also shortly be available on the Company's website.

The General Meeting of the Company will be held at 10.00 a.m. UKT on 28 October 2025 at Troutman Pepper Locke UK LLP, Second Floor, 201 Bishopsgate, London EC2M 3AB.

Capitalised terms used but not otherwise defined in this announcement shall have the meanings ascribed to such terms in the Circular, unless the context requires otherwise.

For further information, please contact:

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This announcement contains inside information for the purposes of Article 7 of the UK version of Regulation (EU) No 596/2014 which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended. Upon the publication of this announcement via a Regulatory Information Service, this inside information is now considered to be in the public domain

1. Introduction

We refer to the announcement by the Company dated 11 September 2025 in relation to the Subscription (the "**Announcement**"). Unless otherwise defined herein, capitalised terms used herein shall have the same meaning as used in the Announcement.

The Board is pleased to announce the Subscription was completed on 17 September 2025 and is now seeking shareholder approval in relation to certain matters connected with the Subscription as explained further below.

Following the Subscription, the Board is pleased to announce that it is proposing to change its investing policy in order to enable the Company to invest in mid / late-stage technology investments with a primary focus on long-term capital gain generation.

2. Takeover Provisions in the Articles

As detailed in the Announcement, as a result of the Subscription, NOIA owns 83.85% of Jade's enlarged issued share capital. Pursuant to the Articles, when any shareholder acquires, whether in a single transaction or by a series of transactions over a period of time, an interest in Jade's shares which carry 30% or more of the voting rights of the Company such shareholder shall be obliged to extend an offer to the holders of all the issued shares in the Company. Such an offer must be in cash or be accompanied by a cash alternative at not less than the highest price paid by that shareholder for any interest in shares during the 12 months prior to the date upon which an announcement of the offer (the "**Mandatory Cash Offer**"). The requirement for such a Mandatory Cash Offer can be obviated by shareholders independent of NOIA consenting to the Subscription by ordinary resolution on a poll (the "**Whitewash Resolution**").

The Articles further provide that, where in the opinion of the Board, it is in such a serious financial position that the only way it can be saved is by an urgent rescue operation which involves the issue of new shares to, or the acquisition of existing shares by, the rescuer, without having obtained a Whitewash Resolution, and which would therefore otherwise require such rescuer to make a Mandatory Cash Offer, the Board may waive the

would therefore otherwise require such rescuer to make a mandatory Cash Offer, the Board may waive the requirements of the Articles with regard to such rescuer making a Mandatory Cash Offer provided that a Whitewash Resolution is passed as possible after the rescue operation is carried out.

The Board carefully considered the Subscription (and the fact that absent a Whitewash Resolution, NOIA's shareholding in the Company upon completion of the Subscription would require it to make a Mandatory Cash Offer) and the financial position of the Company. The Board concluded that it was imperative for the Company's survival, given its precarious financial position, that the Subscription was completed urgently and prior to a Whitewash Resolution having been obtained.

As set out in the Announcement, Jade is now publishing this circular including a notice of general meeting of the Company (the "**Notice**"). The Notice includes, as resolution 1, the Whitewash Resolution.

NOIA has further informed the Company that, conditional on the passing of the Whitewash Resolutions, it intends to transfer 50% of the Subscription Shares (equivalent to 100 million Ordinary Shares) ("**Transfer Shares**") to Accrete Capital SPV (the "**Proposed Transfer**"). The Proposed Transfer would, if completed, result in Accrete Capital SPV having an interest in the Company's shares which carry 30% or more of the voting rights of the Company and pursuant to the Articles, would trigger an obligation on the part of Accrete Capital SPV to make a Mandatory Cash Offer unless obviated by independent shareholders consenting to the Proposed Transfer by ordinary resolution on a poll. Accordingly, the Notice includes, as resolution 2, a second whitewash resolution in order that Independent Shareholders can provide such consent ("**Second Whitewash Resolution**").

Further, the Board has sought and received an irrevocable voting undertaking to vote in favour of the Whitewash Resolutions from Heirloom Investment Management LLC (together with funds associated with it), which together will represent 55.56% of the shares held by Independent Shareholders of the Company following completion of the Subscription.

3. Proposed Appointment of New Directors

The Company proposes to appoint, conditional on the passing of the Whitewash Resolutions and subject to satisfactory completion of customary due diligence checks, Mr Nicolas Vassaux and Mr Ali Shekofi to the Board.

Mr Nicolas Vassaux is the head of Direct Deals at NOIA Capital, a Luxembourg based multi-family office focused on growth capital. In 2019, Nicolas co-founded NOIA Capital, which back then started as a Luxembourg based Digital Assets investment fund. Until 2019, Nicolas was working for the direct deals division of a Belgian family office, focusing his time on tech venture capital investments and non tech small and medium sized Belgian companies. He also held operational roles within some portfolio companies (such as CFO/COO). Prior to his venture journey, Nicolas worked at Deloitte for the Growth and Turnaround practice, and prior to that spent almost 5 years at Roland Berger. There he worked on a broad set of assignments, from topline growth improvement to cost reduction, reorganization and M&A. Nicolas started his professional career at Degroof Petercam's Brussels office in 2010 focusing on private clients portfolio management. Nicolas studied finance and management at the Solvay Brussels School of Economics and management and graduated with a first-class honors' degree (summa cum laude, in the top 3%).

Mr Ali Shekofi is a Partner and Co-Founder of Accrete Capital, a growth-oriented investment firm focused on direct deals, venture investments, and strategic capital across technology sectors. He brings experience in investment banking, including working with major financial institutions on mergers & acquisitions, capital markets, and leveraged finance. Ali has a strong track record in sourcing and executing high-potential tech and venture opportunities, combining rigorous financial analysis with operational insight. Before founding Accrete Capital, he held roles where he built financing structures for private equity clients, such as Kharis Capital and Alvarium Capital Partners, and contributed to cross-border deal flow and strategy execution. Ali started his career at Goldman Sachs in the FIG practice.

He holds a Master's in Management from a leading business school and a Bachelor's in Economics, which underpin his strong quantitative and strategic abilities.

It is expected the Company's existing directors John Croft, Hugh Viscount Trenchard and Stuart Crocker will remain on the Board. Below is a biography of each of the existing directors.

Mr John Croft is an experienced director of Alternative Investment Market-quoted companies and has previously worked in executive and non-executive capacities with a number of companies in the technology and financial services sectors. He is also Non-Executive Director of Golden Rock Global PLC and Aura Renewable Acquisitions PLC, both Special Acquisitions Companies (SPACs) that are listed on the standard listing of the London Stock Exchange. He previously held senior director level positions in Racal Electronics and NCR Corporation, following an early career in banking with HSBC and Citibank.

Lord Trenchard began his career at Kleinwort Benson in 1973 and has more than 50 years' experience in investment banking, including 45 years of involvement with Japan, 12 of them as a resident. He ran Kleinwort Benson's Japanese operations for 15 years and was Head of Japanese Investment Banking with Robert Fleming & Co. Limited, before working with Mizuho International plc for 6 years. He served as a Senior Adviser for Japan and Korea to Prudential Financial, Inc. from 2002 to 2008. He is also currently Chairman of the investment company Epic Investment Funds PCC Limited, whose funds include the Japan Synthetic Warrant Fund managed by Quaero Capital LLP. He has also been a consultant to Simon Robertson Associates LLP since 2013 and to Japan Bank for International Cooperation since 2017. Lord Trenchard is a member of the House of Lords, a member of its Industry and Regulators Committee, and currently serves as the Co-Chairman of the British-Japanese Parliamentary Group.

Mr Stuart Crocker was in the British Army and served in the United Kingdom, Northern Ireland and Germany until 1985. On leaving, he began his career in banking at Merrill Lynch and has lived in the Middle East for over 20 years. Latterly he became the CEO HSBC Private Bank UAE and Oman and the Global Head Private Banking Group at Abu Dhabi Islamic Bank. Throughout his banking career he has worked with clients from Europe, the Middle East, Asia and Africa. He was a Non-Executive Chairman and founder investor of a renewable forestry company, which is now one of the largest forestry operations in West Africa. Following this he has been an advisor, investor and shareholder in projects and start-ups related to foreign direct investment, renewables, education and FinTech. Most recently he has become a Founding Member and COO of the English Business Council, Dubai. Activities include in voluntary

has become a Founding member and COO of the English Business Council, Dubai. Actively involved in voluntary charity work he has been a Director, and then Trustee, at St. Martin-in-the-Fields in London for over 25 years.

4. The proposed New Investing Policy

Current Investing Policy

The current Investing Policy is as follows:

1. The Company has an indefinite life, is sector agnostic and is targeting assets in any class which will produce income returns, with a secondary focus on capital gains over time for its Shareholders.
2. The Company will seek the best risk-adjusted returns globally, with a preference for investments governed by legal systems that the Company understands and believes to be reliable.
3. The Company may invest directly into listed securities, over-the-counter traded securities, currencies, companies, real assets, contractual obligations, or commodities ("**Direct Financings**").
4. The Company may provide financing to entities, becoming a lender to, or a limited partner or shareholder of, an affiliated or third party which itself has a strategy to invest in underlying listed securities, over-the-counter traded securities, currencies, companies, real assets, contractual obligations or commodities ("**Indirect Financings**").
5. The Company shall ensure that at the time of entering into a Direct Financing, it shall represent not more than 30% of the Company's net asset value immediately following the relevant transaction. There is no limit on the number of investments the Company may take.
6. The Company shall ensure that at the time of entering into an Indirect Financing, no underlying asset of the indirectly financed entity shall represent more than 30% of the Company's net asset value immediately following the relevant transaction.
7. There is no restriction on the duration the Company will hold any investment nor any restriction on the time for the Company to make its investments in such assets.
8. The Company will pursue a predominantly passive management strategy. However, on a case by case basis, it may consider securing additional governance rights such as observer or board appointments where the situation or asset dictates such additional oversight.
9. The Company may utilise gearing when appropriate. The Company will continue to exercise prudence in determining whether prevailing market conditions and investor expectations warrant the utilisation of any leverage over its portfolio.
10. The Company will consider issuing its own shares as consideration for interests in other companies but such cross holdings will be limited to 20 per cent. of the Company's issued shares in aggregate from time to time.

Proposed New Investing Policy

The proposed New Investing Policy is as follows:

1. The Company has an indefinite life, is sector-agnostic, and is primarily focused on and weighted towards mid / late-stage technology investments with a lesser weighting on earlier stage technology investments. The overarching objective of the Company is generating long-term capital gains for its shareholders.
2. The Company will seek the best risk-adjusted returns globally, with a preference for opportunities in the United States, Europe, and Asia.
3. The Company will primarily take direct stakes in private companies, either through cash investments or through issuing its own shares as consideration. It may also invest through indirect structures (including but not limited to special purpose vehicles) and in listed securities, futures, Exchange Traded Funds, Money Market Funds, over-the-counter traded securities, currencies, convertible securities, forward contracts and contractual obligations or similar such assets. The Company could take long or short positions in such assets.
4. At the time of entering into any investment, the Company shall ensure that such investment does not represent more than 20% of the Company's net asset value immediately following the relevant transaction, except while the Company's net asset value is less than 100m. There is no limit to the number of investments the Company may undertake.
5. With respect to early-stage investments, the Company shall ensure that, on a cumulative basis, such investments do not represent more than 25% of the Company's net asset value immediately following the relevant transaction.
6. There are no restrictions on the duration for which the Company may hold any investment, nor on the timeframe within which the Company must make its investments. There are no restrictions on the Company's ability to realise or sell any of its investment portfolio at any time.
7. The Company will pursue a predominantly passive management strategy. However, on a case-by-case basis, it may seek to secure additional governance rights-such as observer or board appointments-where circumstances or specific assets justify enhanced oversight.
8. The Company may utilise gearing when appropriate, applying it selectively and prudently, and guided by market conditions, liquidity, and investor expectations.
9. Where the Company issues its own shares as consideration for interests in other companies, such cross holdings will be limited to 20 per cent of the Company's issued shares in aggregate from time to time.

5. Action to be taken

You will find the Notice of General Meeting set out at the end of this document. The General Meeting (at which the Resolutions will be proposed) will be held at 10.00 a.m. UKT on 28 October 2025. Independent Shareholders are entitled to vote for or against the Whitewash Resolutions. All of the Shareholders are entitled to vote for or against the resolutions to approve the appointment of the New Directors.

Shareholders will be receiving a Form of Proxy. Whether or not you intend to be present at the General Meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible. To be valid, completed Forms of Proxy must be received by the Company's registrars, Computershare Investor Services (BVI) Limited, c/o at The Pavilions, Bridgwater Road, Bristol BS99 6ZY no later than 10.00 a.m. UKT on 24 October 2025, being 48 hours before the time appointed for holding the General Meeting (excluding non-business days). Completion and return of a Form of Proxy will not preclude you from attending in person and voting at the General Meeting.

Depository Interest Holders will be receiving a Form of Instruction. Whether or not you wish to be present at the General Meeting, you are requested to complete and return the Form of Instruction or lodge a vote through the CREST system in accordance with the instructions printed thereon as soon as possible. To be valid, completed Forms of Instruction must be received by the Depositary at The Pavilions, Bridgwater Road, Bristol BS99 6ZY no later than 10.00 a.m. UKT on 23 October 2025, being 72 hours before the time appointed for holding the General Meeting (excluding non-business days). Completion of the Form of Instruction will not preclude you from attending and voting at the General Meeting in person if you so wish.

6. Recommendation and irrevocable undertaking

As noted above, Heirloom and its affiliated entities ("**Heirloom Group**"), which together hold 55.56% of the shares held by Independent Shareholders, has entered into an irrevocable undertaking (the "**Undertaking**") to vote in favour of the Whitewash Resolutions, which means that provided the Heirloom Group comply with the provisions of its Undertaking, the Whitewash Resolutions will be passed.

Nevertheless, the Directors recommend Shareholders vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of the 37,300 Ordinary Shares in aggregate held by them at the date of this Circular.

Yours faithfully

John Croft
Executive Chairman
Jade Road Investments Limited

DEFINITIONS

"Accrete Capital SPV"	Stichting Accrete Opportunities STAK, a company registered in the Netherlands, holding company registration number 89576896, with registered office at Krijn Taconiskade 430, 1087HW Amsterdam, Netherlands
"AIM Rules"	the AIM Rules for Companies and AIM Note for Investing Companies as published and amended from time to time by the London Stock Exchange
"Articles"	the amended and restated articles of association of the Company currently in force
"BVI"	British Virgin Islands
"Circular"	this document
"Company" or "Jade"	Jade Road Investments Limited, a company registered in the BVI with registered number 1459602
"CREST"	the electronic systems for the holding and transfer of shares in dematerialised form operated by Euroclear UK & International Limited
"Depositary"	Computershare Investor Services PLC
"Depositary Interest Holder"	a holder of Depositary Interests
"Depositary Interests"	the depositary interests in respect of the underlying Ordinary Shares
"Directors" or "Board"	the existing board of directors of the Company
"Form of Instruction"	the depositary interest form of instruction
"Form of Proxy"	the form of proxy
"General Meeting" or "GM"	the general meeting of the Company to be held at 10.00 a.m. UKT on 28 October 2025
"Heirloom"	Heirloom Investment Management LLC
"Investing Policy"	the investing policy of the Company from time to time
"Independent"	Shareholders other than NOIA

Shareholder(s)"

"London Stock Exchange"	London Stock Exchange plc
"Memorandum"	the amended and restated memorandum of association of the Company currently in force
"New Investing Policy"	the proposed new Investing Policy, further details of which are set out in Letter from the Executive Chairman on page 10 of this document
"New Directors"	Mr Nicolas Vassaux and Mr Ali Shekofi
"NOIA"	NOIA Capital (DIFC) Ltd
"Notice of General Meeting"	the notice of GM set out at the end of this document
"Ordinary Shares"	ordinary shares of no-par value each of the Company
"Resolutions"	the resolutions proposed in the Notice of General Meeting at the end of this document
"Shareholder(s)"	holder(s) of Ordinary Shares
"United Kingdom" or "UK"	the United Kingdom of Great Britain and Northern Ireland
"US "	US dollars
"UKT"	United Kingdom time
"Whitewash Resolutions"	the Whitewash Resolution and the Second Whitewash Resolution

All references to dates and times in this document are to UKT unless otherwise stated. References to the singular shall include references to the plural, where applicable, and vice versa.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Circular and Form of Proxy	10 October 2025
Latest time and date for receipt of Forms of Instruction	10:00 a.m. UKT on 23 October 2025
Latest time and date for receipt of Forms of Proxy	10:00 a.m. UKT on 24 October 2025
Date of General Meeting	10:00 a.m. UKT on 28 October 2025

**PART 2
NOTICE OF GENERAL MEETING**

JADE ROAD INVESTMENTS LIMITED

(Incorporated in the British Virgin Islands under the BVI Business Companies Act, 2004)
(the "**Company**")

NOTICE IS HEREBY GIVEN that the general meeting (the "**Meeting**") of the members of the Company will be held at 10.00 a.m. UKT on 28 October 2025 at Troutman Pepper Locke UK LLP, Second Floor, 201 Bishopsgate, London EC2M 3AB to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1) NOIA SUBSCRIPTION

THAT the £1.2 million subscription for 200 million ordinary shares of the Company at a subscription price of £0.006 by NOIA Capital (DIFC) Ltd be unconditionally ratified, confirmed and approved without the need of a mandatory cash offer pursuant to article 46.14 of the articles of association of the Company.

2) PROPOSED TRANSFER OF SHARES TO ACCRETE CAPITAL SPV

THAT, subject to the passing of Resolution 1, the transfer of 100 million ordinary shares of the Company to Accrete Capital SPV be unconditionally approved without the need of a mandatory cash offer pursuant to article 46.2 of the articles of association of the Company.

3) APPOINTMENT OF MR NICOLAS VASSAUX

3) **APPOINTMENT OF MR NICOLAS VASSAUX**

THAT, subject to the passing of Resolution 1, Mr Nicolas Vassaux be appointed as a director of the Company subject also to customary due diligence checks being completed to the satisfaction of the Company and its nominated adviser.

4) **APPOINTMENT OF MR ALI SHEKOFI**

THAT, subject to the passing of Resolutions 1 and 2, Mr Ali Shekofi be appointed as a director of the Company subject also to customary due diligence checks being completed to the satisfaction of the Company and its nominated adviser.

5) **NEW INVESTING POLICY**

THAT the existing investing policy of the Company be replaced with a new investing policy as follows:

1. The Company has an indefinite life, is sector-agnostic, and is primarily focused on and weighted towards mid / late-stage technology investments with a lesser weighting on earlier stage technology investments. The overarching objective of the Company is generating long-term capital gains for its shareholders.
2. The Company will seek the best risk-adjusted returns globally, with a preference for opportunities in the United States, Europe, and Asia.
3. The Company will primarily take direct stakes in private companies, either through cash investments or through issuing its own shares as consideration. It may also invest through indirect structures (including but not limited to special purpose vehicles) and in listed securities, futures, Exchange Traded Funds, Money Market Funds, over-the-counter traded securities, currencies, convertible securities, forward contracts and contractual obligations or similar such assets. The Company could take long or short positions in such assets.
4. At the time of entering into any investment, the Company shall ensure that such investment does not represent more than 20% of the Company's net asset value immediately following the relevant transaction, except while the Company's net asset value is less than 100m. There is no limit to the number of investments the Company may undertake.
5. With respect to early-stage investments, the Company shall ensure that, on a cumulative basis, such investments do not represent more than 25% of the Company's net asset value immediately following the relevant transaction.
6. There are no restrictions on the duration for which the Company may hold any investment, nor on the timeframe within which the Company must make its investments. There are no restrictions on the Company's ability to realise or sell any of its investment portfolio at any time.
7. The Company will pursue a predominantly passive management strategy. However, on a case-by-case basis, it may seek to secure additional governance rights-such as observer or board appointments-where circumstances or specific assets justify enhanced oversight.
8. The Company may utilise gearing when appropriate, applying it selectively and prudently, and guided by market conditions, liquidity, and investor expectations.
9. Where the Company issues its own shares as consideration for interests in other companies, such cross holdings will be limited to 20 per cent of the Company's issued shares in aggregate from time to time.

Notes to the Notice of General Meeting

1. In order to be entitled to attend and vote at the Meeting, a registered member must be on the Company's share register by close of business on 10 October 2025 being the date of this notice.
2. Subject to notes 3 and 5 below, only members are entitled to attend and vote at the Meeting.
3. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies (for holder of two or more shares) to attend and vote instead of that member. A proxy need not be a member of the Company. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged with the Company's share registrar, Computershare Investor Services (BVI) Limited, c/o The Pavilions, Bridgewater Road, Bristol, BS99 6ZY no later than 10.00 a.m (UKT) 24 October 2025 or 48 hours before any adjourned meeting.
4. At the Meeting, the chairman of the Meeting will exercise his power under Article 15.1(a) of the Articles to put the above resolution to the vote by way of a poll.
5. Depositary Interest Holders who are CREST members and who wish to issue an instruction through the CREST electronic voting depositary service may do so by using the procedures described in the CREST manual (available from 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 services provider(s), who will be able to take the appropriate action on their behalf.

In order for instructions made using the CREST service to be valid, the appropriate CREST message (a CREST Voting Instruction) must be properly authenticated in accordance with the specifications of Euroclear UK & International Limited (EUI) and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com).

The message, regardless of whether it relates to the voting instruction or to an amendment to the instruction given to the Depositary must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) no later than 10.00 a.m (UKT) on 23 October 2025. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the issuer's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST.

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 messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting 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 the CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST service 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 Voting Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Alternatively, holders of Depositary Interests can complete a Form of Instruction to appoint Computershare Company Nominees Limited, the Depositary's custodian, to vote on the holder's behalf at the General Meeting or, if the General Meeting is adjourned, at the adjourned meeting. To be effective, a completed and signed Form of Instruction (and any power of attorney or other authority under which it is signed) must be delivered to the offices of the custodian, Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol BS99 6ZY UK by no later than 10.00 a.m (UKT) on 23 October 2025 or 72 hours before any adjourned meeting.

1. Each shareholder shall be entitled to vote at the meeting (or at any adjourned meeting).

Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Depository Interest register at close of business on 10 October 2025 being the date of this notice. Changes to entries on the register after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

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