

# WARPAINT LONDON PLC

*(Registered and incorporated in England and Wales with company number 10261717)*

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (the "**AGM**") of Warpaint London plc (the "**Company**") will be held at Units B&C Orbital Forty Six, The Ridgeway Trading Estate, Iver, Bucks, SL0 9HW on 28 June 2023 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions which in respect of resolutions numbered 1 to 8 (inclusive) will be proposed as ordinary resolutions and which in respect of resolutions numbered 9 and 10 will be proposed as special resolutions.

## ORDINARY BUSINESS

### Annual report and financial statements

1. To receive and consider the Company's financial statements for the financial year ended 31 December 2022 together with the directors' reports and the auditors' report on those annual accounts.

### Directors' Remuneration Report

2. To approve the directors' remuneration report (excluding the directors' remuneration policy, set out on page 40 of the directors' remuneration report), as set out in the Company's financial statements for the financial year ended 31 December 2022.

### Re-election of directors

3. That Clive Garston, who retires as a director of the Company in accordance with the Company's articles of association, be re-elected as a director.
4. That Paul Hagon, who retires as a director of the Company in accordance with the Company's articles of association, be re-elected as a director.

### Re-appointment of auditors

5. To re-appoint BDO LLP as auditors of the Company to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting at which accounts are laid before the Company.

### Auditors' remuneration

6. To authorise the directors of the Company to determine the remuneration of the auditors.

### Dividend

7. To declare a final dividend of 4.5 pence per ordinary share in respect of the year ended 31 December 2022

### Directors' authority to allot shares

8. THAT, in substitution for any equivalent authorities and powers granted to the directors prior to the passing of this resolution, the directors be and are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "**relevant securities**") up to an aggregate nominal amount of £6,396,030 representing approximately one third of the Company's issued ordinary share capital, provided that, unless previously revoked, varied or extended, this authority shall expire on the earlier of the date falling 15 months after the date of the passing of this

resolution and the conclusion of the next annual general meeting of the Company, except that the Company may, at any time before such expiry, make an offer or agreement 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 as if this authority had not expired.

## **SPECIAL BUSINESS**

### **Directors' power to issue shares for cash**

9. THAT, conditional on the passing of resolution 8, the directors be and they are empowered pursuant to section 570(1) of the Act to allot equity securities (as defined in section 560(1) of the Act) of the Company wholly for cash pursuant to the authority of the directors under section 551 of the Act conferred by resolution 8 above and/or by way of a sale of treasury shares for cash (by virtue of section 573 of the Act), in each case as if section 561(1) of the Act did not apply to any such allotment provided that:

- 9.1 the power conferred by this resolution shall be limited to:

- 9.1.1 the allotment of equity securities and the sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities:

9.1.1.1 in favour of holders of ordinary shares in the capital of the Company, where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them; and

9.1.1.2 to holders of any other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depositary receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever;

- 9.1.2 the allotment (otherwise than pursuant to sub-paragraph 9.1.1 above) of equity securities or sale of treasury shares up to an aggregate nominal amount of £1,918,810 (representing approximately 10 per cent. of the Company's issued ordinary share capital); and

- 9.2 unless previously revoked, varied or extended, this power shall expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company, except that the Company may, at any time before such expiry, make an offer or agreement which would or might require equity securities to be allotted (and/or treasury shares to be sold) after such expiry and the directors may allot equity securities (and/or sell treasury shares) in pursuance of such an offer or agreement as if this power had not expired.

### **Authority to purchase shares (market purchase)**

10. THAT the Company be, and is hereby, unconditionally and generally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of its ordinary shares of 25 pence each ("**Ordinary Shares**") on such terms and in such manner as the directors shall determine, provided that:

- 10.1 the maximum aggregate number of Ordinary Shares that may be purchased is 7,675,235 (representing 10 per cent. of the issued ordinary share capital of the Company);

- 10.2 the minimum price (excluding expenses) which may be paid for each Ordinary Share is 25 pence;

- 10.3 the maximum price (excluding expenses) which may be paid per Ordinary Share is the higher of:

- 10.3.1 an amount equal to 105% of the average of the middle market quotations for the Ordinary Shares as taken from the AIM Appendix of the London Stock Exchange Daily Official List for the five business days preceding the date of purchase; and

- 10.3.2 the higher of:
- 10.3.2.1 the price quoted for the last independent trade of; and
  - 10.3.2.2 the highest current independent bid for,
- any number of Ordinary Shares on the London Stock Exchange plc;
- 10.4 this authority shall expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company unless previously revoked, varied or renewed; and
- 10.5 the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase Ordinary Shares which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of Ordinary Shares pursuant to any such contract as if such authority had not expired.

By order of the board

*Sally Ann Craig*  
**Company Secretary**  
24 May 2023

*Registered Office:*  
Units B&C Orbital Forty Six  
The Ridgeway Trading Estate  
Iver  
Buckinghamshire  
SL0 9HW

## **Explanatory notes**

### **Entitlement to vote**

1. Only those members registered on the Company's register of members at:

- 6.00 p.m. on 26 June 2023; or,
- if this meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting,

shall be entitled to vote at the meeting in accordance with Regulation 41 of the Uncertificated Securities Regulations 2001. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the meeting.

### **Appointment of proxies**

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you (see note 2 above). Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to more than one share. To appoint more than one proxy please refer to the notes on the proxy form.

### **Appointment of proxy using hard copy proxy form**

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
  - completed and signed;
  - sent or delivered to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD; and
  - received by Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD no later than 10.00 a.m. on 26 June 2023.
  - alternatively, the completed and signed proxy form can be emailed to [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk) to be received no later than 10.00 a.m. on 26 June 2023.
6. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
7. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

### **Appointment of proxy by joint members**

8. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

### **Changing proxy instructions**

9. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off times for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
10. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD.
11. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

### **Termination of proxy appointment**

12. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD.
13. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
14. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
15. The revocation notice must be received by Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD no later than 10.00 a.m. on 26 June 2023.
16. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

17. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

#### **Submission of proxy electronically**

18. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof 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 voting service provider should refer to their CREST sponsor or voting service provider who will be able to take the appropriate action on their behalf.

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 instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy, the revocation of a proxy appointment or 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 (ID: 7RA11) by the latest time(s) for receipt of proxy appointments specified in this notice of meeting. For this purpose, 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 by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to a proxy appointed through CREST should be communicated to the appointee by other means.

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 messages. 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 take) 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 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 Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

#### **Corporate representative**

19. 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.

#### **Documents on display**

20. The following documents will be available for inspection at the registered office of the Company on any weekday (excluding public holidays) during normal office hours from the date of this notice until the time of the meeting and for at least 15 minutes prior to the meeting and during the meeting:
- copies of the service contracts of the executive directors of the Company; and
  - copies of the letters of appointment of the non-executive directors of the Company.

#### **Explanatory notes on certain business of the AGM**

##### **21. Resolution 8 – Directors’ authority to allot shares**

This resolution grants the directors authority to allot shares in the capital of the Company and other relevant securities up to an aggregate nominal value of £6,396,030 – this represents approximately one third of the issued ordinary share capital of the Company. There are no treasury shares in issue in the Company as at the date of this notice.

Unless revoked, varied or extended, this authority will expire at the conclusion of the next annual general meeting of the Company or the date falling 15 months from the passing of the resolution, whichever is the earlier.

##### **22. Resolution 9 – Directors’ power to issue shares for cash**

This resolution authorises the directors in certain circumstances to allot equity securities for cash other than in accordance with the statutory pre-emption rights (which require a company to offer all allotments for cash first to existing shareholders in proportion to their holdings). The relevant circumstances are either where the allotment takes place in connection with a rights issue, open offer or other pre-emptive offer or the allotment is limited to a maximum nominal amount of £1,918,810 representing approximately 10 per cent. of the nominal value of the issued ordinary share capital of the Company.

Unless revoked, varied or extended, this authority will expire at the conclusion of the next annual general meeting of the Company or 15 months after the passing of the resolution, whichever is the earlier.

This disapplication authority is in line with institutional shareholder guidance. The Pre-Emption Group’s Statement of Principles (the “Pre-Emption Principles”) were revised in 2022 to permit authority to be given to issue shares for cash on a non-pre-emptive basis of up to: i) 10 per cent. of a company’s issued ordinary share capital on an unrestricted basis; and ii) an additional 10%, provided that the directors confirm that they intend to use the additional 10 per cent. authority only in connection with a acquisition or specified capital investment. In both cases, a further authority of up to 2 per cent. of ordinary issued share capital can be sought, but this can only be used for a “follow-on offer” to existing shareholders not allocated shares under an issue made under either of i) or ii) above. The directors are not seeking the maximum authority permitted by the Pre-Emption Principles and are only seeking a disapplication authority of 10 per cent. of the Company’s issued ordinary share capital on an unrestricted basis.

### Treasury Shares Regulations

The Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 (as amended) ("**Treasury Shares Regulations**") give flexibility concerning what the Company can do with any of its ordinary shares that it may buy back. The Company may now hold such shares 'in treasury' and then sell them at a later date for cash rather than simply cancelling them. The Treasury Shares Regulations require such sales to be on a pre-emptive, pro-rata basis to existing shareholders unless shareholders agree by special resolution to dis-apply such pre-emption rights. Accordingly, in addition to giving the directors power to allot unissued ordinary shares on a non-pre-emptive basis, resolution 10 will also give directors power to sell ordinary shares held in treasury on a non-pre-emptive basis, subject always to the limitations noted above. The directors consider that the power proposed to be granted by resolution 10 is necessary to retain flexibility, although they do not have any intention at the present time of exercising such power.

23. **Resolution 10 – Authority to purchase shares**

This resolution authorises the board to make market purchases of up to 7,675,235 ordinary shares representing 10 per cent. of the issued ordinary share capital of the Company.

Shares so purchased may be cancelled or held as treasury shares. The authority will expire at the end of the next annual general meeting of the Company or 15 months from the passing of the resolution, whichever is the earlier. The directors intend to seek renewal of this authority at subsequent annual general meetings.

The minimum price that can be paid for an ordinary share is 25 pence being the nominal value of an ordinary share. The maximum price that can be paid is the higher of: 5 per cent. over the average market price for an Ordinary Share in the Company for the five business days immediately before the day on which the share is contracted to be purchased; and the higher of: the price quoted for the last independent trade of; and the highest current independent bid for, any ordinary shares on the London Stock Exchange plc.

The directors intend to exercise this right only when, in light of the market conditions prevailing at the time and taking into account all relevant factors (for example, the effect on earnings per share), they believe that such purchases are in the best interests of the Company and shareholders generally. The overall position of the Company will be taken into account before deciding upon this course of action. The decision as to whether any such shares bought back will be cancelled or held in treasury will be made by the directors on the same basis at the time of the purchase.

