

TAP GLOBAL GROUP PLC

(a company incorporated in England and Wales under the Companies Act 1985 with registered number 05840813)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the shareholders of Tap Global Group PLC (the **Company**) will be held at 10:00 a.m. (GMT) on 27 February 2024, at the offices of Shakespeare Martineau LLP, 60 Gracechurch St, London EC3V 0HR, to consider and, if thought fit, pass the following resolutions of which resolutions 1 to 6 will be proposed as ordinary resolutions and resolution 7 will be proposed as a special resolution.

Ordinary Resolutions

1. To receive and adopt the report of the Directors of the Company and the audited accounts for the Company for the year ended 30 June 2023.
2. To appoint David Hunter as a Director of the Company.
3. To re-elect John Edward Taylor as a Director of the Company.
4. To re-elect Arsen Torosian as a Director of the Company.
5. To re-appoint Edwards Veeder (UK) Limited as auditors of the Company and to authorise the Directors to fix their remuneration.
6. **THAT**, the Directors of the Company be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the Act) to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or convert any security into, shares in the Company (Rights) up to an aggregate nominal amount of £225,000 during the period commencing on the date of the passing of this resolution and expiring at the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of the resolution, and provided further that the Company shall be entitled before such expiry to make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights under such offer or agreement as if this authority had not expired.

Special Resolution

7. **THAT**, subject to and conditional upon the passing of resolution 6 above, the Directors of the Company be empowered under section 570 of the Companies Act 2006 (the Act) to allot equity securities (within the meaning of section 560 of the Act) for cash and/or to sell or transfer shares held by the Company in treasury (as the directors shall deem appropriate) under the authority conferred on them under section 551 of the Act by resolution 6 above as if section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to:
 - a) the allotment of equity securities in connection with any rights issue or other pro-rata offer in favour of the holders of Ordinary Shares in the Company where the equity securities respectively attributable to the interests of all such holders of shares are proportionate (as nearly as may be) to the respective numbers of shares held by them, provided that the Directors of the Company may make such arrangements in respect of overseas holders of shares and/or to deal with fractional entitlements as they consider necessary or convenient; and
 - b) the allotment (otherwise than under sub-paragraph (a) above) of equity securities and/or the sale or transfer of shares held by the Company in treasury (as the Directors

shall deem appropriate) up to an aggregate nominal amount of £225,000 (representing approximately 32.45% of the ordinary share capital of the Company at the latest practicable date before publication of this Notice).

This authority shall expire on the conclusion of the Company's Annual General Meeting in 2025, or 15 months after the passing of the resolution, provided that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities under such offers or agreements as if the power conferred by this resolution had not expired and provided further that this authority shall be in substitution for, and to the exclusion of, any existing authority conferred on the Directors.

Registered Office
6th Floor
60 Gracechurch Street
London EC3V 0HR

David Hunter
by Order of the Company's Board

2 February 2024

Notes:

1. Shareholders entitled to attend and to speak and vote are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint the Chairman as their proxy in relation to the Annual General Meeting. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
3. You can register your vote(s) for the Annual General Meeting either:
 - By visiting www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions (you can locate your log-in details on the top of the proxy form);
 - by post or (during normal business hours only) by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 8 to 11 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 10:00 a.m. (GMT) on 23 February 2024.

4. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see note 3 above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
5. 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.
6. 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 the Company’s registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. 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. 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.
7. The revocation notice must be received by the Company’s registrars, Share Registrars Limited, no later than 48 hours (excluding non-business days) before the time appointed for holding the meeting.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so 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 service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
9. 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 instruction, as described in the CREST Manual (available

via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is 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, Share Registrars Limited (ID: 7RA36) by 10:00 a.m. (GMT) on 23 February 2024. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application 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 proxies appointed through CREST should be communicated to the appointee through other means.

10. 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 message. 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(s) take(s)) 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. 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.
12. 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.
13. To be entitled to vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members of the Company at 10:00 a.m. (GMT) on 23 February 2024 or, in the event of any adjournment, 48 hours (excluding non-business days) before the time of the adjourned meeting. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
14. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
15. As at the close of business on 1 February 2024, the Company's issued share capital comprised 693,409,624 ordinary shares of £0.001 each. Each Ordinary Share carries the right to one vote at a general meeting of the Company, and therefore the total number of voting rights in the Company as at the time and date given above is 693,409,624.

ANNUAL GENERAL MEETING – EXPLANATION OF BUSINESS

This year's AGM will be held at the offices of Shakespeare Martineau LLP, 60 Gracechurch St, London EC3V 0HR, at 10:00 a.m. (GMT) on 27 February 2024.

Annual report and accounts (resolution 1)

Resolution 1, which will be proposed as an ordinary resolution, seeks to receive the report of the directors of the Company and the audited financial statements of the Company for the year ended 30 June 2023.

Appointment of a Director (resolution 2)

Resolution 2, which will be proposed as an ordinary resolution, seeks to appoint David Hunter, who, as it is their first annual general meeting, retires as required under the Articles of Association of the Company and, being eligible, offers themselves for re-appointment.

Re-election of a Director (resolution 3-4)

Resolution 3 and 4, which will be proposed as ordinary resolutions, seeks to re-elect John Taylor and Arsen Torosian, who, retire as required under the Articles of Association of the Company and, being eligible, offer themselves for re-election.

Reappointment of the auditor (resolution 5)

Company law requires shareholders to reappoint the auditor each year. Resolution 5, which will be proposed as an ordinary resolution, seeks to reappoint Edwards Veeder (UK) Limited and is therefore being put to shareholders at the AGM. The resolution also authorises the directors to determine the remuneration of the auditor in accordance with usual practice.

Renewal of authority to allot shares (resolution 6)

The purpose of this resolution is to renew the Directors' authority to allot shares. Section 551 of the Act provides that the Directors may not allot new shares (other than for employee share schemes) without shareholder approval. Resolution 6 which will be proposed as an ordinary resolution, proposes that a new authority be granted in substitution of all other existing authorities, to allot securities up to 32.45% of the Company's total issued ordinary share capital as at the date of this notice. The Company is in the process of trying to secure material producing assets. Whilst the likelihood remained uncertain, a successful outcome may warrant the Company to make a bid deposit within a short time frame and therefore it would be impractical for the Company to apply for additional headroom at a later stage.

Disapplication of pre-emption rights (resolution 7)

Resolution 7 is proposed as a special resolution. This resolution will, if passed, give the directors power, pursuant to the authority granted by resolution 6, to allot equity securities up to 32.45% of the Company's total issued ordinary share capital as at the date of this notice (as defined by section 560 of the Act) or sell ordinary shares held by the Company as treasury shares for cash, without first offering them to existing shareholders in proportion to their existing holdings in relation to pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities.

The authorities sought under resolutions 6 and 7 will, if granted, continue in force until the AGM to be held in 2025 or 15 months after the passing of the resolutions, whichever is earlier.