

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS THE RESOLUTIONS TO BE VOTED ON AT THE GENERAL MEETING TO BE HELD ON 4 AUGUST 2023. IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION TO TAKE YOU ARE RECOMMENDED TO CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 (AS AMENDED) (“FSMA”) IF YOU ARE RESIDENT IN THE UK (OR, IF YOU ARE A PERSON OUTSIDE THE UK, FROM ANOTHER APPROPRIATELY QUALIFIED INDEPENDENT ADVISER IN YOUR JURISDICTION).**

If you have sold or transferred all of your Ordinary Shares in East Imperial Plc, you should pass this Circular together with any other documents enclosed herein, to the person through whom the sale or transfer was made for transmission to the purchaser or transferee. If you have sold or transferred only part of your registered holding of Ordinary Shares in the Company, you should retain this Circular and the accompanying documents.

This Circular does not constitute an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for), Ordinary Shares. Nor shall it, or any part of it, form the basis of, or be relied upon in connection with, any contract or commitment whatsoever relating to the Company or any part of, or affiliate to, the Company. This Circular has not been examined or approved by the FCA or the London Stock Exchange or any other regulatory authority.

Any new shares resulting from the conversion of the 2025 Convertible Loan Notes will, when issued, rank in full for all dividends and other distributions declared, made or paid on the Ordinary Shares and otherwise rank *pari passu* in all respects with the Existing Ordinary Shares.

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**EAST IMPERIAL PLC**

(Incorporated in England and Wales under the Companies Act 2006 with registered no. 10973102)

**SUBSCRIPTION FOR £2.2 MILLION OF 10% SECURED CONVERTIBLE LOAN NOTES**

**AND**

**NOTICE OF GENERAL MEETING**

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Your attention is drawn to the letter from the Chairman of the Company, which is set out on pages 3 to 6 of this Circular, which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting, referred to below.

You should read the whole of this Circular carefully.

Capitalised words and phrases used in this Circular shall have the same meanings given to them in the definitions section of this Circular.

**Notice of General Meeting**

The Notice convening a General Meeting of the Company, to be held at 11.00 a.m. on 4 August 2023 at the offices of Shakespeare Martineau LLP at 6th Floor, 60 Gracechurch Street, London, EC3V 0HR is set out at the end of this Circular. The action to be taken by Shareholders in respect of the General Meeting is set out on page 5 of this Circular.

The Ordinary Shares have not been, and will not be, registered under the United States Securities Act of 1933 (as amended) (the “Securities Act”) or under the securities laws of any state of the United States or qualify for distribution under any of the relevant securities laws of Australia, Canada, Japan, the Republic of Ireland or the Republic of South Africa. Accordingly, subject to certain exceptions, the Ordinary Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into the Australia, Canada, Japan, the Republic of Ireland, the Republic of South Africa or the United States, or for the account or benefit of, US persons (as such term is defined in Regulation S under the Securities Act) or to any national, resident or citizen of Australia, Canada, Japan, the Republic of Ireland or the Republic of South Africa. The distribution of this Circular in other jurisdictions may

be restricted by law and, therefore, persons into whose possession this Circular comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. Shareholders who are residents or citizens of any country other than the UK and any person (including, without limitation, custodians, nominees and trustees) who have a contractual or other legal obligation to forward this Circular to a jurisdiction outside the UK should seek appropriate advice before taking any action.

Copies of this Circular will be available free of charge to the public during normal business hours on any day (Saturdays, Sundays and public holidays excepted) at the offices of Shakespeare Martineau LLP at 6th Floor, 60 Gracechurch Street, London, EC3V 0HR from the date of this Circular to the date of the General Meeting and also from the Company's website <https://investors.eastimperial.com>.

## LETTER FROM THE CHAIRMAN OF EAST IMPERIAL PLC

(Incorporated in England and Wales under the Companies Act 2006 with registered no. 10973102)

Alistair Kenneth McGeorge (*Non-Executive Chairman*)  
Anthony Burt (*Chief Executive Officer*)  
Andrew Robertson (*Executive Director*)  
Toby Hayward (*Non-Executive Director*)  
Colin Glen Henry (*Non-Executive Director*)

19 July 2023

To Shareholders and, for information only, to the holders of options and warrants over Ordinary Shares

Dear Shareholder

### SUBSCRIPTION FOR £2.2 MILLION OF 10% SECURED CONVERTIBLE LOAN NOTES

AND

### NOTICE OF GENERAL MEETING

#### 1. INTRODUCTION

The Company announced on 17 July 2023 (the "**Announcement**") that it had conditionally raised an aggregate sum of £2,200,000 (before expenses) by the issue of 10% Secured Convertible Loan Notes ("**2025 Convertible Loan Notes**") to strategic investor Wen Hua International ("**WHI**"), the Company's current Chinese Mainland and Macau distribution partner, in two tranches of £1,466,666.67 and £733,333.33 respectively (the "**Transaction**").

The investment is conditional on the Resolutions being passed at the General Meeting, which will authorise the Directors to allot the 2025 Convertible Loan Notes to WHI.

Whilst the Company held its 2023 Annual General Meeting on 29 June 2023, the resolutions passed at that annual general meeting to authorise the Directors to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, are not sufficient to authorise the Directors to allot the 2025 Convertible Loan Notes.

The Company is therefore now calling a General Meeting in order to seek authorities to issue £2,200,000 of 2025 Convertible Loan Notes with the conversion rights in respect of principal and interest thereon described below. If the Resolutions are passed, Tranche 1 of the 2025 Convertible Loan Notes is expected to be issued immediately after the General Meeting.

The Directors are strongly of the belief that the issue of the 2025 Convertible Loan Notes is the best available option for securing further investment in the near term, and the funds from the Transaction will enable the Company to meet its ongoing working capital and capital expenditure requirements.

The Directors therefore believe that the Transaction is in the best interests of the Company and its Shareholders as a whole. The Directors also stress that it is very important that Shareholders vote in favour of the Resolutions proposed at the General Meeting, as those Directors who hold Ordinary Shares intend to do. The Directors believe that if the Resolutions are not passed at the General Meeting and the issue of the 2025 Convertible Loan Notes does not proceed, then in the absence of available alternative sources of funding, it is likely that the Directors will have to consider options including ceasing to trade or selling the business.

#### 2. CONDITIONAL LOAN NOTE SUBSCRIPTION AGREEMENT

WHI, via its wholly owned subsidiary, INL Investment Limited, a Hong Kong based investment company, entered into a conditional loan note subscription agreement with the Company on 17 July 2023 ("**Subscription Agreement**"), pursuant to which WHI has agreed to invest £2,200,000 in two tranches of £1,466,666.67 ("**Tranche 1**") and £733,333.33 ("**Tranche 2**") respectively, conditional on the passing of the Resolutions by Shareholders at the General Meeting by 31 August 2023 (or such

later date as agreed by the Company and WHI). If the Resolutions are duly passed, completion of Tranche 1 ("**First Completion**") will take place immediately following the General Meeting, and (subject to delivery of the Singapore Share Charge and the TB Share Charge (both as defined below) to WHI in accordance with the Subscription Agreement), completion of Tranche 2 will take place on the first Business Day falling three (3) calendar months following First Completion.

The Subscription Agreement contains customary warranties given by WHI. In addition, under the terms of the Subscription Agreement, following First Completion, WHI may in its absolute discretion appoint one director to the board of Directors of the Company and remove any such director and appoint a replacement, provided that WHI shall cease to be entitled to appoint a director if (i) WHI does not validly elect to convert at least 20% in nominal value of the 2025 Convertible Loan Notes (taking Tranche 1 and Tranche 2 together) in accordance with the terms of the Convertible Loan Note Instrument prior to the Redemption Date of Tranche 2 (being the first business day falling twenty-four months after the date of issue of the Tranche 2 notes, the "**Tranche 2 Redemption Date**") or (ii) WHI validly elects to convert at least 20% in nominal value of the 2025 Convertible Loan Notes (taking Tranche 1 and Tranche 2 together) in accordance with the terms of the Convertible Loan Note Instrument prior to the Tranche 2 Redemption Date but subsequently ceases to hold at least 7% of the Fully Diluted Share Capital of the Company, following the Tranche 2 Redemption Date.

The Subscription Agreement also contains certain covenants in favour of WHI in respect of (i) the Company incurring financial indebtedness in excess of £50,000 without the prior written consent of the Investor, excluding the 2025 Convertible Loan Notes, (ii) amalgamation, demerger, merger or corporate reconstruction of the Company, excluding a change of control or other acquisition of interests in the Company by the Investor or third parties, without the prior written consent of WHI, (iii) issuing shares or share capital (or any instrument convertible into shares or share capital) to any person, other than pursuant to options or warrants which are outstanding at the First Completion or pursuant to a bona fide employee share or share option scheme, without the prior written consent of WHI, other than in respect of repaying all or any amounts due under the 2025 Convertible Loan Notes, (iv) the appointment of new Directors of the Company without the prior written consent of WHI, other than to replace an existing Director, (v) any substantial change to the general nature or scope of its business as carried out on at the date of First Completion and (vi) entry into a material acquisition or corporate joint venture transaction, excluding for the avoidance of doubt the acquisition of trading stock in the ordinary course of business and distribution or equivalent commercial agreements in the ordinary course of business, without the prior written consent of WHI. The Company will also be responsible for paying WHI a capped amount of £15,000 plus VAT (if applicable) in respect of certain costs and expenses incurred by WHI in connection with the negotiation, preparation and implementation of the Subscription Agreement and the 2025 Convertible Loan Notes.

Under the terms of the Subscription Agreement, WHI has undertaken to ensure that the Company is run independently of WHI for the benefit of all Shareholders and that all arrangements between WHI and the Company will be on an arm's length basis and on normal commercial terms.

### **3. THE SECURED 2025 CONVERTIBLE LOAN NOTES**

On First Completion, the Company will enter into the Convertible Loan Note Instrument pursuant to which the Company will create 2025 Convertible Loan Notes of an aggregate principal amount of £2.2 million. The issue of the 2025 Convertible Loan Notes is conditional only upon the passing of the Resolutions at the proposed General Meeting.

Interest shall be payable on the outstanding 2025 Convertible Loan Notes at a rate of 10% per annum on the date of redemption or conversion of the 2025 Convertible Loan Notes. The maturity date of the 2025 Convertible Loan Notes is the first Business Day falling twenty-four months after the date of issue of the relevant 2025 Convertible Loan Notes.

The Company's obligations under the 2025 Convertible Loan Notes will initially be secured by a debenture which contains fixed and floating charges over the assets of the Company (the "**Debenture**").

On the earlier of (i) First Completion and (ii) the Business Day falling within 45 days following the date of the Subscription Agreement, the Company's obligations under the 2025 Convertible Loan Notes will also be secured by (1) a share charge to be granted over the entire issued share capital of East Imperial Pte. Ltd, the Company's wholly owned Singapore incorporated subsidiary (the "**Singapore Share Charge**") and (2) a share charge (the "**TB Share Charge**") to be granted over: (a) on the date of creation of such TB Share Charge, 75% of the Ordinary Shares registered in the name of Anthony Burt (or a nominee thereof); (b) following the first business day occurring after First Completion when the 10 day VWAP per Ordinary Share is equal to or greater than £0.05 but less than £0.075, 50% of the Ordinary Shares registered in the name of Anthony Burt (or a nominee thereof); (c) following the first business day occurring after First Completion when the 10 day VWAP per Ordinary Share is equal to or greater than £0.075 but less than £0.10, 25% of the Ordinary Shares registered in the name of Anthony Burt (or a nominee thereof); and (d) following the first business day occurring after First Completion when the 10 day VWAP per Ordinary Share is equal to or greater than £0.10, 0% of the Ordinary Shares registered in the name of Anthony Burt (or a nominee thereof) (at which time the TB Share Charge shall terminate and be released in accordance with its terms).

No application will be made for the admission of the 2025 Convertible Loan Notes to trading on any recognised securities exchange.

The Convertible Loan Note Instrument gives the holders of the 2025 Convertible Loan Notes the right to convert the 2025 Convertible Loan Notes they hold into Ordinary Shares at a price per Ordinary Share equal to a 20% discount to the 60 day VWAP of the Ordinary Shares as at the date of the conversion notice, subject to a minimum price per Ordinary Share of £0.01 (being the nominal value of the Ordinary Shares) (the "**Conversion Price**"), at any time after the expiry of the 12 month period commencing on the date of the Convertible Loan Note Instrument until the redemption of the 2025 Convertible Loan Notes in accordance with the terms of the Convertible Loan Note Instrument.

The minimum Conversion Price of £0.01 represents a premium of approximately 15 per cent. to the closing middle market price of £0.0085 per Ordinary Share on 14 July 2023, being the latest practicable trading day prior to the publication of the Announcement.

The Transaction is conditional on the passing of the Resolutions by Shareholders at the General Meeting. Upon the passing of the proposed Resolutions, the Company shall issue Tranche 1 of the 2025 Convertible Loan Notes to WHI and execute and deliver a certificate in respect of Tranche 1 of the 2025 Convertible Loan Notes.

A copy of the Convertible Loan Note Instrument, the Debenture and the TB Share Charge will be available for inspection at the Company's registered office until the time and date of the General Meeting.

#### **4. POTENTIAL DILUTIVE EFFECT RESULTING FROM THE TRANSACTION**

The maximum number of new Ordinary Shares capable of being issued in respect of the 2025 Convertible Loan Notes if all of the 2025 Convertible Loan Notes are converted and all of the rolled-up interest thereon is converted at the minimum Conversion Price of £0.01 is 264,000,000 Ordinary Shares, which would represent approximately 43.8 per cent. of the issued share capital of the Company.

#### **5. GENERAL MEETING**

The Directors do not currently have sufficient authority under section 551(1)(b) of the Act to allot the 2025 Convertible Loan Notes. The 2025 Convertible Loan Notes will not be issued therefore until the Resolutions are passed at the General Meeting.

A notice is set out at the end of this Circular convening the General Meeting to be held at the offices of Shakespeare Martineau LLP at 6th Floor, 60 Gracechurch Street, London, EC3V 0HR at 11.00 a.m. on 4 August 2023 at which the following Resolutions will be proposed:

- (A) Resolution 1, which will be proposed as an Ordinary Resolution, is to authorise the Directors to issue the 2025 Convertible Loan Notes.
- (B) Resolution 2, which will be proposed as a Special Resolution, is to disapply statutory pre-emption rights in respect of the grant of the rights to subscribe for equity securities under Resolution 1.

#### **6. ACTION TO BE TAKEN**

The General Meeting is being convened for Shareholders to consider and, if thought fit, approve the Resolutions, which, if approved, will result in the Directors having the authority to allot the 2025 Convertible Loan Notes.

Shareholders are able to attend the General Meeting in person or can vote online by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions provided or, in the case of CREST members, by using the CREST electronic proxy appointment service set out in notes 4e and 7 to the Notice of General Meeting or, in the case of institutional investors, by using the Proximity electronic proxy appointment platform set out in note 4c to the Notice of General Meeting, in each case so that your vote is received by 11.00 a.m. on 2 August 2023 .

You will be able to vote either (i) by visiting the shareholder portal at [www.signalshares.com](http://www.signalshares.com) and following the instructions; (ii) submitting a proxy appointment using Link Group's, the company's registrar, new shareholder app LinkVote+, (iii) if you are an institutional investor by appointing a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. Your proxy must be lodged by 11.00 a.m. on 2 August 2023 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via

the platform instructing the removal of your proxy vote; (iv) by requesting a hard copy form of proxy from the Company's registrar, Link Group, by email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or by phone on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. Lines are open between 9.00 a.m. to 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales); or (v) in the case of CREST members, by utilising the CREST electronic proxy appointment service. In order for a proxy appointment made using the CREST service to be valid, the appropriate CREST message must be properly authenticated and contain the information required for such instructions as described in the CREST Manual. The message must be transmitted so as to be received by the Company's registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL (ID RA10), by no later than 11.00 a.m. on 2 August 2023.

**IT IS VERY IMPORTANT** that Shareholders vote in favour of the Resolutions at the General Meeting. The Directors believe that if the Resolutions are not passed at the General Meeting and so the issue of the 2025 Convertible Loan Notes does not proceed and in the absence of available alternative sources of funding, is likely that the Directors will have to consider options including ceasing to trade or selling the business.

## **7. RECOMMENDATION**

The Directors strongly believe that the issue of the 2025 Convertible Loan Notes is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting as those Directors (and their associates) intend to do in respect of their entire beneficial holdings of 75,776,886 Ordinary Shares, representing 27.4 per cent. of the current issued Ordinary Share capital.

Yours faithfully

**Alistair Kenneth McGeorge**  
Chairman

## DEFINITIONS

2025 Convertible Loan Notes	up to £2,200,000 secured 10% convertible loan notes 2025 constituted by the Convertible Loan Note Instrument.
Act or Companies Act	Companies Act 2006.
Announcement	has the meaning given in paragraph 1 of the Letter from the Chairman.
Board or Directors	the board of directors of the Company from time to time.
Company	East Imperial Plc, whose registered office is at 6th Floor 60 Gracechurch Street, London, United Kingdom, EC3V 0HR (company no. 10973102).
Conversion Price	a price per Ordinary Share equal to a 20% discount to the 60 day VWAP of the Ordinary Shares as at the date of the conversion notice, subject to a minimum price per Ordinary Share of £0.01 (being the nominal value of the Ordinary Shares).
Convertible Loan Note Instrument	the instrument constituting the 2025 Convertible Loan Notes.
CREST	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear UK & International Limited which facilitates the transfer of title to shares in uncertificated form.
Document or Circular	this Circular, being a circular to Shareholders and the accompanying Notice.
equity securities	has the meaning given in section 560 of the Act.
Existing Ordinary Shares	the 338,171,043 Ordinary Shares in issue as at the date of this Circular.
Financial Conduct Authority or FCA	the Financial Conduct Authority of the UK.
First Completion	has the meaning given in paragraph 2 of the Letter from the Chairman.
FSMA	the Financial Services and Markets Act 2000 (as amended, modified, consolidated, re-enacted or replaced from time to time).
Fully Diluted Share Capital	all Ordinary Shares in issue together with all other securities issued by the Company that are convertible into Ordinary Shares, including warrants and options to subscribe for Ordinary Shares and all other arrangements under which the Company is or may be obliged to issue shares, as at the date of the Subscription Agreement.
General Meeting or GM	the general meeting of the Company, convened by the Notice, to be held at 11.00 a.m. at the offices of Shakespeare Martineau LLP at 6th Floor, 60 Gracechurch Street, London, EC3V 0HR, on 4 August 2023, or any adjournment of that meeting, which is being held to consider the Resolutions.
London Stock Exchange	London Stock Exchange plc.

Notice	the notice convening the General Meeting of the Company set out at the end of this Circular.
Official List	the Official List of the FCA.
Ordinary Resolution	Resolution 1 proposed at the General Meeting to be passed by a majority of Shareholders who, being entitled to vote, do so in person or by proxy.
Ordinary Shares	ordinary shares of £0.01 each in the capital of the Company.
Resolution(s)	the resolutions set out in the Notice.
Restricted Jurisdictions	each and any of the United States of America, Australia, Canada, Japan, New Zealand, Russia, and the Republic of South Africa.
Securities Act	the United States Securities Act of 1933, as amended.
Shareholders	holders of Ordinary Shares from time to time.
Special Resolution	Resolution 2 proposed at the General Meeting to be passed by a majority of not less than 75% of Shareholders who, being entitled to vote, do so in person or by proxy.
Subscription Agreement	the conditional loan note subscription agreement entered into between the Company and WHI on 17 July 2023.
TB Share Charge	has the meaning given in paragraph 3 of the Letter from the Chairman.
Tranche 1	has the meaning given in paragraph 2 of the Letter from the Chairman.
Tranche 2	has the meaning given in paragraph 2 of the Letter from the Chairman.
Tranche 2 Redemption Date	has the meaning given in paragraph 2 of the Letter from the Chairman.
Transaction	has the meaning given in paragraph 1 of the Letter from the Chairman.
UK	the United Kingdom.
VWAP	volume weighted average price per Ordinary Share as derived from the London Stock Exchange Daily Official List (including any applicable appendix thereto) or any successor or, if not applicable, such other source as the Directors consider appropriate (acting reasonably).
WHI	Wen Hua International, a subsidiary of Wen Hua Hang Wine & Spirits Co Ltd.



**EAST IMPERIAL PLC**

**(Registered in England, No 10973102)**

**NOTICE OF GENERAL MEETING**

NOTICE IS HEREBY GIVEN that a General Meeting of East Imperial plc (the “**Company**”) will be held at the offices of Shakespeare Martineau LLP at 6th Floor, 60 Gracechurch Street, London, EC3V 0HR at 11.00 am 4 August 2023 to propose and, if thought fit, pass the following resolutions. Resolution 1 will be proposed as an Ordinary Resolution and Resolution 2 will be proposed as a Special Resolution.

Defined terms in the Resolutions below have the same meaning as given in the Circular to Shareholders of which this notice forms part.

**Ordinary Resolution**

1. That, the directors be and are hereby generally and unconditionally authorised, in addition to the existing authorities granted at the 2023 annual general meeting of the Company of 29 June 2023, for the purposes of section 551 of the Act to exercise all and any power of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company (“**Rights**”) up to an aggregate nominal amount of £2,640,000 in respect of the 2025 Convertible Loan Notes, such authority to apply until 4 months from the passing of this Resolution, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or Rights to be granted after the authority expires and the Directors may allot shares or grant Rights under any such offer or agreement as if the authority had not expired.

**Special Resolution**

2. That, in addition to the existing powers granted at the 2023 annual general meeting of the Company of 29 June 2023, and subject to the passing of Resolution 1 above, the directors be authorised to allot equity securities for cash under the authority given by that resolution as if section 561 of the Act did not apply to such allotment, such authority to expire 4 months from the passing of this Resolution but, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the authority expires and the Board may allot equity securities under any such offer or agreement as if the authority had not expired.

Dated: 19 July 2023

BY ORDER OF THE BOARD

**S Zulafqar**

**For and on behalf of SGH Company Secretaries Limited**

**Company Secretary**

19 July 2023

Registered Office:

60 Gracechurch Street

London

EC3V 0HR

## Notes to the Notice:

1. A member entitled to attend and vote at the GM is also entitled to appoint one or more proxies to attend and, on a poll, vote instead of them. A proxy need not also be a member of the Company.
2. To be valid, the instrument appointing a proxy, together with the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of such power of authority) must be deposited with the Company's Registrar, Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL not less than 48 hours before the time fixed for the GM.
3. You may, if you wish, appoint more than one proxy, but each proxy must be appointed in respect of a specified number of shares within your holding. If you wish to do this, each proxy must be appointed on a separate proxy form. When appointing more than one proxy you must indicate the number of shares in respect of which the proxy is appointed.
4. You can vote either:
  - a) by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions;
  - b) Link Group, the company's registrar, has launched a shareholder app: LinkVote+. It's free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play
  - c) If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 11.00 a.m. on 2 August 2023 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
  - d) by requesting a hard copy form of proxy directly from the registrar, Link Group, by email at [shareholderenquires@linkgroup.co.uk](mailto:shareholderenquires@linkgroup.co.uk) or by phone on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. Lines are open between 9.00 a.m. to 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales); or
  - e) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below. In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Group at Central Square, 29 Wellington Street, Leeds, LS1 4DL by 11.00 a.m. on 2 August 2023.
5. As at 18 July 2023, being the latest practicable date before the publication of this Notice, there have been no changes to the details of substantial shareholdings set out in the 2022 Annual Financial Report, nor to the Directors' interests in the ordinary shares of the Company also detailed in the 2022 Annual Financial Report.
6. Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "**Nominated Person**") may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the GM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies of paragraphs 1, 2 and 3 above and paragraph 8 below does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service to attend the GM and any adjournment(s) of the GM 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 voting 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. In order for a proxy appointment or instruction made using the CREST service

to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) may be properly authenticated in accordance with CREST’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy 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 RA10) by 11.00 a.m. on 2 August 2023. 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 proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available 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(s), 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 service providers are referred, in particular to those sections of the CREST Manual concerning practical limitation 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.

8. The Company, under Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members entered in the register of members of the Company as at close of business on 2 August 2023, or if the GM is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the GM in respect of the number of ordinary shares registered in their name at the time. Changes to the entries in the register of members after the close of business on 2 August 2023 or, if the GM is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the GM.
9. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all its powers as a member provided that they do not do so in relation to the same shares.
10. Except as provided above, members who wish to communicate with the Company in relation to the GM should do so using the following means:
  - a) by writing to the Company Secretary at the Company’s registered office, 60 Gracechurch Street, London EC3V 0HR; or
  - b) by writing to the Company’s Registrar, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL. No other methods of communication will be accepted, in particular you may not use any electronic address provided either in this Notice or in any related documents.
11. As at 18 July 2023, being the latest practicable date before the publication of this Notice, the Company’s issued share capital consisted of 338,171,043 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company at that date were 338,171,043.
12. This Notice and other information required by section 311A of the Act is available on the Company’s website, <https://investors.eastimperial.com>.
13. Under section 319A of the Act, the Company must cause to be answered at the GM any question relating to the business being dealt with which is put by a member attending the GM, but no such answer need be given if:
  - a) to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information,
  - b) the answer has already been given on a website in the form of an answer to a question, or
  - c) it is undesirable in the interests of the Company or the good order of the GM that the question be answered.

## **Explanatory notes on the resolutions at the General Meeting of East Imperial Plc**

Resolutions 1 will be proposed as an ordinary resolution requiring the approval of more than 50% of the votes cast at the meeting and Resolution 2 will be proposed as a special resolution requiring the approval of at least 75% of the votes cast at the meeting.

### **Authority to Allot Shares (Resolution 1)**

The Directors may allot or grant rights over ordinary shares only if authorised to do so by a resolution of shareholders. Resolution 1 seeks a new authority under section 551 of the Companies Act 2006 to authorise the Directors to allot the 2025 Convertible Loan Notes. If Resolution 1 is passed, the Directors' allotment authority will expire 4 months after the passing of the Resolution and permits the Board to allot and issue shares after expiry of the authority if it has agreed to do so beforehand.

### **Disapplication of Pre-Emption Rights (Resolution 2)**

If the Directors wish to allot any shares or grant rights over shares for cash (other than under an employee share scheme) they are required by the Companies Act 2006 to offer them to existing shareholders pro rata. Resolution 2, which is proposed as a special resolution, provides for the disapplication of pre-emption rights in respect of the 2025 Convertible Loan Notes. If passed, this Resolution will enable the Directors to allot equity securities for cash without having to comply with statutory pre-emption rights, but this power will be limited to allotments under Resolution 1. If Resolution 2 is passed, the Directors' authority will expire 4 months after the passing of the Resolution and permits the Board to allot and issue shares after expiry of the disapplication if it has agreed to do so beforehand.