

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 19 FEBRUARY 2024. 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 UNITED KINGDOM (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. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately. However, such documents should not be forwarded, distributed or transmitted, in whole or in part, in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction.

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.

Applications will be made for the New Ordinary Shares to be admitted to the Standard Listing segment of the Official List and to the London Stock Exchange's Main Market for listed securities. On the assumption that the Capital Reorganisation Resolutions are passed, it is expected that Admission will occur and dealings will commence in the New Ordinary Shares on 20 February 2024.

EAST IMPERIAL PLC

(Incorporated and registered in England and Wales under company number 10973102)

CAPITAL REORGANISATION AND NOTICE OF GENERAL MEETING

Your attention is drawn to the letter from the Executive and Executive Chairman of the Company, which is set out on pages 6 to 9 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 the General Meeting of the Company, to be held at 11.00 a.m. on 19 February 2024 at the offices of Fasken Martineau LLP at 100 Liverpool Street, London, EC2M 2AT is set out at the end of this Circular.

Shareholders will not receive a hard copy form of proxy for the General Meeting in the post. Instead, Shareholders will be able to vote electronically using the link www.signalshares.com. Shareholders will need to log into their Signal Shares account, or register if Shareholders have not previously done so. To register Shareholders will need their Investor Code, detailed on their share certificate or available from the Company's registrars, Link Group, PXS, Central Square, 29 Wellington Street, Leeds LS1 4DL.

Shareholders who hold their Ordinary Shares in uncertificated form may use 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, Central Square, 29 Wellington Street, Leeds LS1 4DL (ID RA10), by no later than 11.00 a.m. on 15 February 2024.

Allenby Capital Limited, which is authorised and regulated in the United Kingdom by the FCA, is acting as broker to the Company. Persons receiving this Circular should note that Allenby Capital Limited is not acting for anyone other than the Company (including a recipient of this Circular) and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Allenby Capital Limited or for advising any other person in respect of any matter or arrangement referred to in this Circular. Allenby Capital Limited has not authorised the contents of, or any part of, this Circular and no liability whatsoever is accepted by Allenby Capital Limited, for the accuracy of any information or opinions contained in this Circular or for the omission of any information.

The Ordinary Shares have not been, and will not be, registered under 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 United Kingdom 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 United Kingdom 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 Fasken Martineau LLP, 100 Liverpool Street, London, EC2M 2AT from the date of this Circular to the date of the General Meeting and also from the Company's website <https://investors.eastimperial.com/investor-information/>

IMPORTANT INFORMATION

Forward looking statements

Certain statements in this Circular constitute "forward looking statements". Forward looking statements include statements concerning the plans, objectives, goals, strategies and future operations and performance of the Company and the assumptions underlying these forward looking statements. The Company uses the words "anticipates", "estimates", "expects", "believes", "intends", "plans", "may", "will", "should", "could" and any similar expressions to identify forward looking statements. Such forward looking statements involve known and unknown risks, uncertainties and other important factors that could cause the Company's actual results, performances or achievements to be materially different from any future results, performances or achievements expressed or implied by such forward looking statements. Such forward looking statements are based on numerous assumptions regarding present and future business strategies

and the environment in which the Company will operate in the future. These forward looking statements speak only as at the date of this Circular. The Company expressly disclaims any obligation or undertaking to update or to revise any forward looking statements, whether as a result of new information, future events or otherwise except to the extent required by any applicable law or regulation. All subsequent written or oral forward looking statements attributable to the Company, or persons acting on behalf of the Company, are expressly qualified in their entirety by the cautionary statements contained throughout this Circular. As a result of these risks, uncertainties and assumptions, a prospective investor should not place undue reliance on these forward looking statements.

None of the Ordinary Shares or this Circular have been or will be approved by the US Securities and Exchange Commission or by the securities commissions of any state or other jurisdiction of the United States or any other regulatory authority, nor have any of the foregoing authorities or any securities commission passed comment upon or endorsed the merits of the offering of the Ordinary Shares, or the accuracy or adequacy of this Circular. The Ordinary Shares have not been, and will not be, registered under the Securities Act or under the applicable securities laws of any state or other jurisdiction of the United States or any other Restricted Jurisdiction.

If you hold your Ordinary Shares in uncertificated form (that is, in CREST) you may vote using the CREST proxy voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the Notice set out at the end of this Circular). Proxies submitted via CREST must be received by the Company's agent (ID RA10) by no later than 11.00 a.m. on 15 February 2024 (or, in the case of an adjournment, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting).

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DIRECTORS AND ADVISERS

Directors	Anthony Burt (<i>Chief Executive Officer and Executive Chairman</i>) Andrew Robertson (<i>Finance Director</i>) Robin Stevens (<i>Non-Executive Director</i>) Hoarce Ngai (<i>Non-Executive Director</i>)
Company Secretary	SGH Company Secretaries Limited
Registered Address	6th Floor 60 Gracechurch Street London EC3V 0HR
Broker	Allenby Capital Limited 5 St. Helen's Place London EC3A 6AB
Legal advisers to the Company	Fasken Martineau LLP 100 Liverpool Street London EC2M 2AT
Registrar	Link Group Central Square 29 Wellington Street Leeds LS1 4DL

LETTER FROM THE CHIEF EXECUTIVE AND EXECUTIVE CHAIRMAN OF EAST IMPERIAL PLC

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

Directors:

Anthony Burt (*Chief Executive Officer and Executive Chairman*)
Andrew Robertson (*Finance Director*)
Robin Stevens (*Non-Executive Director*)
Hoarce Ngai (*Non-Executive Director*)

Registered office:

6th Floor
60 Gracechurch Street
London
EC3V 0HR

2 February 2024

To Shareholders and, for information only, to the holders of convertible securities over Ordinary Shares

Dear Shareholder

CAPITAL REORGANISATION AND NOTICE OF GENERAL MEETING

1. GENERAL MEETING

As announced on 24 January 2024, the Company raised approximately £325,000 by way of a placing of 29,545,454 ordinary shares ("**Placing Shares**") with one investor ("**Placing**"). Establishing the Company's US base and distributors has taken longer than planned, and with sales in China growing slower than expected, the Company's cash flow break-even point is now expected to occur later than anticipated. Therefore, the Company requires additional working capital to finance operations during 2024. The net proceeds of the Placing have provided the Company with a cash runway until April 2024.

Following the allotment of the Placing Shares, the Company's remaining authority to allot further shares on a non pre-emptive basis has been reduced to 4,271,650 Ordinary Shares, which the Board considers insufficient in light of the Company's future working capital requirements. As indicated in the announcement of 24 January 2024, the Board has therefore decided to convene a General Meeting to obtain additional authorities to allot shares on a non pre-emptive basis in order to provide the Company with the ability to issue shares for working capital for the period after April 2024. In addition, subject to shareholder approval, the Board proposes a Capital Reorganisation to provide the Board with the flexibility it considers necessary to facilitate future fundraises by the Company, for the reasons explained below.

I am therefore writing to you with details of the General Meeting (**GM**) of the Company, which will be held on 19 February 2024 at the offices of Fasken Martineau LLP, 100 Liverpool Street, London, EC2M 2AT. The formal Notice is set out in pages 13 to 19 of this Circular. The purpose of the General Meeting is to: (i) seek shareholder approval to a Capital Reorganisation, which will also require amendments to the Articles; and (ii) obtain further authorities to enable the Board to allot shares on a non pre-emptive basis.

A brief summary of the proceedings of the GM, including the Resolutions is set out below.

Resolutions 1 and 2 are proposed as Ordinary Resolutions. This means that, in accordance with the requirements of the Companies Act 2006 for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 3 and 4 are proposed as Special Resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Shareholders are encouraged to exercise their votes and submit their proxy as soon as possible in advance of the meeting and to appoint the Chairman of the meeting as their proxy, to ensure that their votes are registered. Details of how to appoint a proxy are set out in the notes below. All votes on the resolutions proposed at the GM will be held by poll, so that all valid proxy votes are counted.

Shareholders are requested to therefore submit their votes, in respect of the business to be discussed, via proxy as early as possible. Shareholders can appoint the Chairman of the meeting as their proxy, but can also appoint any other person as their proxy to attend the meeting and vote on a poll on their behalf if they wish.

The Company welcomes all questions from shareholders pertaining to the matters to be considered and voted on at the GM. The Directors of the Company present will answer any question relating to the business being dealt with at the GM put by a member attending the meeting unless to do so would interfere unduly with the meeting, involve the disclosure of confidential information, or it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

2. CAPITAL REORGANISATION OF SHARE CAPITAL

The Company presently has 367,716,497 ordinary shares of 1 penny each in issue. The mid-market price of the Existing Ordinary Shares as at 1 February 2024 (being the latest practicable date prior to publication of this Circular) is 1.1 pence per Existing Ordinary Share.

As the Company is not permitted by law to issue shares at an issue price which is below their nominal value, the Company's ability to raise funds from investors is limited due to the proximity of the mid-market price of the shares to their nominal value. Whilst the Board's objective is to achieve the highest possible issue price for the Company when issuing shares, it is cognisant that, given current market conditions, the Company may be unable to issue shares at a sufficient discount to their market price in order to attract further equity investment into the business.

In order to enable the Company to issue shares at an issue price which exceeds their nominal value, shareholder approval is being sought to complete a subdivision of the ordinary share capital of the Company. Each of the Existing Ordinary Shares will be subdivided into 1 New Ordinary Share and 1 Deferred Share.

Accordingly the Directors are seeking Shareholders' authority to implement the Capital Reorganisation to create a sufficient differential between the nominal value of the Ordinary Shares and their market price.

To give effect to the Capital Reorganisation the Articles will need to be amended to make changes to allow the creation of the Deferred Shares. These amendments will also require Shareholders' approval at the General Meeting.

In the Notice, Resolution 1 seeks Shareholder approval for the Capital Reorganisation and is conditional upon Resolution 4 being passed, which seeks Shareholder approval to amend the Articles.

Details of the Capital Reorganisation and the proposed amendments to the Articles are set out below.

Capital Reorganisation

As at 1 February 2024, being the latest practicable date prior to the publication of this Circular, the total issued share capital of the Company was £3,677,164.97 divided into 367,716,497 Existing Ordinary Shares.

It is proposed that to effect the Capital Reorganisation, each of the 367,716,497 Existing Ordinary Shares will be subdivided and converted into one New Ordinary Share of £0.001 each in the capital of the Company and one Deferred Share of £0.009 each in the capital of the Company.

New Ordinary Shares

As a consequence of, and immediately following, the Capital Reorganisation becoming effective each Shareholder's holding of New Ordinary Shares will be the same as the number of Existing Ordinary Shares held by them on the Record Date. Each Shareholder's proportionate interest in the Company's issued ordinary share capital will, and thus the aggregate value of their holding should, remain unchanged as a result of the Capital Reorganisation.

The New Ordinary Shares will have the same rights as those currently accruing to the Existing Ordinary Shares in issue under the Articles of Association of the Company, including those relating to voting and entitlement to dividends.

The Deferred Shares will carry the rights as set out in the Articles and as summarised below.

It is expected that the last day of dealings on the London Stock Exchange in Existing Ordinary Shares will be 19 February 2024 and the effective date for dealings to commence in New Ordinary Shares will be 20 February 2024.

Following the Capital Reorganisation becoming effective the ordinary share capital will comprise a total of 367,716,497 New Ordinary Shares. This assumes that no other shares are issued following the exercise of any existing convertible securities to subscribe for ordinary shares in the capital of the Company between 1 February 2024 (being the latest practicable date prior to the printing of this Circular) and the date the Capital Reorganisation becomes effective (expected to be 8.00 a.m. on 20 February 2024).

If the Capital Reorganisation Resolutions are approved, the New Ordinary Shares will be admitted to trading on the Main Market and to the Standard Listing segment of the Official List.

Based on current UK tax legislation, the Capital Reorganisation should not be treated as a disposal for the purposes of UK capital gains tax. The Capital Reorganisation should also not be treated as giving rise to any distribution for income tax purposes. If you are in any doubt as to your personal tax status, you should consult your own professional adviser.

No new share certificates representing the New Ordinary Shares will be sent to Shareholders who hold Existing Ordinary Shares in certificated form. Accordingly, share certificates for the Existing Ordinary Shares will remain valid, and will only be replaced by share certificates for New Ordinary Shares when the old share certificates are surrendered for cancellation following the transfer, transmission or other disposal of New Ordinary Shares.

Shareholders who hold their Existing Ordinary Shares in uncertificated form through CREST should expect to see the security description updated for the existing ISIN number (GB00BMZ1ND56), in order to reflect their holding in New Ordinary Shares on 20 February 2024.

Holders of convertible securities over Existing Ordinary Shares will maintain the same rights as currently accruing to them and will not be issued with new certificates in respect of such convertible securities.

Deferred Shares

The Deferred Shares created will be effectively valueless as they will not carry any rights to vote or dividend rights. In addition, holders of Deferred Shares will only be entitled to a payment on a return of capital or on a winding up of the Company after each of the holders of Ordinary Shares have received a payment of £1,000,000 on each such share. The Deferred Shares will not be traded on the Main Market or listed and will not be transferable without the prior written consent of the Board. No share certificates will be issued in respect of the Deferred Shares, nor will CREST accounts of Shareholders be credited in respect of any entitlement to Deferred Shares.

The intention is that Deferred Shares would be cancelled in due course following a court approved reduction of capital or other means, if available.

Changes to the Articles

In connection with the Capital Reorganisation, the Company also proposes to amend the Articles to include the rights and restrictions attaching to the Deferred Shares, as set out above.

The Resolutions include a resolution to amend the Articles by including a new Article setting out the rights of the Deferred Shares as summarised above under the heading "Deferred Shares".

3. ADMISSION AND TOTAL VOTING RIGHTS

Application will be made to the London Stock Exchange for admission of the New Ordinary Shares to trading on the Main Market, which is expected to occur at 8.00 a.m. on 20 February 2024.

Following Admission of the New Ordinary Shares, assuming no other issue of new Ordinary Shares takes place (such as from the exercise of any convertible securities) prior to the General Meeting, the total issued share capital of the Company with voting rights will comprise 367,716,497 Ordinary Shares.

The Company does not hold any Ordinary Shares in treasury. Therefore, following Admission of the New Ordinary Shares, the above figure of 367,716,497 Ordinary Shares may be used by Shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the share capital of the Company under the FCA's Disclosure, Guidance and Transparency Rules.

4. RECOMMENDATION

The Directors of the Company consider that all the Resolutions to be considered at the GM, details of which appear below, are in the best interests of the Company and its members as a whole. The Directors unanimously recommend that you vote in favour of all the Resolutions as they intend to do in respect of their own beneficial holdings.

If the Resolutions are not approved by Shareholders, the Company's ability to raise additional working capital through equity will be restricted and therefore the performance, financial position and prospects of the Company could be adversely affected and alternative funding solutions will need to be sought.

Yours faithfully

Anthony Burt

Chief Executive and Executive Chairman

2 February 2024

KEY STATISTICS

CAPITAL REORGANISATION

Prior to the Capital Reorganisation

Number of Existing Ordinary Shares	367,716,497
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Post Capital Reorganisation

Number of New Ordinary Shares	367,716,497
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Number of Deferred Shares	367,716,497
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ISIN code for the Ordinary Shares	GB00BMZ1ND56
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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Timetable

Publication of Circular and Notice of GM	2 February 2024
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Latest time and date for voting by proxy for GM	11.00 a.m. 15 February 2024
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General Meeting	19 February 2024
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Announcement of the result of the GM	19 February 2024
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Record Date and final date and time for trading in Existing Ordinary Shares	6.00 p.m. 19 February 2024
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Expected date of Admission of the New Ordinary Shares arising from the Capital Reorganisation	20 February 2024
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DEFINITIONS

Act or Companies Act	Companies Act 2006.
Admission	admission of the New Ordinary Shares to trading on the Main Market.
Board or Directors	the board of directors of the Company from time to time.
Business Day	any day when the banks are open for business in London.
Capital Reorganisation	the proposed sub-division of each Existing Ordinary Share into one New Ordinary Share and one Deferred Share.
Capital Reorganisation Resolutions	means Resolution 1 and Resolution 4 as set out in the Notice.
Company	East Imperial Plc, whose registered office is at 6th Floor, 60 Gracechurch Street, London, United Kingdom, EC3V 0HR (company no. 10973102).
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.
Deferred Shares	the proposed new deferred shares of £0.009 each in the capital of the Company resulting from the Capital Reorganisation.
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 Share(s)	the existing issued ordinary shares of £0.01 each in the capital of the Company as at the Record Date.
FCA	the Financial Conduct Authority of the UK.
FSMA	the Financial Services and Markets Act 2000 (as amended, modified, consolidated, re-enacted or replaced from time to time).
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 Fasken Martineau LLP at 100 Liverpool Street, London, EC2M 2AT, on 19 February 2024, or any adjournment of that meeting, which is being held to consider the Resolutions.
London Stock Exchange	London Stock Exchange plc.
Main Market	the Main Market for listed securities of the London Stock Exchange.
New Ordinary Shares	the proposed new ordinary shares of £0.001 each in the capital of the Company following the Capital Reorganisation.
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 Shares	prior to the Capital Reorganisation, ordinary shares of £0.01 each in the capital of the Company and following the Capital Reorganisation, ordinary shares of £0.001 each in the capital of the Company.
Record Date	6.00 p.m. on the day of the General Meeting.
Relevant Securities	has the meaning given in the Resolutions.
Resolution(s)	the resolutions set out in the Notice at the end of this Circular.
Restricted Jurisdiction	each and any of the United States of America, Australia, Canada, Japan, New Zealand, Russia, and the Republic of South Africa and any other jurisdiction where the Placing would breach any applicable law or regulations.
Securities Act	the United States Securities Act of 1933, as amended.
Shareholders	holders of Ordinary Shares at the Record Date.
Standard Listing	means a listing on the Standard Listing segment of the Official List under Chapter 14 of the Listing Rules.
UK	the United Kingdom.

EAST IMPERIAL PLC

(registered in England and Wales under number 10973102)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of East Imperial Plc will be held at 11.00 a.m. on 19 February 2024 at the offices of Fasken Martineau LLP at 100 Liverpool Street, London, EC2M 2AT to consider and, if thought fit, to pass Resolutions 1 and 2 as ordinary resolutions and Resolutions 3 and 4 as special resolutions.

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

Ordinary Resolutions

1. THAT, subject to and conditional on the admission of the New Ordinary Shares to trading on the Main Market of the London Stock Exchange becoming effective and subject to the passing of Resolution 4, in accordance with section 618 of the Companies Act 2006, each of the 367,716,497 Existing Ordinary Shares that are in issue as at the Record Date be and are subdivided and converted into one ordinary share of £0.001 in the capital of the Company, having the same rights and being subject to the same restrictions and ranking on the same basis as the Existing Ordinary Shares and one deferred share of £0.009 having the rights and being subject to the restrictions attaching to Deferred Shares in accordance with the amendments to the Articles of Association of the Company as set out in Resolution 4 below.
2. THAT, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot shares and grant rights to subscribe for, or convert any security into, shares (**Relevant Securities**) up to an aggregate nominal amount of £109,994 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is 15 months after the date on which this resolution is passed, save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Special Resolutions

3. THAT, subject to the passing of Resolution 2, the Directors be authorised to allot equity securities for cash under the authority conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to:
 - 3.1 the allotment of equity securities in connection with an offer of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - 3.2 the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph 3.1 of this Resolution) to any person up to an aggregate nominal amount of £54,997.

The authority granted by this resolution will expire on the expiry of the general authority conferred by Resolution 2 above, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

4. THAT, Articles of Association of the Company be and are amended by inserting the following new Article after Article 8 and before Article 9, such that existing Article 9 shall become Article 10 and existing Article 10 shall become Article 11, and so on:

“9. DEFERRED SHARES

- 9.1 The Company may from time to time create deferred shares (Deferred Shares) which shall confer upon the holders thereof the rights, and be subject to the restrictions, set out below:
- 9.1.1 the Deferred Shares shall confer no right to participate in the profits of the Company;
- 9.1.2 on a winding-up or a return of capital, the assets of the Company available for distribution following the distribution of assets shall be applied in paying to the holders of the Deferred Shares the nominal capital paid up or credited as paid up on such Deferred Shares only after paying to the holders of the ordinary shares the nominal capital paid up or credited as paid up on the ordinary shares held by them respectively, together with the sum of £1,000,000 on each ordinary share;
- 9.1.3 the holders of the Deferred Shares shall not be entitled to any further right of participation in the assets of the Company;
- 9.1.4 the holders of the Deferred Shares shall not be entitled to receive notice of any General Meeting of the Company or to attend, speak or vote at any such meeting;
- 9.1.5 the Deferred Shares shall not be listed or admitted to trade on any stock exchange nor shall any share certificate be issued in respect of such shares. The Deferred Shares shall not be transferable except in accordance with Article 9.1.8.2 below or with the written consent of the Board;
- 9.1.6 the Company may from time to time create, allot and issue further shares, whether ranking *pari passu* with or in priority to the Deferred Shares, and on such creation, allotment or issue any such further shares (whether or not ranking in any respect in priority to the Deferred Shares) shall be treated as being in accordance with the rights attaching to the Deferred Shares and shall not involve a variation of such rights for any purpose or require the consent of the holders of the Deferred Shares;
- 9.1.7 the reduction by the Company of the capital paid up on the Deferred Shares and the cancellation of such shares shall be in accordance with the rights attaching to the Deferred Shares and shall not involve a variation of such rights for any purpose and the Company shall be authorised at any time to reduce its capital (subject to the confirmation of the court in accordance with the Act) without obtaining the consent of the holders of the Deferred Shares;
- 9.1.8 the Company has the irrevocable authority at any time to do all or any of the following without obtaining the sanction of the holder or holders of the Deferred Shares:
- 9.1.8.1 to appoint any person to execute on behalf of any holder of Deferred Shares a transfer of all or any part thereof and/or an agreement to transfer the same (without making any payment therefor) to such person as the directors may determine (whether or not an officer of the Company) and who is willing to accept the same;
- 9.1.8.2 to purchase all or any of the Deferred Shares in accordance with the Act without obtaining the consent of the holders thereof and in consideration of the payment to each of the holders whose shares are purchased of an amount equal to one penny in respect of all the Deferred Shares then being purchased by the Company;
- 9.1.8.3 for the purposes of any such purchase under Article 9.1.8.2 above, to appoint any person to execute, as his or its attorney and agent, on behalf of any holder of Deferred Shares a contract for the sale to the Company of any such Deferred Shares held by him or it; and
- 9.1.8.4 to cancel all or any of the same so purchased under Article 9.1.8.2 above in accordance with the Act.”

By order of the Board

Registered Office:

6th Floor
60 Gracechurch Street
London
United Kingdom
EC3V 0HR

Chief Executive and Executive Chairman

Anthony Burt

Dated: 2 February 2024

Notes to the notice of General Meeting

1. ENTITLEMENT TO ATTEND AND VOTE

Only those shareholders registered in the Company's register of members at:

- 6.00 p.m. on 15 February 2024; or
- if this meeting is adjourned, at 6.00 p.m. on the day two days before the adjourned meeting

shall be entitled to attend, speak and vote at the 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.

2. INFORMATION REGARDING THE MEETING AVAILABLE ON WEBSITE

Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at <https://investors.eastimperial.com/investor-information/>

3. APPOINTMENT OF PROXIES

3.1 If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights at the meeting. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes.

3.2 You may appoint more than one proxy, provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, please contact the Company's registrars, Link Group, PXS, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

3.3 Shareholders can:

- (i) vote electronically using the link www.signalshares.com. You will need to log into your Signal Shares account, or register if you have not previously done so. To register you will need your Investor Code which is stated on your share certificate or available from Link Group; or
- (ii) if a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 4).

4. Shareholders may request a hard copy form of proxy directly from Link Group, on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Alternatively, Shareholders can request a hard copy proxy card by emailing shareholderenquiries@linkgroup.co.uk.

5. APPOINTMENT OF PROXIES THROUGH CREST / PROXYMITY

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via 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 service provider(s), who will be able to take the appropriate action on their behalf.

For a proxy appointment or instructions 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 Ltd's (**EUI**) 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 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 Link Group (**ID RA10**) no later than 11.00 a.m. on 15 February 2024, or, in the event of an adjournment of the meeting, 48 hours before the adjourned 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 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 EUI 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(s), to procure that his or her 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 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 (SI 2001/3755).

If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 11.00 a.m. on 15 February 2024 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.

6. APPOINTMENT OF PROXY BY JOINT MEMBERS

In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).

7. CHANGING PROXY INSTRUCTIONS

Shareholders may change proxy instructions by submitting a new proxy appointment. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

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.

8. TERMINATION OF PROXY APPOINTMENT

A shareholder may terminate a proxy instruction, but to do so you will need to inform the Company by no later than 11.00 a.m. on 15 February 2024 in writing by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Link Group, PXS, Central Square, 29 Wellington Street, Leeds, LS1 4DL. In the case of a shareholder 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.

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.

9. CORPORATE REPRESENTATIVES

A corporation that is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that they do not do so in relation to the same shares.

10. ISSUED SHARES AND TOTAL VOTING RIGHTS

As at 6.00 p.m. on 1 February 2024, the Company's issued share capital consists of 367,716,497 ordinary shares of £0.01 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 6.00 p.m. on 1 February 2024 is 367,716,497.

It is proposed that all votes on the Resolutions at the General Meeting will be taken by way of a poll. On a vote by poll, every ordinary shareholder has one vote for every ordinary share held.

The Company's website will include information on the number of shares and voting rights.

11. NOMINATED PERSONS

The statement of the rights of shareholders in relation to the appointment of proxies does not apply to nominated persons. These rights can only be exercised by the shareholders of the company. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights (**Nominated Person**):

- You may have a right under an agreement between you and the shareholder of the Company who has nominated you to have information rights (Relevant Shareholder) to be appointed or to have someone else appointed as a proxy for the meeting.
- If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Shareholder to give instructions to the Relevant Shareholder as to the exercise of voting rights.

12. VOTING

Voting on all resolutions will be conducted by way of a poll.

As soon as practicable following the meeting, the results of the voting will be announced via a regulatory information service and posted on the Company's website.

13. QUESTIONS ABOUT THIS CIRCULAR AND THE GM

Should shareholders have any questions relating to this Circular, please contact Link Group by email at shareholderenquiries@linkgroup.co.uk or you may call Link Group on 0371 664 0300 calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales.

EXPLANATION OF THE RESOLUTIONS:

An explanation of the Resolutions is set out below.

Resolution 1

The Companies Act 2006 requires the Company to seek shareholder approval if it wishes to sub-divide all or any part of its share capital. The Companies Act 2006 does not specify the type of resolution required to sub-divide share capital. This means that an ordinary resolution will be sufficient unless the company's articles require a higher majority or unanimity. This is sought in Resolution 1.

Resolution 2

The Directors may only allot shares or grant rights over shares if authorised to do so by the shareholders. The Directors are also required to be empowered by shareholders to allot shares or grant rights over shares where they propose to do so for cash otherwise than in accordance with the statutory pre-emption rights provided by the Companies Act 2006. These Resolutions, if passed, will continue to give the Directors flexibility to act in the best interest of the shareholders, when the opportunity arises, by issuing new shares.

Resolution 2 will therefore be proposed as an ordinary resolution to grant a new authority to allot unissued share capital, in whatever manner (subject to pre-emption rights) the Directors see fit, up to an aggregate nominal value of £109,994 representing approximately 30 per cent. of the issued ordinary share capital of the Company (based on the proposed reduced nominal value of an ordinary share and there being no treasury shares) as at 1 February 2024 (being the last practicable date prior to the publication of this notice).

Resolution 3

Resolution 3 will be proposed as a special resolution to empower the Directors to allot shares or grant rights over shares or sell treasury shares for cash otherwise than in accordance with the statutory pre-emption rights provided by the Companies Act 2006. The power will be limited to (a) the allotment of equity securities or grant of rights over shares or sale of treasury shares in connection with an offer of securities in favour of the holders of ordinary shares in proportion to the respective numbers of ordinary shares held by them subject to such exclusions or other arrangements as the Directors may deem necessary or expedient; and (b) in addition, shares with a maximum aggregate nominal value of £54,997 being approximately 15 per cent. of the issued ordinary share capital of the Company (based on the proposed reduced nominal value of an ordinary share and there being no treasury shares) at 1 February 2024 (being the last practicable date prior to the publication of this notice).

Resolution 4

The Companies Act 2006 requires the Company to seek shareholder approval if it wishes to amend its Articles of Association. This is sought in Resolution 4.

Resolutions 1 and 2 will be proposed as ordinary resolutions. These resolutions will be passed if a majority of the votes cast for and against are in favour. Resolutions 3 and 4 are special resolutions. These resolutions will be passed if not less than 75 per cent. of the votes cast for and against are in favour.

