

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have recently sold or transferred all of your shares in EARNZ plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

EARNZ PLC

10114644

Incorporated in England and Wales under the Companies Act 2006

(the “Company”)

NOTICE OF ANNUAL GENERAL MEETING

To be held on Thursday 27 June 2024 at 11.00 am BST at
the offices of Shore Capital and Corporate Limited, Cassini House, 57 St James’s
Street, London SW1A 1LD

3 June 2024

Dear Shareholder

Explanation of resolutions to be proposed at the Annual General Meeting

The following notes provide an explanation of the resolutions proposed in this notice of Annual General Meeting.

Resolutions 1 to 9 are proposed as ordinary resolutions and resolution 10 is proposed as a special resolution. This means that for resolutions 1 to 9 to be passed, more than 50% of the votes cast must be in favour of each resolution and for resolution 10 to be passed, at least 75% of the votes cast must be in favour of the resolution.

Shareholders are encouraged to exercise their voting rights in relation to the resolutions proposed in this notice of Annual General Meeting. A form of proxy is enclosed which outlines details in respect of casting such votes.

ORDINARY RESOLUTIONS

RESOLUTION 1 – ACCOUNTS

The Company is required to present its Annual Report and Accounts to the shareholders of the Company at a general meeting. This provides an opportunity to discuss the performance of the Company during the year, its management and its prospects for the future. In accordance with the Company's articles of association, a copy of the Annual Report and Accounts of the Company for the year ended 31 December 2023 is available to all shareholders on the Company's website ([EARNZ PLC](#)).

RESOLUTION 2 – DIRECTORS' REMUNERATION

This resolution provides shareholders with the opportunity to cast an advisory vote on the directors' remuneration for the year ended 31 December 2023 as set out in the Company's Directors' Remuneration Report.

RESOLUTION 3 – APPOINTMENT OF DIRECTOR

The Company's articles of association require any Director appointed since the last AGM to retire. Bob Holt was appointed after the last AGM and offers himself for re-election as a director of the Company.

RESOLUTION 4 – APPOINTMENT OF DIRECTOR

The Company's articles of association require any Director appointed since the last AGM to retire. John Charlton was appointed after the last AGM and offers himself for re-election as a director of the Company.

RESOLUTION 5 – APPOINTMENT OF DIRECTOR

The Company's articles of association require any Director appointed since the last AGM to retire. Elizabeth Lake was appointed after the last AGM and offers herself for re-election as a director of the Company.

RESOLUTION 6 – APPOINTMENT OF DIRECTOR

The Company's articles of association require any Director appointed since the last AGM to retire. Linda Main was appointed after the last AGM and offers herself for re-election as a director of the Company.

RESOLUTION 7 – APPOINTMENT OF DIRECTOR

The Company's articles of association require any Director appointed since the last AGM to retire. Sandra Skeete was appointed after the last AGM and offers herself for re-election as a director of the Company.

RESOLUTION 8 – RE-APPOINTMENT OF AUDITORS

It is a requirement of the Companies Act 2006 that the Company's auditors be appointed at each general meeting at which accounts are laid. The Audit Committee keep under review the independence and objectivity of the external auditor. Further information can be found in the

Annual Report and Accounts of the Company (in the Directors' Report section). After considering the relevant information, the Audit Committee has recommended to the board the re-appointment of Haysmacintyre LLP as auditors. The resolution proposes that the directors be authorised to determine the auditors' remuneration.

RESOLUTION 9 – AUTHORITY TO ALLOT

Under s.551 of the Companies Act 2006, the directors are prevented, subject to certain exceptions, from allotting shares without the authority of the shareholders in a general meeting. This resolution is proposed as an ordinary resolution to authorise the directors to allot relevant securities up to an aggregate nominal amount of £754,557.00 (representing approximately 30% of the nominal value of the issued share capital of the Company as at the close of business on 31 May 2024, being the last business day before the date of this document). The directors' authority will expire at the conclusion of the next Annual General Meeting, or, if earlier, the date falling 15 months after the date of the passing of this resolution.

SPECIAL RESOLUTION

RESOLUTION 10 – DISAPPLICATION OF PRE-EMPTION RIGHTS

The directors are seeking a disapplication of pre-emption rights in accordance with s.570 of the Companies Act 2006. It is proposed that the disapplication of these statutory pre-emption rights, up to an aggregate nominal amount of £251,519.00 (representing approximately 10% of the nominal value of the issued share capital of the Company as at the close of business on 31 May 2024, being the last business day before the date of this document), be approved to give the directors the power to allot those shares, and for the same period, authorised under resolution 9.

Recommendation

The Directors of the Company consider that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company. The Directors unanimously recommend that the shareholders vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

Yours sincerely,

Bob Holt OBE
Chairman

Company Number: 10114644

EARNZ PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (the **Meeting**) of EARNZ plc (the "**Company**") will be held on Thursday 27 June 2024 at 11.00 am BST at the offices of Shore Capital and Corporate Limited, Cassini House, 57 St James's Street, London SW1A 1LD

You will be asked to consider and vote on the resolutions below, which will be proposed as ordinary and special resolutions as indicated.

ORDINARY RESOLUTIONS

1. ACCOUNTS

To receive and adopt the Company's annual accounts for the financial year ended 31 December 2023 together with the directors' reports and auditor's report on those accounts.

2. DIRECTORS' REMUNERATION

To approve the directors' remuneration as set out in the Company's Directors' Remuneration Report for the financial year ended 31 December 2023.

3. APPOINTMENT OF DIRECTOR

To appoint Bob Holt as a director of the Company who was appointed since the last AGM.

4. APPOINTMENT OF DIRECTOR

To appoint John Charlton as a director of the Company who was appointed since the last AGM.

5. APPOINTMENT OF DIRECTOR

To appoint Elizabeth Lake as a director of the Company who was appointed since the last AGM.

6. APPOINTMENT OF DIRECTOR

To appoint Linda Main as a director of the Company who was appointed since the last AGM.

7. APPOINTMENT OF DIRECTOR

To appoint Sandra Skeete as a director of the Company who was appointed since the last AGM.

8. RE-APPOINTMENT OF AUDITORS

To re-appoint Haysmacintyre LLP as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at which accounts are laid before the Company and to authorise the directors to determine the remuneration of the auditors for the year ended 31 December 2024.

9. AUTHORITY TO ALLOT EQUITY SECURITIES

That, in accordance with s.551 of the Companies Act 2006, the directors be generally and unconditionally authorised to allot equity securities up to an aggregate nominal amount of £754,557.00, provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, the date falling 15 months after the date of the passing of this resolution save that the Company may, before such expiry, make offers or agreements which would, or might, require equity securities to be allotted and the directors may allot equity securities in pursuance of such offer or agreement, notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTION

10. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, in accordance with s.570 of the Companies Act 2006 and subject to the passing of resolution 9, the Directors be given the general power to allot equity securities (as defined in s.560 of the Companies Act 2006), pursuant to the authority conferred by resolution 9, as if s.561(1) of the Companies Act 2006 did not apply to any such allotment, such authority to be limited to an aggregate nominal amount of £251,519.00, and provided that this power shall (unless previously revoked, varied or renewed) expire when the authority conferred by resolution 9 above shall expire.

By order of the Board

Lucy Tarleton

On behalf of CFPro CoSec Limited, Company Secretary

First Floor, Holborn Gate, 330 High Holborn, London,

WC1V 7QT

3 June 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:

- close of business on 25 June 2024; or
- if this meeting is adjourned, at close of business on the day two days prior to 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. Website giving information regarding the meeting

Information regarding the meeting, including the information prescribed by section 311A of the Companies Act 2006, can be found at [EARNZ PLC](#).

3. Attending in person

If you wish to attend the meeting in person, please contact Sue Scammell (sue.scammell@bkl.co.uk) at least 24 hours before the start of the meeting who will provide you with further instructions. Please also bring your attendance card, which you should have received with this notice of meeting, as proof of your right to attend, speak and vote at the meeting.

4. Appointment of proxies

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 to attend, speak and vote at the meeting and you should have received a proxy form with this notice of 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 and the notes to the proxy form.

Shareholders can:

- Appoint a proxy or proxies and give proxy instructions by returning the enclosed proxy form by post.
- Register their proxy appointment electronically.
- If a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service.

A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

5. Appointment of proxy by post

The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;

- sent or delivered to the Company's Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD; and
- received by Neville Registrars Limited no later than 11.00 am BST on 25 June 2024.

In the case of a shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Neville Registrars Limited on 0121 585 1131. If you are outside the United Kingdom, please call +44 121 585 1131. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 am – 5.00 pm, Monday to Friday (excluding public holidays in England and Wales).

6. Appointment of proxies electronically

As an alternative to completing the proxy form, shareholders can appoint proxies electronically with the Company's Registrars via www.sharegateway.co.uk using the shareholder's personal proxy registration code as shown on the proxy form. For an electronic proxy appointment to be valid, your appointment must be received by Neville Registrars Limited no later than 11.00 am BST on 25 June 2024.

7. Appointment of proxies through CREST

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 Limited'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 Neville Registrars Limited (ID 7RA11) no later than 11.00 am BST on 25 June 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/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.

8. 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).

9. Changing proxy instructions

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

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Neville Registrars Limited.

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.

10. Termination of proxy appointment

A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard-copy notice, clearly stating your intention to revoke your proxy appointment, to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD.

In either case, the revocation notice must be received by Neville Registrars Limited no later than 11.00 am BST on 25 June 2024.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

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.

11. Corporate representatives

A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.

12. Issued shares and total voting rights

The Company's website includes information on the number of shares in issue and voting rights.

13. Communication

Except as provided above, shareholders who have general queries about the meeting should contact the Company by email at john.charlton@earnzplc.com.