

PARSLEY BOX GROUP PLC

(Incorporated in Scotland with registered number SC685656)

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Parsley Box Group plc (the “**Company**”) will be held at Level 6 Quatermile 1 Lauriston Place, Edinburgh, EH3 9EN at 10.00 a.m. on 1 June 2022 to consider and, if thought fit, to pass the following resolutions, of which resolutions 1 to 11 (inclusive) will be proposed as ordinary resolutions and resolution 12 and 13 of will be proposed as special resolutions:

Resolutions

Ordinary Resolutions:

1. To receive the Company’s annual accounts for the financial year ended 31 December 2021, together with the report of the Directors and the auditor’s report on those accounts.
2. To approve the Directors’ Remuneration Report for the financial year 31 December 2021, which is set out in the Company’s annual report for the financial year ended 31 December 2021.
3. To re-appoint Chris van Der Kuyl (who retires in accordance with article 103 of the Company’s articles of association and being eligible offers himself for re-election) as a director of the Company.
4. To re-appoint Kevin Dorren (who retires in accordance with article 103 of the Company’s articles of association and being eligible offers himself for re-election) as a director of the Company.
5. To re-appoint Holly McComb (who retires in accordance with article 103 of the Company’s articles of association and being eligible offers herself for re-election) as a director of the Company.
6. To re-appoint Christopher Britton (who retires in accordance with article 103 of the Company’s articles of association and being eligible offers himself for re-election) as a director of the Company.
7. To re-appoint Ana Stewart (who retires in accordance with article 103 of the Company’s articles of association and being eligible offers herself for re-election) as a director of the Company.
8. To re-appoint Hazel Cameron (who retires in accordance with article 103 of the Company’s articles of association and being eligible offers herself for re-election) as a director of the Company.
9. To re-appoint RSM UK Audit LLP as auditor of the Company to hold office until the conclusion of the next meeting at which financial statements are laid before the Company.
10. To authorise the Directors to agree the auditor’s remuneration.
11. THAT the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “**Act**”) to allot shares in the Company, or to grant rights to subscribe for or convert any security into shares in the Company, up to a maximum nominal amount of £239,568. The authority given by this Resolution shall be in substitution for all pre-existing authorities under section 551 of the Act and unless renewed, revoked or varied in accordance with the Act, shall expire at the end of the next Annual General Meeting of the Company (or if earlier, at the close of business on 1 September 2023) save that the Company may before such expiry make an offer or agreement which would or might require the allotment of shares in the Company, or the grant of rights to subscribe for or to convert any security into shares in the Company, after such expiry.

Special Resolutions

12. THAT, if resolution 11 above is passed, and in substitution for all existing and unexercised authorities and powers, the Directors of the Company be and are hereby generally and unconditionally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) (**Equity Securities**) for cash under the authority given by that resolution 11 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:
 - a. the allotment of Equity Securities or sale of treasury shares in connection with a rights issue or similar offer in favour of ordinary shareholders where the Equity Securities respectively attributable

to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them on that date provided that the Directors of the Company may make such exclusions or other arrangements to deal with any legal or practical problems under the laws of any territory or the requirement of any regulatory body or any stock exchange or with fractional entitlements as they consider necessary or expedient; and

- b. the allotment of Equity Securities or sale of treasury shares (otherwise than under paragraph 12.a above) up to an aggregate nominal amount of £36,298 representing approximately 5 per cent. of the current share capital of the Company,

such authority, unless previously renewed, varied or revoked by the Company in general meeting, to expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 1 September 2023) save that the Directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require Equity Securities to be allotted (and treasury shares to be sold) after the expiry of such period and the Directors of the Company may allot Equity Securities (and sell treasury shares) in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

13. THAT, if resolution 11 above is passed, and in addition to any authority granted under resolution 12 above, the Directors of the Company be and are hereby generally and unconditionally empowered pursuant to section 570 of the Act to allot Equity Securities for cash under the authority given by that resolution 11 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment of Equity Securities, such authority to be:

- a. limited to the allotment of Equity Securities or sale of treasury shares pursuant to the authority granted under resolution 11 up to an aggregate nominal amount of £36,298 representing approximately 5 per cent. of the current share capital of the Company; and
- b. used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice of Annual General Meeting of the Company,

such authority, unless previously renewed, varied or revoked by the Company in general meeting, to expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 1 September 2023) save that the Directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require Equity Securities to be allotted (and treasury shares to be sold) after the expiry of such period and the Directors of the Company may allot Equity Securities (and (and sell treasury shares) in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

29 April 2022

Registered Office:
Level 6 Quartermile 1
15 Lauriston Place
Edinburgh
United Kingdom
EH3 9EN

By Order of The Board
Stephen Cook
Company secretary

SHAREHOLDER NOTES

Appointment of proxy

Any Shareholder who is entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (who need not be Shareholders) to attend the Annual General Meeting and speak and vote instead of the Shareholder. If more than one proxy is appointed each proxy must be appointed to exercise rights attached to different shares. Appointment of a proxy will not preclude a Shareholder from attending and voting in person at the Annual General Meeting.

In order for a proxy form or form of direction to be valid, it must be completed and signed and returned to the Company's registrars Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA so they receive it no later than 10.00 a.m. (UK time) on 30 May 2022 for Ordinary Shareholders (or, if the meeting is adjourned, the time that is 48 hours before the time fixed for the adjourned meeting). or 10.00 a.m. (UK time) on 27 May 2022 for Parsley Box Share Account Holders (or, if the meeting is adjourned, the time that is 72 hours before the time fixed for the adjourned meeting).

A shareholder wishing to appoint multiple proxies should contact the Shareholder Helpline on +44 (0) 371-384-2030 to obtain additional proxy forms. Please use the country code when calling from outside the UK. It will be necessary for the shareholder to indicate on each separate proxy form the number of shares in relation to which each proxy is authorised to act. 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. The helpline is open between 8.30 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Equiniti Limited cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Shareholders who would prefer to register the appointment of their proxy electronically via the internet can do so through the Sharevote website, www.sharevote.co.uk using the series of numbers printed under the headings Voting ID, Task ID and Shareholder Reference Number on the Proxy Form. Alternatively, shareholders who have already registered with Equiniti Registrars' online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk by using their usual user ID and password. Once logged in, simply click 'view' on the 'My Investments' page, click on the link to vote and then follow the on screen instructions. Full details and instructions on these electronic proxy facilities are given on the respective websites.

Appointment of proxy using CREST

CREST members may appoint a proxy through CREST by using the procedures described in the CREST Manual (available via www.euroclear.com/CREST). CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST proxy instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so that they are received by Equiniti Limited (ID RA19) by 10.00 a.m. (UK time) on 30 May 2022 (or, if the meeting is adjourned, the time that is 48 hours before the time fixed for the adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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 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 therefore the responsibility of the CREST member concerned to take (or procure the taking of) 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 a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Changing proxy instructions

To change your proxy instructions simply submit a new proxy appointment using one of the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. 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 Shareholder Helpline on +44 (0) 371-384-2030. Please use the country code when calling from outside the UK. 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. The helpline is open between 8.30 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Equiniti Limited cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. 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.

Corporate representatives

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

Record date

To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members of the Company at 6.30pm on 30 May 2022 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Statement of capital and voting rights

As at 28 April 2022 (being the latest practicable date prior to publication of this Notice) the Company's issued share capital consisted of 72,596,512 Ordinary Shares which each carry one vote. Therefore, total voting rights in the Company as at 28 April 2022 are 72,596,512.

Other matters

A shareholder may not use any electronic address provided either in this Notice or any related documents (including the Chair's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

Documents on Display

Copies of the letters of appointment of the Directors of the Company and a copy of the Articles of Association of the Company will be available for inspection at the registered office of the Company from the date of this notice until the end of the meeting.

EXPLANATORY NOTES ON CERTAIN BUSINESS OF THE ANNUAL GENERAL MEETING

Resolution 11 – Directors' power to allot relevant securities

Under section 551 of the Act, relevant securities may only be issued with the consent of the shareholders, unless the shareholders pass a resolution generally authorising the Directors to issue shares without further reference to the shareholders. This resolution authorises the general issue of shares up to an aggregate

nominal value of £239,568, which is equal to 33 per cent. of the nominal value of the current ordinary share capital of the Company. Unless previously revoked or varied, the authority will expire on the conclusion of the next Annual General Meeting of the Company or on the date which is 15 months after the resolution being passed (whichever is the earlier).

Resolutions 12 and 13 – Disapplication of pre-emption rights on equity issues for cash

Section 561 of the Act requires that a company issuing shares for cash must first offer them to existing shareholders following a statutory procedure which, in the case of a rights issue, may prove to be both costly and cumbersome. These resolutions exclude that statutory procedure as far as rights issues are concerned. These special resolutions are drawn up in accordance with the Pre-Emption Group's Statement of Principles, and enable the Directors to allot shares up to:

- (a) an aggregate nominal value of £36,298, which is equal to 5 per cent. of the nominal value of the current ordinary share capital of the Company, which could be used for any purpose; and
- (b) an additional aggregate nominal value of £36,298, which is equal to 5 per cent. of the nominal value of the current ordinary share capital of the Company, which could only be used for an acquisition or specified capital investment,

subject in each case to resolution 11 being passed. The Directors believe that the limited powers provided by these resolutions will maintain a desirable degree of flexibility. Unless previously revoked or varied, the disapplications will expire on the conclusion of the next Annual General Meeting of the Company or on the date which is 15 months after the relevant resolution being passed (whichever is the earlier).

