

NIGHTCAP LIMITED

(Incorporated in England and Wales with registered number 12899067)

NOTICE OF GENERAL MEETING

NOTICE IS GIVEN that a General Meeting of Nightcap plc ("**Nightcap**" or the "**Company**") will be held at Brighton i360, Lower Kings Road, Brighton, BN1 2LN at 10.00 a.m. on 2 April 2025 ("**Meeting**") for the purpose of considering and, if thought fit, passing the following resolutions (each a "**Resolution**" and together the "**Resolutions**") set out below:

ORDINARY RESOLUTION

1. **THAT**, pursuant to, and in accordance with section 551 of the Companies Act 2006 (the "**Act**"), the directors of the Company ("**Directors**") be generally and unconditionally authorised to exercise all the powers 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 ("**Relevant Securities**") up to an aggregate nominal amount of £600,000, provided that the authority conferred by this Resolution shall expire twenty four (24) months from the date of passing this Resolution, save that, in each case, the Company may during this period make offers and enter into agreements which would, or might, require Relevant Securities to be allotted after such expiry, and the Directors may allot Relevant Securities in pursuance of such an offer or agreement as if the authority conferred by this Resolution had not expired.

SPECIAL RESOLUTION

2. **THAT**, subject to the passing of Resolution 1 above, and pursuant to section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 1, as if section 561 of the Act did not apply to any such allotment, provided that the power conferred by this Resolution shall expire twenty four (24) months from the date of passing this Resolution, save that, in each case, the Company may during this period make offers and enter into agreements which would, or might, require equity securities to be allotted after such expiry, and the Directors may allot equity securities (and/or sell treasury shares) in pursuance of such an offer or agreement as if the power conferred by this Resolution had not expired.

By order of the Board of Directors:

Gareth Edwards
Non-Executive Chairman

14 March 2025

Registered Office:
119 Wardour Street
London, England
W1F 0UW

Notes to the Notice of General Meeting

Entitlement to attend and vote

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders of the Company ("**Shareholders**") must be registered in the Register of Members of the Company at close of business (UK) on 31 March 2025 (or, in the event of any adjournment, close of business on the date which is two business days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
2. Any shareholder attending the Meeting has the right to ask questions. The Company will cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the Meeting or 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 Meeting that the question be answered.
3. We will arrange for the legal requirements for the holding of the Meeting to be satisfied by the attendance of two directors of the Company, who will form a quorum and will ensure that the proxy votes of Shareholders are recorded. **We therefore strongly encourage you, if voting by proxy, to appoint the Chairman of the Meeting as your proxy (since any other person may not be permitted to attend and cast your vote).**

Casting your votes

4. To ensure that the voting preferences of all Shareholders are taken into account, the Company will conduct a poll vote on all Resolutions put to the Meeting.
5. If you would like to vote on the Resolutions being put to the Meeting but will not be attending the Meeting, you can vote:
 - 5.1 via the Investor Centre app or at <https://uk.investorcentre.mpms.mufig.com/>; or
 - 5.2 by proxy:
 - (a) you may request a hard copy form of proxy ("**Proxy Form**") directly from the registrars, MUFG Corporate Markets, by email at shareholderenquiries@cm.mpms.mufig.com or by calling the telephone number: 0371 664 0391. Calls are charged at the standard geographical rate and may 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;
 - (b) CREST members can appoint a proxy or proxies through the CREST electronic proxy appointment service in accordance with the procedures set out in note 9 to 12 below; or
 - (c) if you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform in accordance with the procedures set out in note 13 below.

Please see paragraphs 8 to 19 for further information on how to appoint a proxy.

6. All proxy appointments (including an electronic proxy appointment or an appointment via the CREST electronic proxy appointment service or Proxymity) must be received by the Company's registrars, MUFG Corporate Markets, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL, by no later than 10.00 a.m. (London time) on 31 March 2025 (or in the case of any adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting).
7. If your shares in the Company ("**Shares**") are held by a nominee service rather than in your own name, you should contact the provider of that service (in good time before the Meeting) about the process for appointing a proxy.

Appointing a proxy

8. Shareholders can vote electronically via the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (the Company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.com/>.



9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof 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.
10. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's registrars (ID: RA10) by the latest time(s) for receipt of proxy appointments specified in Note 6 above. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular 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 limitations of the CREST system and timings (www.euroclear.com).
12. 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 (as amended).
13. 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 10.00 a.m. (London time) on 31 March 2025 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.

14. Shareholders are entitled to appoint a proxy of their choice to exercise all or any of their rights to attend, speak and vote on their behalf at the Meeting. An appointed proxy need not be a member of the Company. A Shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attaching to a different Share or Shares held by that Shareholder.
15. If a member submits more than one valid proxy appointment in respect of the same Share, the appointment received last (regardless of its date or the date on which it is signed), before the latest time for the receipt of proxies, will take precedence. If it is not possible to determine the order of receipt, none of the forms will be treated as valid.
16. A vote indicated on the Proxy Form as “withheld” is not a vote in law, which means that the vote will not be counted in the proportion of votes “for” and “against” a Resolution.
17. Where a proxy has been appointed by a member, if such member does not give any instructions in relation to that Resolution, that member should note that their proxy will have authority to vote on the Resolution as he/she thinks fit.
18. 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. In the case of a member which is a company, the Proxy Form should either be sealed by that company or signed by someone authorised to sign it.
19. To be valid, Proxy Forms must be lodged by 10.00 a.m. (London time) on 31 March 2025 to MUFG Corporate Markets, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

Joint holders and corporate representatives

20. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, 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 holder being the most senior).
21. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same Shares.

Website

22. A copy of this Notice can be found at <https://www.nightcapgroup.com/>.

Communications with the Company

23. Shareholders who have general queries about the Meeting should contact MUFG Corporate Markets by email at shareholderenquiries@cm.mpms.mufg.com or on 0371 664 0391. Calls are charged at the standard geographical rate and may 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.
24. You may not use any electronic address provided either in this Notice or in any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated.