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If you have sold or otherwise transferred all of your Shares, please send this document and the accompanying Proxy Form or Form of Instruction (as applicable) as soon as possible to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred some (but not all) of your Shares, please retain these documents and consult the stockbroker or other agent through whom the sale or transfer was effected.

This document does not constitute a prospectus or MTF admission prospectus for the purposes of the Public Offers and Admissions to Trading Regulations 2024 and has not been pre-approved by the FCA, the London Stock Exchange, any securities commission or any other authority or regulatory body. This document does not constitute or form part of any offer or invitation to sell or issue, or a solicitation of any offer to acquire, purchase or subscribe for, Shares.

Devolver Digital, Inc.

*(incorporated and registered in the State of Delaware, US under the General Corporation Law of the State of Delaware
registered number 4524543)*

Notice of Annual Meeting

This document should be read in its entirety. Your attention is drawn to the letter from the Chair in this document, recommending you vote in favour of the Resolutions to be proposed at the Annual Meeting.

Notice convening the Annual Meeting of the Company to be held at the offices of Fieldfisher LLP at Riverbank House, 2 Swan Lane, London EC4R 3TT on 26 June 2026 at 4:00 p.m. (UK time) is set out at the end of this document.

Shareholders will also find enclosed with this document a Proxy Form. To be valid, the Proxy Form must be signed and returned in accordance with the instructions printed on it so as to be received by the Company's registrars, Computershare Investor Services (Jersey) Limited, at c/o The Pavilions, Bridgwater Road, Bristol, BS13 8AE as soon as possible but in any event no later than 4:00 p.m. (UK time) on 24 June 2026.

Persons who hold their interests in Shares via Depository Interests may instruct the Depository to vote in accordance with their instructions by completing the enclosed Form of Instruction in accordance so as to be received by the Depository at Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible but in any event no later than 4:00 p.m. (UK time) on 23 June 2026.

Alternatively, persons who hold their interests in Shares via Depository Interests may instruct the Depository to vote in accordance with their wishes using 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, Computershare Investor Services plc (ID 3RA50), by no later than 72 hours prior to the time and date of the Annual Meeting.

The completion and posting of a Proxy Form or the appointment of a proxy through CREST will not preclude shareholders from attending and voting in person at the Annual Meeting should they wish to do so.

The distribution of this document in certain jurisdictions may be restricted by law. Accordingly, this document must not be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons outside of the UK into whose possession this document comes should inform themselves about and observe any such restrictions.

Copies of this document will be available free of charge from the Company's registered office during normal business hours on each day (excluding Saturday, Sunday and public holidays) from the date hereof until the date of the Annual Meeting. Copies will also be available from the Company's website at www.investors.devolverdigital.com.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

| | |
|---|---------------------------|
| Dispatch of this document | 4 June 2026 |
| Latest time and date for receipt of Forms of Instruction | 4.00 p.m. on 23 June 2026 |
| Latest time and date for receipt of proxy appointments | 4.00 p.m. on 24 June 2026 |
| Record date for entitlement of shareholders to vote at the Annual Meeting | 6.00 p.m. on 24 June 2026 |
| Annual Meeting | 4:00 p.m. on 26 June 2026 |

Notes:

- (a) Unless otherwise specified, references in this document to time are to the relevant time in the United Kingdom.
- (b) The times and dates above are indicative only. If there is any change, revised times and dates will be notified to shareholders by means of an announcement through a Regulatory Information Service.

DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

| | |
|---|---|
| "2025 Annual Report and Accounts" | the audited financial statements and the auditor's report thereon for the financial year ended 31 December 2025; |
| "AIM Rules" | the AIM Rules for Companies published by London Stock Exchange plc from time to time; |
| "Annual Meeting" | the annual meeting of the shareholders of the Company to be held at the offices of Fieldfisher LLP at Riverbank House, 2 Swan Lane, London EC4R 3TT on 26 June 2026 at 4:00 p.m. (UK time) notice of which is set out at the end of this document; |
| "Board" or "Directors" | the directors of the Company as at the date of this document and whose names are set out on page 6 of this document; |
| "Bylaws" | the bylaws of the Company as in force as at the date of this document; |
| "Company" | Devolver Digital, Inc. |
| "CREST" | the computer-based system and procedures which enable title to securities to be evidenced and transferred without a written instrument, administered by Euroclear UK & International; |
| "Depository" | Computershare Investor Services PLC; |
| "Depository Interests" | dematerialised depository interests representing underlying Shares that can be settled electronically through and held in CREST, as issued in uncertificated form by the Depository or its nominees (who hold the underlying securities on trust) in the ratio of one depository interest for every one underlying Share; |
| "Form of Instruction" | the form of instruction which is enclosed with this document, which can be used by holders of Depository Interests; |
| "Issued and Outstanding Share Capital" | the issued and outstanding share capital of the Company, which as at the date of this document comprises 485,471,127 Shares (excluding the Treasury Shares); |
| "Proxy Form" | the form of proxy which is enclosed with this document, which can be used by Shareholders; |
| "QCA Code" | the corporate governance code published by the Quoted Companies Alliance in 2023 |
| "Resolutions" | the resolutions set out in the notice of Annual Meeting set out at the end of this document; |
| "Share(s)" or "Common Stock" | shares of the Company's common stock, par value \$0.0001 each in the capital of the Company, and, where the context requires, any Depository Interests representing any shares of such common stock from time to time; |

"Treasury Shares"

the 17,946,940 Shares which the Company holds in treasury.

LETTER FROM THE CHAIR

Devolver Digital, Inc.

(incorporated and registered in the State of Delaware, US under the General Corporation Law of the State of Delaware registered number 4524543)

Directors:

Kate Elizabeth Marsh (*Non-Executive Chair*)
Harry August Miller IV (*Chief Executive Officer*)
Daniel Widdicombe (*Chief Financial Officer*)
Graeme Struthers (*Chief Operating Officer*)
Joanne (Jo) Goodson (*Independent Non-Executive Director*)
Jeffrey Lyndon Ko (*Independent Non-Executive Director*)
Janet Astall (*Independent Non-Executive Director*)

Registered Office:

251 Little Falls Drive
Wilmington, New Castle County
Delaware 19808 United States
of America

4 June 2026

Dear Shareholder,

Notice of Annual Meeting

Introduction

I am pleased to give notice of the Company's Annual Meeting of its shareholders to be held at the offices of Fieldfisher LLP at Riverbank House, 2 Swan Lane, London EC4R 3TT on 26 June 2026 at 4:00 p.m. (UK time), formal notice of which is set out at the end of this document.

Format of the Annual Meeting

The Company is delighted to welcome shareholders in person to this year's Annual Meeting. The Company will not be making available any means for Shareholders to participate electronically, so it encourages Shareholders to attend in person.

Explanatory notes to the Resolutions

An explanation of each of the resolutions contained in the notice of Annual Meeting is set out below.

Resolution 1: 2025 Annual Report and Accounts

Although not strictly required under Delaware law, the Company is following UK practice and believes it is a matter of good corporate governance to lay before the Company, in a shareholder meeting, copies of its 2025 Annual Report and Accounts

Resolution 2: Annual report on remuneration

Although not required under Delaware law, the Company is also following UK practice and asking shareholders to approve the Directors' remuneration report which is contained on pages 46 to 48 of the 2025 Annual Report and Accounts. The vote is merely advisory and as such a person's entitlement to remuneration is not conditional upon the resolution being passed.

Resolutions 3 and 4: Retirement and reappointment of Directors

The Company's Certificate of Incorporation and Bylaws provide that the directors of the Company are divided into three classes, as follows:

- Class I (term expiring at the 2028 annual meeting) – Harry August Miller IV and Karen (Kate) Elizabeth Marsh;
- Class II (term expiring at the 2026 annual meeting) – Joanne (Jo) Goodson and Graeme Struthers; and
- Class III (term expiring at the 2027 annual meeting) – Daniel Widdicombe, Jeffrey Lyndon Ko and Janet Astall.

The term of office of the Class II directors is set to expire at this Annual Meeting; thus Joanne (Jo) Goodson and Graeme Struthers offer themselves up for re-election at the Annual Meeting.

Janet Astall will be stepping down from the Board, effective 26 June 2026. The Board would like to take the opportunity to thank Janet for her significant contributions to the Company since its IPO in 2021.

Further information about each director seeking reappointment can be found at pages 36 to 37 of the 2025 Annual Report and Accounts.

Resolution 5 and 6: Reappointment and remuneration of auditors

Although not required by Delaware law, the Company believes it is a matter of good corporate governance to appoint an auditor to hold office until the next annual meeting. Grant Thornton LLP is willing to continue in office and Resolution 5 will seek to reappoint them. Resolution 6 will authorise the Directors to determine the auditor's remuneration.

Resolution 7: general authority to issue Common Stock

The Certificate of Incorporation permits the Board to issue Common Stock and grant rights to subscribe for or convert any securities into Common Stock if they are authorised to do so by shareholders in a shareholder meeting. The authorisation being sought at the Annual Meeting will permit the Board to issue Common Stock or grant rights to subscribe for or convert any securities into Common Stock up to an aggregate par value of USD\$16,182.37 (representing approximately one third of the issued Common Stock of the Company (excluding any Common Stock held in treasury)) as at the date of the notice of Annual Meeting.

The Resolution is in line with the Investment Association Share Capital Management Guidelines.

The Directors have no present intention to exercise the authority sought under this Resolution otherwise than in connection with any business opportunities that may arise which are consistent with the Company's strategic objectives or as may be required by any employee share scheme from time to time.

Resolutions 8 and 9: Disapplication of pre-emption rights when issuing Common Stock for cash

These resolutions disapply shareholders' pre-emption rights which are contained in the Certificate of Incorporation and which would otherwise apply on an issue of Common Stock, the grant of rights to subscribe for or convert any securities into Common Stock, or the sale of any Common Stock held in treasury, in each case, for cash. It is limited to the issue of Common Stock, the grant of rights and the sale of Common Stock held in treasury:

- made in connection with rights issues or other pre-emptive offers where the Common Stock or rights are offered first to existing shareholders in proportion (as nearly as may be practicable) to their existing holdings of Common Stock; and

- otherwise, up to an aggregate par value of USD\$4,854.71 (representing approximately ten per cent. of the issued and outstanding share capital of the Company (excluding Common Stock held in treasury) as at the date of the notice of Annual Meeting); and
- an additional amount up to an aggregate par value of USD\$4,854.71 (representing an additional approximately ten per cent. of the issued and outstanding share capital of the Company (excluding Common Stock held in treasury) as at the date of the notice of Annual Meeting) with such additional amount only to be used 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 Board determines 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 the notice.

The power sought under these Resolutions will expire at the conclusion of the next annual meeting of the Company to be held in 2027.

Whilst the Board has no present intention to exercise this power, it considers that having it in place would put the Company in a strong position, whether to address any short-term funding requirements in a cost effective and efficient manner, or to allow it to pursue potential acquisition opportunities as they may arise.

If the authorities sought pursuant to these Resolutions are used in relation to a non-pre-emptive offer, the Directors confirm their intentions to follow the shareholder protections in paragraph 1 of Part 2B of the Pre-Emption Group's Statement of Principles and, where relevant, follow the expected features of a follow-on offer as set out in paragraph 3 of Part 2B of the Pre-Emption Group's Statement of Principles.

Voting thresholds required

Resolutions 1 to 7 (inclusive) will be passed if the affirmative vote of the holders of a majority of the voting power of the Company's Common Stock present in person or represented by proxy at the Annual Meeting and entitled to vote on such matter, approve such resolution.

Resolutions 8 and 9 will be passed if the affirmative vote of the holders of at least seventy-five per cent. (75%) of the voting power of the shares of Common Stock present in person or represented by proxy at the Annual Meeting and entitled to vote on the matter, approve such resolution.

Action to be taken in respect of the Annual Meeting

Shareholders can vote in respect of their shareholding by attending the Annual Meeting or by appointing one or more proxies to attend the Annual Meeting and vote on their behalf. If Shareholders appoint a proxy, they may still attend and vote at the Annual Meeting in person should they decide to do so.

Whether or not you propose to attend the Annual Meeting in person, you are requested to appoint a proxy who will be able to vote for you if you are prevented from attending.

Proxies may be appointed by either:

- completing and returning the enclosed Proxy Form; or
- using the CREST electronic proxy appointment service (for CREST members only); or
- holders of Common Stock subject to Reg D and Reg S restrictions can complete their proxy vote online by visiting www.eproxyappointment.com and entering the login details found on the first page of the Proxy Form.

In each case, the proxy appointment should be completed by 4:00 p.m. (UK time) on 24 June 2026.

Paper Proxy Forms should be returned to the Company's registrars, Computershare Investor Services (Jersey) Limited at c/o The Pavilions, Bridgwater Road, Bristol, BS13 8AE by no later than 4:00 p.m. (UK time) on 24 June 2026.

Please refer to the Notes to the Notice of Annual Meeting and the enclosed Proxy Form for detailed instructions.

If your holding of Shares is by way of Depository Interests, you can instruct the Depository how you would like it to vote on your behalf by completing the enclosed Form of Instruction so as to be received by the Depository at Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible but in any event no later than 4:00 p.m. (UK time) on 23 June 2026.

Alternatively, holders of Depository Interests may instruct the Depository through the CREST system.

If holders of Depository Interests are using either the Form of Instruction or the CREST system, the instruction must be received by the Company's registrars, Computershare Investor Services plc, by no later than 72 hours prior to the time and date of the Annual Meeting.

Please refer to the Notes to the Notice of Annual Meeting and the enclosed Form of Instruction for detailed instructions.

The attention of shareholders is drawn to the voting intentions of the Directors set out below.

Recommendation

The Directors believe that the Resolutions will promote the success of the Company for the benefit of its shareholders as a whole. Accordingly, they unanimously recommend that you vote in favour of the Resolutions to be proposed at the Annual Meeting, as they intend to do in respect of their own beneficial holdings, amounting to (in aggregate) 128,423,371 Shares, representing approximately 26.5 per cent. of the issued and outstanding share capital of the Company at the date of this document.

Yours sincerely

Kate Marsh
Chair

Devolver Digital, Inc.

(incorporated and registered in the State of Delaware, US under the General Corporation Law of the State of Delaware registered number 4524543)

NOTICE OF ANNUAL MEETING

NOTICE IS HEREBY GIVEN that the Annual Meeting of Devolver Digital, Inc. (the "**Company**") will be held on 26 June 2026 at the offices of Fieldfisher LLP at Riverbank House, 2 Swan Lane, London EC4R 3TT at 4:00 p.m. (UK time) (the "**Annual Meeting**"). The business of the Annual Meeting will be to consider and, if thought fit, to pass the following Resolutions (of which Resolutions 1 to 7 (inclusive) will be passed if the affirmative vote of the holders of a majority of the voting power of the Company's Common Stock present in person or represented by proxy at the Annual Meeting and entitled to vote on such matter, approve such Resolution; and Resolutions 8 and 9 will be passed if the affirmative vote of the holders of at least seventy-five per cent. (75%) of the voting power of the shares of Common Stock present in person or represented by proxy at the Annual Meeting and entitled to vote on the matter, approve such Resolution):

1. To receive the audited financial statements of the Company and the auditor's report thereon for the financial year ended 31 December 2025 (the "**2025 Annual Report and Accounts**").
2. To receive and approve, on an advisory basis only, the Report on the Directors' Remuneration for the period ending 31 December 2025 (other than the part containing the Directors' Remuneration Policy) as set out on pages 46 to 48 of the 2025 Annual Report and Accounts.
3. To reappoint Graeme Struthers as a director of the Company, who retires and offers himself for reappointment in accordance with the Company's Bylaws and Certificate of Incorporation.
4. To reappoint Joanne (Jo) Goodson as a director of the Company, who retires and offers herself for reappointment in accordance with the Company's Bylaws and Certificate of Incorporation.
5. To reappoint Grant Thornton LLP as auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next annual meeting at which audited financial statements of the Company are laid before the Company.
6. To authorise the board of directors of the Company (the "**Board**") to determine the remuneration of the Company's auditors.
7. THAT the Board is generally and unconditionally authorised for the purposes of section 4.4(a) of the Certificate of Incorporation, in substitution for any authorisations granted at the Company's previous annual meeting held in 2025, to exercise all the powers of the Company to issue Common Stock (as that term is defined in section 4.1 of the Certificate of Incorporation) and to grant rights to subscribe for or convert any security into Common Stock ("**Rights**") up to an aggregate par value of USD\$16,182.37 and this authorisation shall, unless previously revoked by resolution of the Company, expire on 28 September 2027 or, if earlier, at the conclusion of the annual meeting of the Company to be held in 2027. The Company may, at any time before such expiry, make offers or enter into agreements which would or might require Common Stock to be issued or Rights to be granted after such expiry and the Board may issue Common Stock or grant Rights in pursuance of any such offer or agreement as if this authorisation had not expired.
8. THAT, subject to the passing of Resolution 7, the Board is authorised pursuant to section 4.4(c) of the Certificate of Incorporation, in substitution for any authorisations granted at the Company's previous annual meeting held in 2025, to issue Common Stock for cash pursuant to the authorisation conferred by Resolution 7 above and/or to sell Common Stock held by the Company in treasury for cash as if shareholders' rights of pre-emption as set out in section 4.4(d) of the

Certificate of Incorporation did not apply to any such issue or sale, provided that this authorisation shall be limited to:

- (a) the issue of Common Stock or sale of Common Stock held in treasury in connection with an offer of, or invitation to apply for, Common Stock made to holders of Common Stock in the Company in proportion (as nearly as may be practicable) to the respective numbers of Common Stock held by them on the record date for such offer but subject in to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (b) the issue of further Common Stock or sale of Common Stock held in treasury (otherwise than pursuant to paragraph (a) above) up to an aggregate par value of USD\$4,854.71,

and this power shall, unless previously revoked by resolution of the Company, expire on 28 September 2027 or, if earlier, at the conclusion of the annual meeting of the Company to be held in 2027. The Company may, at any time before the expiry of this power, make offers or enter into agreements which would or might require Common Stock to be issued (and Common Stock held in treasury to be sold) after such expiry and the Board may issue Common Stock (and sell Common Stock held in treasury) in pursuance of any such offer or agreement as if this power had not expired.

9. THAT, subject to the passing of Resolution 7, the Board is hereby authorised pursuant to section 4.4(c) of the Certificate of Incorporation, in substitution for any authorisations granted at the Company's previous annual meeting held in 2025 and in addition to any authority granted under Resolution 8 above, to issue Common Stock for cash pursuant to the authorisation conferred by Resolution 7 above and/or to sell Common Stock held by the Company in treasury for cash as if shareholders' rights of pre-emption as set out in section 4.4(d) of the Certificate of Incorporation did not apply to such issue or sale, provided that this power shall be limited to:

- (a) the issue of Common Stock or sale of Common Stock held in treasury up to an aggregate par value of USD\$4,854.71; 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 Board determines 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,

and this power shall, unless previously revoked by resolution of the Company, expire on 28 September 2027 or, if earlier, at the conclusion of the annual meeting of the Company to be held in 2027. The Company may, at any time before the expiry of this power, make offers or enter into agreements which would or might require Common Stock to be issued (and Common Stock held in treasury to be sold) after such expiry and the Board may issue Common Stock (and sell Common Stock held in treasury) in pursuance of any such offer or agreement as if this power had not expired.

BY ORDER OF THE BOARD

Brian Paige Chadwick
Company Secretary

Registered Office:

251 Little Falls Drive
Wilmington, Delaware 19808, USA

4 June 2026

Notes to the Notice of Annual Meeting:

Entitlement to attend and vote

1. The Company specifies that only shareholders entered on the register of members of the Company at 6.00 p.m. on 24 June 2026 (the "**Record Date**") shall be entitled to attend and vote at the meeting in respect of the number of shares of the Company registered in their name at that time. Changes to the register after the Record Date shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Appointment of proxies

2. A shareholder is entitled to appoint one or more proxies to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder 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 attached to a different share or shares held by that shareholder.
3. The appointment of a proxy will not preclude a shareholder from attending in person at the meeting and voting if they would like to do so.

Appointment of proxy using the accompanying proxy form

4. A proxy form is enclosed. To appoint more than one proxy, please photocopy the form. Please state each proxy's name and the number of shares in relation to which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) in the boxes indicated on the form. Please also indicate if the proxy form is one of multiple forms being returned. All proxy forms must be signed and should be returned together in the same envelope. In the case of joint shareholders, the signature of any one of them will suffice, but the names of all joint holders should be stated.
5. To be valid, a duly completed proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be delivered by hand or sent by post to the offices of the Company's registrars, Computershare Investor Services (Jersey) Limited at c/o The Pavilions, Bridgwater Road, Bristol, BS13 8AE (the "**Registrar**") so as to be received not less than 48 hours (excluding non-business days) before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be).

Appointment of proxy through online voting – Reg D and Reg S holders

6. Holders of Reg D and Reg S stock can complete their proxy vote online by visiting www.eproxyappointment.com and entering the login details found on the first page of the Proxy Form.

Appointment of proxy through CREST

7. CREST members, being holders of Depository Interests, who wish to appoint a proxy or proxies for the meeting, including any adjournments of the meeting, through the CREST electronic proxy appointment service may do so 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.
8. In order for a proxy appointment 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 ("**Euroclear**") 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 Computershare (ID 3RA50) no later than 72 hours (excluding non-business days) before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be). 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 Computershare 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.
9. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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.
10. 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.

Depository Interests

11. If your holding of Shares is by way of Depository Interests, you can instruct the Depository how it should vote on your behalf by completing a Form of Instruction and returning it to the Depository at Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. Alternatively, Depository Interest holders may also vote through the CREST system. Paper Forms of Instruction and the instructions submitted via the CREST system must be received by Computershare (ID 3RA50) no later than 72 hours (excluding non-business days) before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be).
12. Holders of Depository Interests wishing to attend the Annual Meeting should contact the depository at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE or email to [!ukallditeam2@computershare.co.uk](mailto:ukallditeam2@computershare.co.uk) in order to request a letter of representation by no later no later than 72 hours (excluding non-business days) before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be).

Changing proxy instructions

13. 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 also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If the Company receives more than one appointment of a proxy in respect of any one share, the appointment received last revokes each earlier appointment and the Company's decision as to which appointment was received last is final.

Termination of proxy appointments

14. In order to revoke a proxy appointment you must notify the Company of the termination at least three hours before the commencement of the meeting.

Joint shareholders

15. In the case of joint shareholders, the vote of the senior who tenders a vote, whether in person (including by corporate representative) or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholders. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.

Corporate representatives

16. A corporation which is a shareholder may, by resolution of its directors or other governing body, authorise one or more persons to act as its representative at the meeting. Corporate representatives should bring with them to the meeting: (i) an original or certified copy of the resolution authorising them; or (ii) an original letter on the shareholder's letterhead, signed by an authorised signatory, confirming that they are so authorised.

Issued shares and total voting rights

17. As at the date of this notice of Annual Meeting, the Company's issued share capital comprised 485,471,127 shares of the Company's common stock, par value \$0.0001 each in the capital of the Company issued and outstanding. The Company holds 17,946,940 Shares in treasury. Each share (other than treasury shares) carries the right to one vote at the meeting of the Company and, therefore, the total number of voting rights in the Company as at the date of this notice of Annual Meeting is 485,471,127.

Communication

18. Holders of Depository Interests who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):
 - (a) calling Computershare's shareholder helpline on +44 (0)370 702 0000 (calls to this number are charged at your network providers local rate) or from overseas on +44 (0)370 702 0000 (charged at the applicable international rates). Lines are open from 8.30 a.m. to 5.30 p.m. on business days (i.e. Monday to Friday but excluding public holidays); or
 - (c) in writing to the Company to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE.
19. You may not use any electronic address provided in this notice of Annual Meeting or in any related documents (including the accompanying proxy form) to communicate with the Company for any purposes other than those expressly stated.