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If you have sold or otherwise transferred all of your Shares, please send this document and the accompanying Proxy Form 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 for the purposes of the Prospectus Regulation Rules of the Financial Conduct Authority nor does it comprise an admission document prepared in accordance with the AIM Rules. Accordingly, this document has not been approved by or filed with the Financial Conduct Authority, London Stock Exchange plc or any other regulatory authority. 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.

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## **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**

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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 Fieldfisher's offices, 9<sup>th</sup> Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom on 24 June 2022 at 4:30 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 4:30 p.m. (UK time) on 22 June 2022.

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 4:30 p.m. (UK time) on 21 June 2022.

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 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](http://www.investors.devolverdigital.com).

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Record date for entitlement of shareholders to receive notice of and vote at the Annual Meeting	6.00 p.m. on 31 May 2022
Dispatch of this document	1 June 2022
Latest time and date for receipt of Forms of Instruction	4:30 p.m. on 21 June 2022
Latest time and date for receipt of proxy appointments	4:30 p.m. on 22 June 2022
Annual Meeting	4:30 p.m. on 24 June 2022

**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:

<b>"AIM Rules"</b>	the AIM Rules for Companies published by London Stock Exchange plc from time to time
<b>"Annual Meeting"</b>	the annual meeting of the shareholders of the Company to be held at Fieldfisher's offices, 9 <sup>th</sup> Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom on 24 June 2022 at 4:30 p.m. (UK time) notice of which is set out at the end of this document
<b>"Board" or "Directors"</b>	the directors of the Company as at the date of this document and whose names are set out on page 6 of this document
<b>"Bylaws"</b>	the bylaws of the Company as in force as at the date of this document
<b>"Company"</b>	Devolver Digital, Inc.
<b>"CREST"</b>	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
<b>"Depository"</b>	Computershare Investor Services PLC
<b>"Depository Interests"</b>	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
<b>"Form of Instruction"</b>	the form of instruction which is enclosed with this document, which can be used by holders of Depository Interests
<b>"Proxy Form"</b>	the form of proxy which is enclosed with this document, which can be used by shareholders
<b>"Resolutions"</b>	the resolutions set out in the notice of Annual Meeting set out at the end of this document
<b>"Share(s)" or "Common Stock"</b>	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

## 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:**

Harry August Miller IV (*Executive Chairman*)  
Douglas Graham Morin (*Chief Executive Officer*)  
Daniel Widdicombe (*Chief Financial Officer*)  
Kate Elizabeth Marsh (*Senior Independent Director*)  
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

1 June 2022

Dear Shareholder,

## **Notice of Annual Meeting**

### **Introduction**

I am pleased to you to give notice of the Company's first Annual Meeting of its shareholders to be held at the offices of Fieldfisher LLP, 9<sup>th</sup> Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom on 24 June 2022 at 4:30 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 keen to welcome shareholders in person to its first Annual Meeting. At present, we expect that it will be possible under the UK Government's COVID-19 guidelines to allow attendance in person. We are therefore proposing to hold the Annual Meeting at the offices of Fieldfisher LLP, 9<sup>th</sup> Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom and to welcome the maximum number of shareholders we are able to, within safety constraints and in accordance with the UK Government's guidelines at that time. Should the COVID-19 situation change such that we consider that it is no longer possible for shareholders to attend the meeting in person, we will make alternative arrangements and we will notify shareholders of the change on our website and a public announcement via a Regulatory Information Service.

In order to facilitate attendance at the meeting, the Company will also be permitting shareholders to attend virtually by video conference, as is permitted by the Company's Bylaws and Delaware law. Shareholders who wish to attend virtually will receive an electronic link from GetQuorum, which will allow shareholders to register for the virtual meeting. GetQuorum will be hosting the meeting. A GetQuorum user guide will also be sent to shareholders and will be available on the Company's website.

Shareholders who have general queries about the virtual element of the meeting and voting electronically can contact [voters@getquorum.com](mailto:voters@getquorum.com) for any inquiries. The inbox is monitored, Monday to Friday, excluding public holidays, from 10:00AM (ET) to 6:00PM (ET).

## **Explanatory notes to the Resolutions**

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

### **Resolution 1: Annual financial statements and reports**

Although not strictly required under Delaware law, the Company believes it is a matter of good corporate governance to lay before the Company in a shareholder meeting copies of its audited financial statements and the auditor's report thereon for the financial year ended 31 December 2021 and also for shareholders to approve the Report on the Directors' Remuneration for the period ending 31 December 2021.

### **Resolutions 2 and 3: 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 2022 Annual Meeting) – Harry August Miller IV and Karen (Kate) Elizabeth Marsh;
- Class II (term expiring at the 2023 annual meeting) – Douglas Graham Morin and Joanne (Jo) Goodson; and
- Class III (term expiring at the 2024 annual meeting) – Daniel Widdicombe, Jeffrey Lyndon Ko and Janet Astall.

The term of office of the Class I directors is set to expire at the first annual meeting of the shareholders of the Company and so those directors offer themselves up for re-election at the Annual Meeting.

### **Resolution 4 and 5: 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 such meeting. Grant Thornton LLP is willing to continue in office and resolution 4 will reappoint them. Resolution 5 will authorise the Directors to determine the auditor's remuneration.

### **Resolution 6: 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\$14,741.89 (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 meeting.

The resolution complies with the Investment Association Share Capital Management Guidelines.

### **Resolutions 7 and 8: 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, grants 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\$2,211.28 representing approximately five 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 meeting; and
- an additional amount up to an aggregate par value of USD\$2,211.28 (representing an additional approximately five 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 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 this notice.

The power sought under these resolutions will expire at the conclusion of the next annual meeting of the Company to be held in 2023.

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.

#### **Voting thresholds required**

Resolutions 1 to 6 (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 meeting and entitled to vote on such matter, approve such resolution.

Resolutions 7 and 8 (inclusive) 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 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 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
- referring to the email sent to them by GetQuorum and completing their proxy online; or
- using the CREST electronic proxy appointment service (for CREST members only).

In each case, the proxy appointment should be completed by 4:30 p.m. (UK time) on 22 June 2022.



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 4:30 p.m. (UK time) on 22 June 2022.

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 4:30 p.m. (UK time) on 21 June 2022.

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 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) 98,175,597 Shares, representing approximately 22.20 per cent. of the issued and outstanding share capital of the Company at the date of this document.**

Yours sincerely

Harry August Miller IV  
**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 Friday, 24 June 2022 at 4:30 p.m. (UK time) at the offices of Fieldfisher LLP, 9<sup>th</sup> Floor, Riverbank House, London, EC4R 3TT (the "**Annual Meeting**"). The business of the Annual Meeting will be to consider and, if thought fit, to pass the following resolutions:

1. To receive the audited financial statements of the Company and the auditor's report thereon for the financial year ended 31 December 2021 and to receive and approve the Report on the Directors' Remuneration for the period ending 31 December 2021.
2. To reappoint Harry August Miller IV as a director of the Company, who retires and offers himself for reappointment in accordance with the Company's Bylaws and Certificate of Incorporation.
3. To reappoint Karen Elizabeth Marsh as a director of the Company, who retires and offers herself for reappointment in accordance with the Company's Bylaws and Certificate of Incorporation.
4. 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.
5. To authorise the board of directors of the Company (the "**Board**") to determine the remuneration of the Company's auditors.
6. THAT the Board is generally and unconditionally authorised for the purposes of section 4.4(a) of the Certificate of Incorporation, in addition to any authorisations in force pursuant to that section, 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\$14,741.89 and this authorisation shall, unless previously revoked by resolution of the Company, expire on 24 September 2023 or, if earlier, at the conclusion of the annual meeting of the Company to be held in 2023. 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.
7. THAT, subject to the passing of resolution 6, the Board is authorised pursuant to section 4.4(c) of the Certificate of Incorporation to issue Common Stock for cash pursuant to the authorisation conferred by Resolution 6 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\$2,211.28,

and this power shall, unless previously revoked by resolution of the Company, expire on 24 September 2023 or, if earlier, at the conclusion of the annual meeting of the Company to be held in 2023. 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.

- 8. THAT, subject to the passing of resolution 6, the Board is hereby authorised pursuant to section 4.4(c) of the Certificate of Incorporation and in addition to any authority granted under resolution 7 above to issue Common Stock for cash pursuant to the authorisation conferred by Resolution 6 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\$2,211.28; 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 24 September 2023 or, if earlier, at the conclusion of the annual meeting of the Company to be held in 2023. 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  
New Castle County  
Delaware 19808  
United States of America

1 June 2022

## Notes to the Notice of 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 31 May 2022 (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 he or she wishes 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*

6. Holders of Reg D and Reg S stock can complete their proxy vote online by referring to the email sent to them via GetQuorum. Shareholders can complete their proxy online via the Complete Your Proxy button within the email.
7. Shareholders who wish to vote in respect of only a part of their entire shareholding or appoint more than one proxy should not use the GetQuorum electronic voting system and instead use a paper form in accordance with note 4.

### *Appointment of proxy through CREST*

8. 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](http://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.
9. 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.
10. 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.

11. 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*

12. 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).
13. 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 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*

14. 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*

15. 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*

16. 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*

17. 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*

18. As at the date of this notice of Annual Meeting, the Company's issued share capital comprised 442,256,716 shares of the Company's common stock, par value \$0.0001 each in the capital of the Company issued and outstanding. The Company holds 37,244,200 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 442,256,716.

#### *Communication*

19. 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.
20. Shareholders who have general queries about the meeting can contact [voters@getquorum.com](mailto:voters@getquorum.com) for any inquiries. The inbox is monitored, Monday to Friday, excluding public holidays, from 10:00AM ET to 6:00PM ET.
21. 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.