

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in doubt as to what action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your registered holdings of ordinary shares in the Company please forward this document, together with the accompanying form of proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank manager, or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

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*(Registered in England and Wales with no. 29559)*

## **NOTICE OF ANNUAL GENERAL MEETING**

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Notice of the annual general meeting of the Company to be held at The Goring Hotel, Beeston Place, Grosvenor Gardens, London SW1W 0JW on 8 June 2023 at 11.30 a.m., is set out at the end of this document and the recommendation of the Directors is set out on page 3.

A form of proxy for use at the annual general meeting is enclosed. However, a proxy may also be appointed for CREST members, by using the CREST electronic proxy appointment service or if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform. To be valid, any instrument appointing a proxy must be received by the Company's Registrars, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL as soon as possible but in any event so as to arrive no later than 11.30 a.m. on 6 June 2023.



(Registered in England and Wales with no. 29559)

#### **Directors**

Malcolm Perkins  
Graham Mclean  
Susan Walker  
Frédéric Vuilleumier\*  
Simon Turner\*\*  
Stephen Buckland\*\*  
Rachel English\*

\* Independent Non-executive Directors

\*\* Non-executive Director

#### **Registered Office**

Wrotham Place,  
Bull Lane,  
Wrotham,  
Near Sevenoaks,  
Kent, TN15 7AE

4 May 2023

### *To holders of ordinary shares of 10 pence each in the Company*

Dear Shareholder

This letter accompanies the 2022 Annual Report and Accounts and gives details of the business to be transacted at the annual general meeting (the "**Meeting**").

#### *Annual General Meeting*

Notice of the Meeting (the "**Notice**") is given on page 4.

Resolutions 1 to 14 (inclusive) set out in the Notice deal with the business to be transacted at the Meeting. Further explanation in relation to resolutions 2 and 3, resolutions 5 to 11 and resolution 14, is set out below. The purpose of the Meeting is to seek shareholders' approval for the resolutions.

#### *Resolution 2 – Remuneration Report (Ordinary Resolution)*

Resolution 2 is to approve the Remuneration Report (excluding the Policy on Directors' remuneration) set out on pages 41 to 42 of the 2022 Annual Report and Accounts. The vote is advisory and the Directors' entitlement to receive remuneration is not conditional on it.

#### *Resolution 3 – Policy on Directors' remuneration (Ordinary Resolution)*

Resolution 3 seeks shareholder approval for the Policy on Directors' remuneration, which was last approved by shareholders in 2020, and is set out on page 41 of the 2022 Annual Report and Accounts. If Resolution 3 is passed, the Policy on Directors' remuneration will take effect from the conclusion of the Meeting on 8 June 2023.

#### *Resolutions 5 to 11 – Re-election of Directors (Ordinary Resolutions)*

The Articles of Association of the Company (the "**Articles**") require each of the Directors to retire at each annual general meeting. At the Meeting, each of Malcolm Perkins, Graham Mclean, Susan Walker, Frédéric Vuilleumier, Simon Turner, Stephen Buckland and Rachel English will retire and are offering themselves for re-election. Resolutions 5 to 11 propose the re-election of these Directors.

Brief biographies of the Directors are set out on pages 32 to 33 of the 2022 Annual Report and Accounts. I confirm that it is in the best interests of the Company for each Director to be re-elected.

#### *Resolution 14 – Purchases of own shares by the Company (Special Resolution)*

Resolution 14 to be proposed at the Meeting seeks authority from holders of ordinary shares of 10 pence each in the capital of the Company ("**ordinary shares**") for the Company to make market purchases of its own ordinary shares, such authority being limited to the purchase of a maximum number of 276,200 ordinary shares, representing 10% of the voting rights in the Company as at 3 May 2023 (being the last business day

prior to the publication of this Notice). The maximum price payable for the purchase by the Company of its own ordinary shares will be limited to the higher of 5% above the average of the middle market quotations of the Company's ordinary shares, as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange, for the five business days prior to the purchase and the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System (SETS). The minimum price payable by the Company for the purchase of its own ordinary shares will be 10 pence per share (being an amount equal to the nominal value of an ordinary share). This authority expires at the next annual general meeting of the Company or, if earlier, 6.00 p.m. on 7 September 2024.

The authority to purchase the Company's own ordinary shares will only be exercised if the Directors consider that there is likely to be a beneficial impact on earnings per ordinary share and that it is in the best interests of the Company and of its shareholders generally at the time. The resolution renews a similar resolution passed at the annual general meeting of the Company held on 30 June 2022. Any shares the Company buys under this authority may either be cancelled or held in treasury. Treasury shares will remain in issue and will be capable of being re-sold or cancelled by the Company. The Company currently has treasury shares and there are no outstanding options to subscribe for ordinary shares.

## Action to be taken

You are asked to either:

1. complete the enclosed form of proxy and return it, together with any power of attorney or other authority under which it is signed or a notarially certified or office copy thereof, to the Company's Registrars, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, so as to arrive no later than 11.30 a.m. on 6 June 2023, being 48 hours before the time of the Meeting; or
2. if you hold your shares in CREST, use the CREST electronic proxy appointment service as described in note (iv) to the Notice.
3. 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](http://www.proximity.io).

Completion of the form of proxy or appointment of a proxy through CREST will not prevent a member from attending and voting in person.

## Location of Meeting

The Meeting will be held at The Goring Hotel, Beeston Place, Grosvenor Gardens, London SW1W 0JW.

## Recommendation

The Board believes that the resolutions to be put to the Meeting are in the best interests of the shareholders as a whole and, accordingly, recommends that shareholders vote in favour of the resolutions, as the Directors intend to do in respect of their beneficial shareholdings in the Company.

Yours sincerely

Malcolm Perkins

**Chairman**

## NOTICE OF ANNUAL GENERAL MEETING



*(Registered in England and Wales with no. 29559)*

**NOTICE** is hereby given that the annual general meeting of Camellia Plc (the "**Company**") will be held at The Goring Hotel, Beeston Place, Grosvenor Gardens, London SW1W 0JW on 8 June 2023 at 11.30 a.m. for the transaction of the following business:

To consider and, if thought fit, to pass the following resolutions, each of which will be proposed as an ordinary resolution:

### ORDINARY RESOLUTIONS

1. That the Company's annual accounts for the year ended 31 December 2022, together with the Directors' Report, the Strategic Report and the Auditors' Report on those accounts be approved.
2. That the Remuneration Report (other than the part containing the Policy on Directors' remuneration), which is set out in the Annual Report of the Company for the year ended 31 December 2022, be approved.
3. That the Policy on Directors' remuneration set out on page 41 of the Remuneration Report contained within the Annual Report of the Company for the year ended 31 December 2022, be approved.
4. That the final dividend recommended by the Directors of 102 pence per ordinary share for the year ended 31 December 2022 be declared payable on 26 July 2023 to holders of ordinary shares registered at the close of business on 16 June 2023.
5. That Malcolm Perkins be re-elected as a Director.
6. That Graham Mclean be re-elected as a Director.
7. That Susan Walker be re-elected as a Director.
8. That Frédéric Vuilleumier be re-elected as a Director.
9. That Simon Turner be re-elected as a Director.
10. That Stephen Buckland be re-elected as a Director.
11. That Rachel English be re-elected as a Director.
12. That Deloitte LLP be re-appointed as auditors to the Company until the conclusion of the next annual general meeting of the Company.
13. That the Directors be authorised to determine the auditors' remuneration.

To consider and, if thought fit, to pass the following resolution, which will be proposed as a special resolution:

### Special Resolution

14. That the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Companies Act 2006 (the "**Act**") to make market purchases (as defined in section 693 of the Act) of ordinary shares of 10 pence each in the capital of the Company ("**ordinary shares**"), on such terms and in such manner as the Directors may determine, provided that:
  - 14.1 The maximum number of ordinary shares hereby authorised to be purchased is 276,200;
  - 14.2 The minimum price (exclusive of expenses) which may be paid for such ordinary shares is 10 pence per share, being the nominal amount thereof;

- 14.3 The maximum price (exclusive of expenses) which may be paid for such ordinary shares shall be an amount equal to the higher of (i) 5% above the average of the middle market quotations for such shares taken from the AIM Appendix to the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made and (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System (SETS);
- 14.4 The authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the end of the next annual general meeting of the Company and 6.00 p.m. on 7 September 2024; and
- 14.5 The Company may make a contract to purchase its own ordinary shares under the authority conferred by this resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own ordinary shares in pursuance of any such contract.

BY ORDER OF THE BOARD

**Amarpal Takk**  
*Secretary*

4 May 2023

Registered Office:  
Wrotham Place,  
Bull Lane,  
Wrotham,  
Near Sevenoaks,  
Kent, TN15 7AE

**Notes:**

- (i) A member entitled to attend and vote at the Meeting convened by the above Notice is entitled to appoint a proxy to exercise all or any of the rights of the member to attend and speak and vote on his or her behalf. A proxy need not be a member of the Company. A member 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 member.
- (ii) To appoint a proxy you may:
- (a) use the form of proxy enclosed with this Notice of the Meeting. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be received by post or (during normal business hours only) by hand at the Company's Registrars, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by no later than 11.30 a.m. on 6 June 2023; or
- (b) if you hold your shares in CREST, use the CREST electronic proxy appointment service as described in note (iv) below.
- (c) if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io).

Completion of the form of proxy or appointment of a proxy through CREST will not prevent a member from attending and voting in person.

Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion or withhold from voting.

- (iii) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only shareholders registered in the register of members of the Company as at the close of business on 6 June 2023 shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in

their name at such a time. If the Meeting is adjourned, the time by which a person must be entered in the register of members of the Company in order to have the right to attend and vote at the adjourned Meeting is 48 hours before the time of the adjourned Meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

- (iv) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by utilising 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.

In order for a proxy appointment made by means of CREST 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 instructions, as described in the CREST Manual ([www.euroclear.com](http://www.euroclear.com)). The message must be transmitted so as to be received by the issuer's agent, Link Group (ID RA1Ø), by 11.30 a.m. on 6 June 2023. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that 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/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

- (v) If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 11.30 a.m. on 6 June 2023 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 Proxymity'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 Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
- (vi) In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding (the first-named being the most senior).
- (vii) Copies of the service contracts and letters of appointment, as applicable, between the Directors and the Company or its subsidiary undertakings are available for inspection at the registered office of the Company, Wrotham Place, Bull Lane, Wrotham, Near Sevenoaks, Kent, TN15 7AE during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the conclusion of the Meeting and will be available for inspection at the place of the Meeting for at least 15 minutes prior to and during the Meeting.

- (viii) Unacceptable behaviour will not be tolerated at the Meeting and it will be dealt with appropriately by the Chairman.
- (ix) As at 3 May 2023 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 2,824,500 ordinary shares, carrying one vote each. The Company has 62,500 issued ordinary shares which are held by subsidiaries of the Company and under the Companies Act 2006 no voting rights are exercisable in respect of these shares whilst they remain so held. Therefore, the total voting rights in the Company as at 3 May 2023 were 2,762,000.

