

**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 Rubens at the Palace Hotel, 39 Buckingham Palace Road, London SW1W 0PS on 5 June 2025 at 10.30 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 electronically via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufg.com/>, 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 Proximity platform. To be valid, any instrument appointing a proxy must be received by the Company's Registrars, MUFG Corporate Markets, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL as soon as possible but in any event so as to arrive no later than 10.30 a.m. on 3 June 2025.



(Registered in England and Wales with no. 29559)

**Directors**

Simon Turner\*  
Byron Coombs  
Oliver Capon  
Graham Mclean  
Alison McFadyen\*\*\*  
Stephen Buckland\*  
Rachel English\*\*  
Alec Hayley\*\*  
Frédéric Vuilleumier\*\*

\* Non-executive Directors

\*\* Independent non-executive Directors

\*\*\* Senior Independent non-executive Director

**Registered Office**

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

30 April 2025

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

Dear Shareholder

This letter accompanies the 2024 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 resolution 2 and resolutions 4 to 12, 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 48 to 49 of the 2024 Annual Report and Accounts. The vote is advisory and the Directors' entitlement to receive remuneration is not conditional on it.

*Resolutions 4 to 12 – Election and 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 Simon Turner, Byron Coombs, Oliver Capon, Graham Mclean, Stephen Buckland, Rachel English and Frédéric Vuilleumier, will retire and are offering themselves for re-election. Resolutions 4 to 10 propose the re-election of these Directors.

Alison McFadyen and Alec Hayley, having been appointed to the Board since the last annual general meeting, will seek election to the Board. Resolutions 11 and 12 propose the election of these Directors.

Brief biographies of the Directors are set out on pages 38 to 40 of the 2024 Annual Report and Accounts. I confirm that it is in the best interests of the Company for each Director to be elected or re-elected (as applicable).

## **Action to be taken**

You are asked to:

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, MUFG Corporate Markets, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL;
2. electronically via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufg.com/>;
3. if you hold your shares in CREST, use the CREST electronic proxy appointment service as described in note (iv) to the Notice; or
4. if you are an institutional investor, you may 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, as further described in note (vi) to the Notice.

In each case, your proxy must be received by the Registrar by no later than 10.30 a.m. on 3 June 2025, being 48 hours before the time of the Meeting.

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

## **Location of Meeting**

The Meeting will be held at The Rubens at the Palace Hotel, 39 Buckingham Palace Road, London SW1W 0PS.

## **Recommendation**

The Board believes that the resolutions to be put to the Meeting are in the best interests of the Company and its 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

Simon Turner

**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 Rubens at the Palace Hotel, 39 Buckingham Palace Road, London SW1W 0PS on 5 June 2025 at 10.30 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 2024, 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 2024, be approved.
3. That the final dividend recommended by the Directors of 260 pence per ordinary share for the year ended 31 December 2024 be declared payable on 31 July 2025 to holders of ordinary shares registered at the close of business on 3 July 2025.
4. That Simon Turner be re-elected as a Director.
5. That Byron Coombs be re-elected as a Director.
6. That Oliver Capon be re-elected as a Director.
7. That Graham Mclean be re-elected as a Director.
8. That Stephen Buckland be re-elected as a Director.
9. That Rachel English be re-elected as a Director.
10. That Frédéric Vuilleumier be re-elected as a Director.
11. That Alison McFadyen be elected as a Director.
12. That Alec Hayley be elected as a Director.
13. That Deloitte LLP be re-appointed as auditors to the Company until the conclusion of the next annual general meeting of the Company.
14. That the Directors be authorised to determine the auditors’ remuneration.

BY ORDER OF THE BOARD

**Nischal Hindia**

*Secretary*

30 April 2025

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, MUFG Corporate Markets, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by no later than 10.30 a.m. on 3 June 2025;
  - (b) electronically via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufg.com/>;
  - (c) if you hold your shares in CREST, use the CREST electronic proxy appointment service as described in note (iv) below; or
  - (d) if you are an institutional investor, be able to appoint a proxy electronically via the Proximity platform, as described in note (vi) below.

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

Unless otherwise indicated on the Form of Proxy, CREST, Proximity 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 3 June 2025 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) Investor Centre is 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/>.



- (v) 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, MUFG Corporate Markets (ID RA10), by 10.30 a.m. on 3 June 2025. 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).

- (vi) 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). Your proxy must be lodged by 10.30 a.m. on 3 June 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.
- (vii) 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).
- (viii) 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.
- (ix) Copies of the letters of appointment 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.
- (x) Unacceptable behaviour will not be tolerated at the Meeting and it will be dealt with appropriately by the Chairman.
- (xi) As at 15 April 2025 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 2,809,739 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 15 April 2025 were 2,747,239.