

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.



Notice of Annual General Meeting

Notice of the annual general meeting of the Company to be held at The Goring Hotel, Beeston Place, Grosvenor Gardens, London SW1W 0JW on 4 June 2026 at 11.00 a.m. is set out at the end of this document and the recommendation of the Directors is set out on page 5.

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.mufig.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, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL as soon as possible but in any event so as to arrive no later than 11.00 a.m. on 2 June 2026.



(Registered in England and Wales with no. 29559)

Directors

Simon Turner*
Byron Coombs
Oliver Capon
Graham Mclean
Alison McFadyen***
Stephen Buckland*
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

5 May 2026

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

Dear Shareholder

This letter accompanies the 2025 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 6.

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 and Resolutions 5 to 14 is set out below. The purpose of the Meeting is to seek shareholders’ approval for the resolutions.

Resolution 2 – Remuneration Report (Ordinary Resolution)

In accordance with the recommendations of the QCA Corporate Governance Code (the “**QCA Code**”), Resolution 2 is to approve the Remuneration Report (excluding the Policy on Directors’ remuneration) set out on pages 56 to 58 of the 2025 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)

In accordance with the recommendations of the QCA Code, Resolution 3 seeks shareholder approval for the Policy on Directors’ remuneration, which was last approved by shareholders in 2023, and is set out on page 56 of the 2025 Annual Report and Accounts. If Resolution 3 is passed, the policy on Directors’ remuneration will take effect from the conclusion of the Meeting on 4 June 2026. This vote is advisory and the Directors’ entitlement to remuneration is not conditional on the approval of Resolution 3. There have been no material changes to the Policy on Directors’ remuneration since it was last approved by shareholders in 2023. The revised policy, including a summary of the minor amendments, is set out on page 56 of the 2025 Annual Report and Accounts.

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

The Articles of Association of the Company (the “**Current 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, Alison McFadyen and Alec Hayley will retire and are offering themselves for re-election. Resolutions 5 to 11 propose the re-election of these Directors.

Frédéric Vuilleumier will not be seeking re-election at the Meeting and will retire from the Board at the conclusion of the Meeting.

Brief biographies of the Directors are set out on pages 46 and 47 of the 2025 Annual Report and Accounts.

Resolutions 12 and 13 – Auditors (Ordinary Resolutions)

The Company is required to appoint an auditor at every general meeting of the Company at which accounts are presented to shareholders. During the year, a competitive tender process of audit services was completed, in which BDO LLP emerged as the Company's preferred provider of audit services. Following its success in the competitive tender process, Resolution 12 proposes the appointment of BDO LLP as auditors of the Company with effect from the end of the Meeting until the conclusion of the next annual general meeting. It is normal practice for a company's directors to be authorised to agree how much the auditors should be paid and Resolution 13 grants this authority to the Directors.

Resolution 14 – Adoption of New Articles of Association (Special Resolution)

Resolution 14 proposes that the Company adopts updated articles of association (the “**New Articles**”), principally in order to reflect developments in law and practice since the Current Articles were last amended in 2016. A copy of the New Articles, together with a copy marked to show the changes from the Current Articles, is available for inspection and can be viewed on the Company's website.

A summary of the principal changes is set out below:

Hybrid meetings (Articles 62 to 73): The New Articles give the Directors the power to convene a hybrid general meeting, being a meeting which has the facilities for holders to attend both in a physical place and via electronic platforms. The New Articles do not give the Directors the power to hold a solely electronic (or virtual) general meeting. The provisions in the New Articles include, for example, the details that need to be provided to holders if such a meeting is to be held and a requirement that all resolutions must be taken on a poll in the event of a hybrid meeting. The Directors consider that the Company should properly have the ability to convene hybrid meetings should the circumstances require this.

Untraced members (Articles 219 to 223): In line with market practice, the New Articles provide additional flexibility in relation to the sale of shares owned by holders who are untraced after a period of at least 12 years. Under the Current Articles, the Company is required to give notice to untraced holders of an intention to sell their shares by way of an advertisement in both a national newspaper and a local newspaper circulating in the area in which the holder's last known postal address is. Under the New Articles, the Company may instead send a notice to the last registered or known address of the holder and use reasonable steps to trace the holder including, if considered appropriate, using a professional asset reunification company or other tracing agent. Additionally, under the New Articles, in respect of the proceeds of shares sold on behalf of an untraced member, if they are not validly claimed within six years of the sale, they will belong to the Company.

Postponement/change of general meeting (Article 73): In line with current market practice, the New Articles provide flexibility to permit the notice of any change or postponement to be advertised in the manner that the Directors (in their discretion) decide.

Directors' remuneration (Article 132): The cap on the fees payable to Directors for their services in the office of Director has been amended to remove the cap and the New Articles permit the Directors to determine such fees. This increase is designed to provide additional flexibility to the Company going forward. The remuneration of all directors will continue to be disclosed in the Company's Annual Report and Accounts.

Unclaimed dividends (Article 191): To reflect current market practice, the time period in respect of unclaimed dividends has been reduced from 12 years to six years.

Scrip dividends (Article 198): In accordance with The Investment Association's Share Capital Management Guidelines 2023, the expiry period for an ordinary resolution authorisation in respect of a scrip dividend has been decreased from five years to three years. The New Articles also provide flexibility for the Company to revert to a cash dividend prior to the allotment of any new shares in satisfaction of a scrip dividend.

Minor amendments: Some additional minor amendments have been made to the New Articles, and the provisions have been updated as follows:

- **Share Capital (Articles 6 and 9):** to update the share capital provisions in line with current market practice so as to permit the Directors to determine the rights or restrictions relating to shares where those rights or restrictions are not otherwise set out in the New Articles or in a shareholder resolution. For the avoidance of doubt, shareholder authorisation (by ordinary resolution) will continue to be required, in line with the Companies Act 2006, prior to any share allotment;
- **General meetings (Articles 75 and 78):** to update the adjournment provision relating to the time period before a general meeting will be adjourned for lack of quorum, update the adjournment provisions relating to notice and the time period before an adjourned meeting will be dissolved for lack of quorum, add health and safety requirements in relation to general meeting procedures and clarify that the chair of the meeting's decisions shall be final;
- **Directors' vacation of office (Articles 128 to 138):** to re-order the provisions relating to Directors being removed from office, clarify the provisions for where an analogous event occurs in another jurisdiction or a Director's alternate fails to attend meetings, specify that where a Director's appointment terminates, such Director will cease to be a member of any committee, and clarify the application of the resignation and removal provisions to executive Directors;
- **Board meetings (Article 150):** to clarify that a Director may waive their entitlement to notice of a meeting and that any retrospective waiver shall not affect the validity of the meeting;
- **Directors (Articles 156 to 165):** to expand the list of situations in which a Director may have a conflict of interest, update the provisions on how conflicts of interest are handled operationally and clarify that Directors may vote on a matter despite having a conflict of interest where all other Directors are also being offered substantially the same terms in relation to that matter;
- **Accounting Records (Article 177):** to update the provisions relating to the sending of accounts in line with the Companies Act 2006;
- **Notices (Article 205 to 217):** to update the provisions relating to giving notice to joint holders, clarify the provisions relating to giving notice by hand and update the provisions on deemed delivery when a communication is made by post; and
- **Other:** to clarify the provisions in respect of uncertificated and certificated shares (Articles 45 to 48), to include provisions for the amendment of resolutions proposed as ordinary resolutions (Article 100), and other minor changes to reflect the current law and general market practice and gender neutral language.

The references to specific Articles set out herein refer to the corresponding numbers in the New Articles.

Action to be taken

You are asked to register your vote in one of the following ways:

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, PXS 1, 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 (v) 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 11.00 a.m. on 2 June 2026, 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 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 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 Goring Hotel, Beeston Place, Grosvenor Gardens, London SW1W 0JW on 4 June 2026 at 11.00 a.m. for the transaction of the following business:

To consider and, if thought fit, to pass the following resolutions. Resolutions 1 to 13 will be proposed as ordinary resolutions and Resolution 14 will be proposed as a special resolution.

Ordinary Resolutions

1. That the Company's annual accounts for the year ended 31 December 2025, 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 2025, be approved.
3. That the Policy on Directors' remuneration set out on page 56 of the Remuneration Report contained within the Annual Report of the Company for the year ended 31 December 2025, be approved.
4. That the final dividend recommended by the Directors of 260 pence per ordinary share for the year ended 31 December 2025 be declared payable on 30 July 2026 to holders of ordinary shares registered at the close of business on 3 July 2026.
5. That Simon Turner be re-elected as a Director.
6. That Byron Coombs be re-elected as a Director.
7. That Oliver Capon be re-elected as a Director.
8. That Graham Mclean be re-elected as a Director.
9. That Stephen Buckland be re-elected as a Director.
10. That Alison McFadyen be re-elected as a Director.
11. That Alec Hayley be re-elected as a Director.
12. That BDO LLP be 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.

Special Resolution

- 14 THAT, pursuant to section 21(1) of the Companies Act 2006, the Articles of Association produced to the meeting, and for the purpose of identification signed by the Chairman, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

BY ORDER OF THE BOARD

Nischal Hindia

Secretary

5 May 2026

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, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by no later than 11.00 a.m. on 2 June 2026;
 - (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 (v) 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 2 June 2026 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). The message must be transmitted so as to be received by the issuer’s agent, MUFG Corporate Markets (ID RA10), by 11.00 a.m. on 2 June 2026. 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 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. Your proxy must be lodged by 11.00 a.m. on 2 June 2026 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.
- (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 and a copy of the New Articles (together with a marked up version showing the amendments to the Current Articles) 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 1 May 2026 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 2,590,295 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 1 May 2026 were 2,527,795.

