

Silverwood Brands plc

Notice of General Meeting

Shareholders are invited to attend an online management presentation immediately following the formal business of this General Meeting. Any shareholder who wishes to attend the presentation is asked to email Karoline.Singleton@indigogovernance.com to register for this event.

Notice is hereby given that a General Meeting of Silverwood Brands plc (the "Company") will be held at the offices of Peterhouse Capital Limited at 80 Cheapside, London EC2V 6DZ at 9.00 am on 25 July 2024 to consider, and if thought fit, pass the following resolutions, which will be proposed as ordinary resolutions.

Ordinary Resolutions

- 1 To receive and adopt the audited accounts of the Company for the period ended 31 December 2023 and the reports of the directors and independent auditor thereon.
- 2 To approve the Directors' Remuneration Report contained within the Company's Annual Report and Accounts for the period ended 31 December 2023.
- 3 To re-appoint Crowe U.K. LLP as independent auditor of the Company, from the conclusion of this general meeting until the conclusion of the next general meeting of the Company at which accounts are laid.
- 4 To authorise the directors to determine the auditor's remuneration.

By order of the Board

Bernadette Young
on behalf of Indigo Corporate Secretary Limited
28 June 2024

Registered Office: 2nd Floor 38-43 Lincoln's Inn Fields, London, England, WC2A 3PE
Registered in England and Wales No. 13557318

EXPLANATORY NOTES ON THE RESOLUTIONS

RESOLUTION 1 - REPORT AND ACCOUNTS

The directors will present the audited financial statements of the Company for the period ended 31 December 2023 together with the directors' reports and the auditor's report on those financial statements.

RESOLUTION 2 – DIRECTORS' REMUNERATION REPORT

The directors will present the remuneration report for the period ended 31 December 2023 for approval. This vote is not mandatory but is considered best practice.

RESOLUTIONS 3 AND 4 – RE-APPOINTMENT OF AUDITOR AND FIXING OF AUDITOR'S REMUNERATION

At the general meeting at which accounts are laid before shareholders, the Company is required to appoint an auditor to hold office from the end of the meeting until the next such meeting. Resolution 3 proposes that Crowe U.K. LLP be re-appointed as the Company's auditor to hold office until the next general meeting at which the accounts are presented.

Resolution 4 proposes that the directors be authorised to set the auditor's remuneration.

Notes:

SAFETY AND WELLBEING

1. If you are eligible and choose to attend the meeting you will be required to comply with all reasonable requests to create a secure and safe environment.

ENTITLEMENT TO ATTEND TO VOTE

2. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders registered in the Company's register of members at 9.00 a.m. BST on 23 July 2024 or, if the meeting is adjourned, at 9.00 a.m. on the day two business days prior to the adjourned meeting, will be entitled to attend, speak and vote at the meeting. Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote at the meeting.

APPOINTMENT OF PROXIES

3. If you are a member of the Company at the time set out in Note 2 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote in your place. A form of proxy is enclosed. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you fail to specify the number of shares to which each proxy relates or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
4. To be effective, the form of proxy must be (i) completed and signed, (ii) sent or delivered to the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD, and (iii) received by Neville Registrars Limited no later than 9.00 a.m. BST on 23 July 2024. Any power of attorney or other authority under which the form of proxy is signed (or a notarially certified copy or a duly certified copy of such power or authority) must be included with the form of proxy.
5. As an alternative to completing a hard copy form of proxy, shareholders can submit their vote electronically at www.sharegateway.co.uk by completing the authentication requirements on the website no later than 9.00 a.m. BST on 23 July 2024. Shareholders will need to use their personal proxy registration code (Activity Code), which is printed on the form of proxy, to validate the submission of their proxy online.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so 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 must be transmitted so as to be received by the Company's agent, Neville Registrars (whose CREST ID is 7RA11) by the specified latest time(s) for receipt of proxy appointments. 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. 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.

CHANGING PROXY INSTRUCTIONS

7. To change your proxy instructions, simply submit a new proxy appointment using the method set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of the proxies will take precedence.

TERMINATING PROXY APPOINTMENTS

8. In order to revoke a proxy appointment, you will need to inform the Company by sending a signed hard copy notice clearly stating the intention to revoke the proxy appointment to the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a notarially certified copy or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Neville Registrars Limited no later than 9.00 a.m. BST on 23 July 2024. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

CORPORATE REPRESENTATIVES

9. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

OTHER MATTERS

10. A shareholder may not use any electronic address provided either in this notice or any related documents (including the form of proxy), to communicate with the Company for any purposes other than those expressly stated.