

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** It contains the resolutions of the Company ("Resolutions") to be voted on at the Annual General Meeting of the Company to be held on Wednesday 3 August 2022. If you are in any doubt about the contents of this Document, or the action you should take, you are recommended immediately to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant, fund manager or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended, if you are a resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred your shares in RiverFort Global Opportunities plc (the "**Company**"), please forward this Document and the accompanying documents to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

---

# RiverFort Global Opportunities plc

(registered in England and Wales with company number 00269566)

## Notice of Annual General Meeting

---

**Notice of the Annual General Meeting of the Company, to be held at 107 Cheapside, London EC2V 6DN at 10.00 am on Wednesday 3 August 2022 is set out at the end of this Document.**

A Form of Proxy ("**Form of Proxy**") for use at the meeting is enclosed. To be valid, Forms of Proxy should be completed, signed and returned so as to be received by the Company's registrars, Share Registrars Ltd, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX as soon as possible, but in any event so as to be received not later than 48 hours before the time of the Annual General Meeting, being 10.00 am on Monday 1 August 2022. Please refer to the detailed notes contained in the notice of Annual General Meeting and Form of Proxy. Completion and return of the Form of Proxy will not preclude a shareholder of the Company ("**Shareholder**") from attending in person and voting at the Annual General Meeting.

## LETTER FROM THE CHAIRMAN

# Riverfort Global Opportunities plc

(Incorporated and registered in England and Wales under the Companies Act 1985, Company number 00269566)

### Directors

Philip Haydn-Slater (Chairman)  
Nicholas Lee  
Amanda van Dyke  
Andrew Nesbitt

Registered Office  
Suite 39  
18 High Street  
High Wycombe  
Buckinghamshire  
HP11 2BE

8 July 2022

To the holders of Ordinary Shares

Dear Shareholder

### Notice of Annual General Meeting (“Notice”)

#### 1. Annual General Meeting

The Annual General Meeting (“AGM”) of RiverFort Global Opportunities plc (“Company”) will be held at 107 Cheapside, London EC2V 6DN on Wednesday 3 August 2022 at 10:00 am and a notice of the AGM is set out at the end of this Notice.

#### 2. Resolutions

The following Resolutions will be proposed at the AGM:

##### *Resolution 1: Annual accounts*

To receive the Company’s annual accounts for the financial year ended 31 December 2021 together with the directors’ report and auditor’s report on those accounts.

##### *Resolution 2: To reappoint the auditors*

To re-appoint PKF Littlejohn LLP as the Company’s auditors to hold office from the conclusion of this meeting until conclusion of the next meeting at which accounts are laid before the Company and to authorise the directors to agree the remuneration of the auditors.

##### *Resolution 3: To reappoint Philip Haydn-Slater as a director*

To re-appoint, Philip Haydn-Slater, as a director who retires in accordance with article 39.1 of the Company’s articles of association and, being eligible, is standing for re-appointment.

Philip Haydn-Slater has over 35 years of experience in stockbroking and commodities with a number of well-known stockbroking firms. He spent eight years as Head of Corporate Broking at WH Ireland Limited in London, where he was responsible for originating and managing equity transactions, including IPOs and secondary placings for corporate clients on AIM and other international exchanges. More recently, given his wealth of experience, he has acted as an independent director on the boards of a number of public and private companies.

##### *Resolution 4: Authority to allot shares*

This resolution grants the directors authority to allot shares in the capital of the Company and rights to subscribe for shares up to an aggregate nominal value of £25,847, representing approximately one third of the nominal value of the issued ordinary share capital of the Company as at 7 July 2022, being the latest practicable date before publication of this notice. The directors do not have any present intention of exercising the authority conferred by this Resolution but they consider it desirable that the specified amount of authority is available for issue if appropriate. Unless revoked, varied or extended, this authority will expire at the conclusion of the next AGM of the Company or 15 months from the passing of the Resolution, whichever is the earlier.

*Resolution 5: Resolution to disapply pre-emption rights*

This Resolution authorises the directors in certain circumstances to allot equity securities for cash other than in accordance with the statutory pre-emption rights (which require a company to offer all allotments for cash first to existing shareholders in proportion to their holdings). The relevant circumstances are either where the allotment takes place in connection with a rights issue or the allotment is limited to a maximum nominal amount of £11,631, representing approximately 15% of the nominal value of the issued ordinary share capital of the Company as at 7 July 2022. Unless revoked, varied or extended, this authority will expire at the conclusion of the next AGM of the Company or 15 months from the passing of the Resolution, whichever is the earlier.

*Resolution 6: Authority to purchase own shares*

This Resolution authorises the Company to make market purchases of its own shares. This authority is limited to 77,540,418 ordinary shares representing 10% of the Company's issued share capital as at 7 July 2022. The Directors do not have any present intention of exercising the authority conferred by this Resolution but they consider it desirable that the specified amount of authority is available for issue if appropriate. Unless revoked, varied or extended, this authority will expire at the conclusion of the next AGM of the Company or 15 months from the passing of the Resolution, whichever is the earlier.

*Resolution 7: To approve a dividend*

This Resolution will approve the payment of a dividend of 0.038 pence per Ordinary Share. The record date for the dividend is Friday 12 August 2022.

### **3. Action to be taken by Shareholders**

Although shareholders may not be able to attend the AGM in person, shareholder participation is crucial. You can register your vote(s) for the AGM either:

- by logging on to [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions;
- by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 8 below.

In order for a proxy appointment to be valid, the proxy must be received by Share Registrars Limited by 10:00 am on 1 August 2022.

### **4. Recommendation**

The directors believe that all of the Resolutions will promote the success of the Company for the benefit of its Shareholders as a whole. Your board will be voting in favour of the Resolutions and unanimously recommend that Shareholders vote in favour of them.

Yours faithfully

**Philip Haydn-Slater**  
**Chairman**

# NOTICE OF ANNUAL GENERAL MEETING RIVERFORT GLOBAL OPPORTUNITIES PLC

*Registered in England and Wales with number 00269566*

NOTICE is hereby given that the Annual General Meeting of RiverFort Global Opportunities plc will be held at 107 Cheapside, London EC2V 6DN at 10:00 am on Wednesday 3 August 2022 to consider and, if thought fit, pass Resolutions 1, 2, 3, 4, 6 and 7 as ordinary Resolutions and Resolution 5 as a special Resolution:

## Ordinary Business

1. To receive the Company's annual accounts for the financial year ended 31 December 2021 together with the directors' report and auditor's report on those accounts.
2. To re-appoint PKF Littlejohn LLP as the Company's auditors to hold office from the conclusion of this meeting until conclusion of the next meeting at which accounts are laid before the Company and to authorise the directors to agree the remuneration of the auditors.
3. To re-appoint as a director Philip Haydn-Slater who retires in accordance with article 39.1 of the Company's articles of association and, being eligible, is standing for re-appointment.

## Special Business

4. **THAT**, in accordance with section 551 of the Companies Act 2006 (the "**Act**"), the directors of the Company ("**Directors**") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**"): (i) up to an aggregate nominal value of £25,847, representing approximately one third of the nominal value of the issued ordinary share capital of the Company as at 7 July 2022, being the latest practicable date before publication of this notice, provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company or (if earlier) 15 months from the date of passing this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act.
5. THAT, subject to the passing of Resolution 4, the Directors be given the general power to allot equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by Resolution 4 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
  - a) The allotment of equity securities in connection with an offer by way of a rights issue:
    - i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
    - ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange.

The allotment (otherwise than pursuant to paragraphs a) and b) above) of equity securities up to an aggregate nominal amount of £11,631.

The power granted by this Resolution will unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company or (if earlier) 15 months from the date of passing this Resolution, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

This Resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

6. To authorise the Company generally and unconditionally to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 0.01 pence each provided that:
- a. The maximum aggregate number of ordinary shares that may be purchased is 77,540,418 representing 10% of the Company's issued share capital as at 7 July 2021.
  - b. The minimum price (excluding expenses) which may be paid for each ordinary share is £0.0001.
  - c. The maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:
    - i. 105 per cent of the average market value of an ordinary share in the Company for the five business days prior to the day the purchase is made; and
    - ii. the value of an ordinary share calculated on the basis of the higher of the price quoted for:
      1. the last independent trade of; and
      2. the highest current independent bid for,any number of the Company's ordinary shares on the trading venue where the purchase is carried out.

The authority conferred by this Resolution shall expire 15 months from the date of passing this Resolution or, if earlier, at the conclusion of the Company's next annual general meeting save that the Company may, before the expiry of the authority granted by this Resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority.

7. To approve a dividend of 0.038 pence per ordinary share for the year ended 31 December 2021 to be paid on or around 26 August 2022 to the holders of ordinary shares on the register of members at the close of business on 12 August 2022.

By Order of the Board

Miles Nicholson  
*Company Secretary*

Dated 8 July 2022

## **Notes:**

### **Appointment of Proxies**

1. Every holder has the right to appoint some other person of their choice, who need not be a shareholder, to attend and act on their behalf (including to speak and to vote) at the meeting. If you wish to appoint a person other than the chairman of the Company, please insert the name of your chosen proxy holder in the space provided on the Proxy Form.
2. In the case of joint holders the vote of the person first named in the register of members of the Company tendering a vote will be accepted to the exclusion of the votes of the other joint holders.
3. To be effective, this form, completed and signed, and any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority, must be lodged online or at the office of the Company's registrars at: Share Registrars Limited, The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX not later than 48 hours (excluding non-working days) before the time appointed for holding the meeting.
4. In the case of a shareholder which is a company, this proxy form 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 corporation which is a member of the Company 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. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate member has appointed the Chairman of the Meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that member at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate member has not appointed the Chairman of the Meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate members are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives ([www.icsa.org.uk](http://www.icsa.org.uk)) for further details of this procedure. The guidance includes a sample form of appointment letter if the chairman is being appointed as described in (i) above.
5. To direct your proxy how to vote on the Resolutions, mark the appropriate box with an "X". The "Vote Withheld" option is provided to enable you to abstain on any particular Resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a Resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. In accordance with regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company 48 hours before the time appointed for the meeting or any adjournment thereof. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. 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, please contact the registrars of the Company, Share Registrars Limited, The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX. To change your proxy instructions, please submit a new proxy form using the methods set out in these notes and the notes to the proxy form. To revoke your proxy, you will need to notify the Company in writing by sending a hard copy notice to Share Registrars Limited at the above address clearly stating your intention to revoke your proxy appointment, prior to the date and time set out in note 3.
8. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 7RA36) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. Any alterations made to the Proxy form should be initialled.
10. The completion and return of the Proxy form will not preclude a holder from attending, speaking and voting in person at the meeting. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. If the Company is unable to determine which appointment was last validly received, none of them shall be treated as valid in respect of that share.

