

**THIS DOCUMENT IS IMPORTANT. PLEASE READ IT IMMEDIATELY.**

If you are in any doubt about the action you should take, you are recommended to consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in SulNOx Group Plc, please send this Document, together with the accompanying Form of Proxy at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the person who now holds the shares.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This document does not constitute any offer to issue or sell or a solicitation of any offer to subscribe for or buy shares in the Company.

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**SULNOX GROUP PLC**

**COMPANY NUMBER 08449586**

**NOTICE OF GENERAL MEETING**

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**Please note that arrangements for the General Meeting are different to normal due to restrictions on personal movement and social distancing measures implemented by the UK Government in response to the Covid-19 pandemic. This means that special measures will be adopted for the General Meeting to protect the health and safety of Shareholders. The Board requests that no Shareholders attend the meeting in person. Any Shareholders that do attend will be refused entry. Only those who are required to form the quorum will attend in person and those Shareholders will constitute the minimum quorum for the meeting to take place. Shareholders are encouraged to vote their shares by appointing the Chairman of the Meeting as proxy. You can vote by returning the proxy instructions that you received with this document.**

Notice of the General Meeting of the Company to be held at 11.00 am on 4 December 2020 at 10-12 Orange Street, London, WC2H 7DQ is set out on pages 9 to 12 of this Document.

A Form of Proxy for use at the General Meeting is enclosed, and to be valid the Form of Proxy must be completed in accordance with the instructions set out on it and returned to the Company as set out in the Notes on pages 14 and 15, as soon as possible, but in any event not later than 11.00 am on 2 December 2020.

**Only the chairman can be appointed as your proxy for this particular meeting and in addition shareholders cannot attend this meeting in person.**

## DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

<b>“Act”</b>	the Companies Act 2006
<b>“Allenby Capital”</b>	Allenby Capital Limited, the Company’s AQSE Growth Market Corporate Adviser and a firm regulated and authorised by the FCA
<b>“AQSE”</b>	the Aquis Stock Exchange, a Regulated Investment Exchange under FSMA, and the operator of the AQSE Growth Market on which the Ordinary Shares are admitted to trading
<b>“Board” or “Directors”</b>	the directors of the Company whose names are set out on page 5 of this document, and as appropriate, the directors of the Company from time-to-time
<b>“Circular” or “Document”</b>	this document, containing details of the Resolutions
<b>“Company” or “SulNOx”</b>	SulNOx Group Plc, a company incorporated and registered in England and Wales, with registered number 08449586
<b>“CREST”</b>	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear which facilitates the transfer of title to shares in uncertificated form
<b>“CREST Regulations”</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755) including any enactment or subordinate legislation which amends or supersedes those regulations and any applicable rules made under those regulations or any such enactment or subordinate legislation for the time being in force
<b>“FCA”</b>	the Financial Conduct Authority
<b>“Form of Proxy”</b>	the form of proxy for use by the Shareholders in connection with the General Meeting
<b>“FSMA”</b>	the Financial Services and Markets Act 2000
<b>“General Meeting” or “Meeting”</b>	the general meeting of the Company to be held at 10-12 Orange Street, London, WC2H 7DQ on 4 December 2020 at 11.00 am, notice of which is set out at the end of this document
<b>“Group”</b>	the Company and its subsidiary undertakings
<b>“Issued Share Capital”</b>	the 85,382,843 Ordinary Shares in issue as at the date of this Document
<b>“London Stock Exchange”</b>	the London Stock Exchange plc

<b>"Ordinary Shares"</b>	the ordinary shares of £0.02 each in the capital of the Company
<b>"Proposed Directors"</b>	the persons proposed by the Requisitioners to be appointed as Directors, as set out in Resolutions 2 to 5 inclusive
<b>"Regulatory Information Service"</b>	any information service authorised from time to time by the FCA for the purpose of disseminating regulatory announcements
<b>"Requisition"</b>	the requisition notice of a general meeting of the Company made under section 303 of the Act signed by the Requisitioners, as announced by the Company on 16 October 2020
<b>"Requisitioners"</b>	Angela Bravo, James Redman Junior and Stephen Bamford
<b>"Resolutions"</b>	the resolutions to be proposed at the General Meeting, notice of which is set out at the end of this document
<b>"Shareholders"</b>	the holders of Ordinary Shares in the Company

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<b><u>Event</u></b>	<b><u>Expected time / date</u></b>
Publication of this document	6 November 2020
Latest time and date for receipt of forms of proxy	11.00 am on 2 December 2020
General Meeting	11.00 am on 4 December 2020

### **Notes:**

- (1) All times shown in this document are London times unless otherwise stated. The dates and times given are indicative only and are based on the Company's current expectations and may be subject to change. If any of the times and/or date above changes. The revised times and/or dates will be notified to Shareholders by announcement through the Regulatory News Service of the London Stock Exchange.
- (2) If the General Meeting is adjourned, the latest time and date for receipt of forms of proxy for the adjourned meeting will be notified to Shareholders by announcement through the regulatory news service of the London Stock Exchange.

### **Special Arrangements**

**SHAREHOLDERS CANNOT ATTEND THIS MEETING IN PERSON.**

**Your vote matters. Please vote your shares by appointing the Chairman of the Company as your proxy. You can vote by returning the proxy instruction that you received with this document. ONLY THE CHAIRMAN OF THE MEETING CAN BE APPOINTED AS YOUR PROXY FOR THIS PARTICULAR MEETING.**

**A Form of Proxy for use at the General Meeting accompanies this document and, to be valid, must be completed and returned to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR or via e-mail to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com) as soon as possible but in any event to be received not later than 11.00 am on 2 December 2020 or 48 hours (excluding non-business days) before any adjourned meeting.**

**LETTER FROM THE DIRECTORS**  
**SULNOX GROUP PLC**

*(Incorporated and registered in England & Wales with registered number 08449586)*

*Directors:*

Nicholas Nelson (*Director*)  
Simon Retter (*Director*)

*Registered Office:*

10 Orange Street  
London  
WC2H 7DQ  
United Kingdom

To the Shareholders and, for information only, to the holders of warrants and options

6 November 2020

Dear Shareholder

**Notice of General Meeting**

**Introduction**

There is attached to this letter a Notice convening a General Meeting (“**GM**”) of the Company which will be held at 10-12 Orange Street, London, WC2H 7DQ on 4 December 2020 at 11.00 am. The GM has been called following receipt of the Requisition from the Requisitioners.

Please note that there are special arrangements for this meeting in light of the COVID-19 pandemic, which we encourage Shareholders to note carefully.

**COVID-19 Special Arrangements**

Due to the ongoing Coronavirus (COVID-19) pandemic, and in line with the Government’s current Stay at Home Measures (“**Measures**”), the Board have adopted certain measures to ensure the health and safety of the Shareholders.

In order to reduce the risk of infection we ask all Shareholders **not** to attend the General Meeting, which will end immediately following the conclusion of formal business. Shareholders who attend in person will **not** be granted entry to the meeting.

Arrangements will be made by the Company to ensure that the requirements of a quorum for the General Meeting are met and so that the formal business of the meeting may proceed.

Please read the section titled “Action to be taken by Shareholders” (below) carefully.

***Resolutions to be proposed at the General Meeting***

As requested by the Requisition, the resolutions set out below shall be proposed at the GM (**Resolutions**). Resolutions 1 to 6 shall be proposed as ordinary resolutions and Resolution 7 shall be proposed as a special resolution.

## **ORDINARY RESOLUTIONS**

**Resolution 1** - *That Simon James Retter be removed from office as a director of the Company with immediate effect.*

**Resolution 2** – *That Professor Anthony Granger be appointed as a director of the Company with immediate effect.*

**Resolution 3** – *That Professor Radu Florescu be appointed as a director of the Company with immediate effect.*

**Resolution 4** – *That Ben Richardson be appointed as a director of the Company with immediate effect.*

**Resolution 5** – *That Nigel Armitt be appointed as a director of the Company with immediate effect.*

**Resolution 6** – *(Authority to allot equity securities)*

*That, subject to the passing of resolutions 1 to 5 above, pursuant to section 551 of the Act, the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined by section 560 of the Act) up to the maximum aggregate nominal amount of £175,000 PROVIDED that the authority granted under this resolution shall lapse at the end of the next annual general meeting of the Company to be held after the date of the passing of this resolution save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be allotted or equity securities to be granted after such expiry and the Directors shall be entitled to allot shares and grant equity securities pursuant to such offers or agreements as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant equity securities be and are hereby revoked.*

## **SPECIAL RESOLUTION**

**Resolution 7** – *(Authority to allot equity securities)*

*That, subject to the passing of Resolution 6 above, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 6 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 the allotment of equity securities:*

- a) In connection with an offer of equity securities to the holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and 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 arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and*
- b) (otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £175,000.*

*and provided that this power shall expire on the conclusion of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) or agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements notwithstanding that the power conferred by this resolution has expired.*

**Note:** The Requisition also included resolutions to remove Maiken Petersen and Graham Lyon from the Board, however, following their resignations as directors of the Company on 22 and 23 October 2020 respectively, these resolutions are no longer capable of having any effect and so have fallen away. It should also be noted that one of the Requisitioners, James Redman Junior, had previously sought to requisition a general meeting of the Company to remove Nicholas Nelson as a Director (as announced on 4 September 2020). Mr Nelson subsequently resigned as a Director but remained as Company Secretary and an employee of the Company (as announced on 21 September 2020). However, Mr Nelson was reappointed as a Director on 23 October 2020 following the resignations of Ms Petersen and Mr Lyon to ensure that the Company had the required

minimum number of directors as required by the Act. The Requisition was received prior to Mr Nelson's reappointment as a Director, however, should Resolutions 1 to 5 be passed, Mr Nelson will offer his resignation as Director and company secretary to the Board.

### **Information on the Proposed Directors provided in Requisition**

The following information relating to the Proposed Directors was contained in the Requisition. Allenby Capital is in the process of undertaking due diligence on the Proposed Directors in accordance with the AQSE Growth Market Practice Note on Due Diligence; **however at the date of this document this process has not been completed and the information outlined below has not been verified.**

The Company understands that it is proposed that Mr Florescu and Mr Armitt will be appointed to the executive roles of Chief Executive Officer and Chief Financial Officer respectively, while Prof. Grainger and Mr Richardson will be appointed to the non-executive roles of Chairman and Senior Independent Non-Executive Director respectively. The Company has received consents to be appointed as directors of the Company from all of the Proposed Directors.

The unverified background information relating to the proposed new directors in the Requisition is as follows:

#### ***Prof. Anthony (Tony) Granger***

*Supreme Court of South Africa Advocate, visiting Professor at London (Metropolitan) Guildhall University Business and Law School, Freeman of the City of London, published author of many financial and business management books. Vast board level experience in business funding, development, strategy, management, audits, compliance, safety, risk management, security, regulation and governance.*

#### ***Mr Radu Florescu***

*An experienced CEO of International companies. American - French, Boston College School of Business graduate, has founded, developed and capitalised multiple successful companies and charities in America and Europe. Decades of international experience in trading, account executive, business development and management in the fields of manufacturing, marketing, power generation and fuels.*

#### ***Mr Ben Richardson***

*A Chief Operating Officer and Chief Commercial Officer with 20+ years in Deutsche Bank Global, specialising in Risk Management, Governance and Control including Regulatory requirement implementation and strategic infrastructure transformations. Experienced with leading multidisciplinary programmes with complex and evolving international interdependencies and communications*

#### ***Mr Nigel Armitt***

*CFO with twenty years in international companies in UK, Europe and Middle East. Private, public and charity sectors. Advising start-up boards and mentoring boards. A specialist in business turnaround and transformation, member of Turnaround panels: PwC, GTitex (Grant Thornton), PKF, BRITE (Begbie Traynor). Operated as Deputy CEO/MD, Group CFO, General Manager and Commercial Director. Vast, construction, transportation, oil and gas, utilities, health, finance, insurance and retail industry experience.*

### **Statement from the Requisitioners**

The following statement was contained in the Requisition to explain the Requisitioners desire to remove the existing Board and appoint the Proposed Directors:

*"We have no confidence in the current board of directors of the Company to implement a successful strategy and we believe the Company needs to appoint new directors to the board to take the Company forward."*

## **Action to be taken by Shareholders to vote at the GM**

**In light of the Covid-19 pandemic situation, it is currently expected that no shareholders, proxies or corporate representatives will be permitted to attend the GM in person. Shareholders are therefore urged to appoint the Chairman of the meeting as his or her proxy as no shareholders, proxies or corporate representatives will be permitted to attend the GM in person.**

Although the Notes to the Notice of the General Meeting refer to Shareholders being able to appoint a proxy or proxies, the Company would remind Shareholders that, in light of the Measures, they will not be allowed entry to the General Meeting. However, the Company does value Shareholder participation and values the votes of Shareholders, so it would encourage all Shareholders to exercise their voting rights BUT ONLY by appointing the Chairman of the General Meeting to be their proxy. Any proxy received appointing a person other than the Chairman of the General Meeting as the Shareholder's proxy will be deemed to have appointed the Chairman of the General Meeting as that Shareholder's proxy.

Shareholders will find enclosed with this letter a Form of Proxy for use at the General Meeting. The Form of Proxy should be completed and returned in accordance with the instructions printed on it so as to arrive at the Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR or via e-mail to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com) as soon as possible and in any event not later than at 11.00 am 2 December 2020. Completion and the return of the form of proxy will as a result of the Measures be the only acceptable method of voting at the General Meeting.

## **Recommendation**

The Directors unanimously believe that the Resolutions are not in the best interests of the Company and its members as a whole and are not likely to promote the success of the Company for the benefit of its members as a whole and unanimously recommend you vote against the Resolutions.

Yours faithfully

**Nicholas Nelson & Simon Retter**  
Directors

**SULNOX GROUP PLC**  
*Company number 08449586*  
10-12 Orange Street, London, England, WC2H 7DQ

**NOTICE** is hereby given that the General Meeting of SulNOx Group Plc ("**Company**") will be held at 10-12 Orange Street, London, WC2H 7DQ on 4 December 2020 for the purpose of considering and if thought fit passing the Resolutions set out below, of which resolutions 1 to 6 (inclusive) will be proposed as ordinary resolutions and resolution 7 will be proposed as a special resolution.

The physical meeting will be held at 10-12 Orange Street, London, WC2H 7DQ, but please note the instructions set out in this Document with respect to the arrangements in place for this meeting. **No Shareholder will be allowed entry into to the physical meeting.**

### **ORDINARY RESOLUTIONS**

*Resolution 1* - That Simon James Retter be removed from office as a director of the Company with Immediate effect.

*Resolution 2* – That Professor Anthony Granger be appointed as a director of the Company with Immediate effect.

*Resolution 3* – That Professor Radu Florescu be appointed as a director of the Company with Immediate effect.

*Resolution 4* – That Ben Richardson be appointed as a director of the Company with Immediate effect.

*Resolution 5* – That Nigel Armitte be appointed as a director of the Company with Immediate effect.

*Resolution 6* – That, subject to the passing of resolutions 1 to 5 above, pursuant to section 551 of the Act, the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined by section 560 of the Act) up to the maximum aggregate nominal amount of £175,000 PROVIDED that the authority granted under this resolution shall lapse at the end of the next annual general meeting of the Company to be held after the date of the passing of this resolution save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be allotted or equity securities to be granted after such expiry and the Directors shall be entitled to allot shares and grant equity securities pursuant to such offers or agreements as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant equity securities be and are hereby revoked.

### **SPECIAL RESOLUTION**

*Resolution 7* – That, subject to the passing of Resolution 6 above, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 6 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 the allotment of equity securities:

- a) In connection with an offer of equity securities to the holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and 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 arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and

b) (otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £175,000.

and provided that this power shall expire on the conclusion of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) or agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements notwithstanding that the power conferred by this resolution has expired.

**BY ORDER OF THE BOARD**

Nicholas Nelson  
*Company Secretary*

6 November 2020

**Registered office:**  
10 Orange Street  
London  
WC2H 7DQ  
United Kingdom

## Notes to the Notice of General Meeting Notes:

### Covid-19 update - Attendance at meeting

Given current measures around the COVID-19 situation and the desire of the Company to protect the health and safety of Shareholders, the GM will be run as a virtual meeting.

As shareholders cannot attend in person, the Company encourages all shareholders to vote by submitting a proxy in advance of the GM. Please fill in the proxy form sent to you with this notice and return it to our registrars as soon as possible. Alternatively, you may submit votes electronically, if you hold your shares in CREST, through the CREST system. The registrars must receive your votes by 11 am (GMT) on 1 December 2020.

Shareholders are therefore requested to submit their votes, in respect of the business to be considered at the GM, via proxy, as early as possible. **Shareholders should appoint the Chairman of the GM as their proxy. If a shareholder appoints anyone other than the Chairman of the meeting as their proxy, the proxy will not be able to physically attend the GM and will not be able to vote at the meeting.**

- 1 Shareholders entitled to attend and to speak and vote are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint the Chairman of the Meeting as their proxy in relation to the General Meeting. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. **If a shareholder appoints anyone other than the Chairman of the meeting as their proxy, the proxy will not be able to physically attend the GM and will not be able to vote at the meeting.**
- 2 To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours and by appointment only) by hand to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR or via e-mail to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com) no later than 11.00 am on 2 December 2020.
- 3 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
- 4 In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a **“CREST Proxy Instruction”**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer’s agent, Share Registrars Limited (ID: 7RA36) by 11.00 am on 2 December 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer’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.
- 5 CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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, to procure that his 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

- 6 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.
- 7 Shareholders are advised not to attend the General Meeting and in the event that they should attend, such Shareholders will not be granted access to the meeting.
- 8 To be entitled to vote at the General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members of the Company at 11.00 am on 2 December 2020 or, in the event of any adjournment, on the date which is 48 hours (excluding non-business days) before the time of the adjourned meeting. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 9 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. **If a corporate representative is appointed, they will not be able to physically attend the GM and will not be able to vote at the meeting.**
- 10 To change your proxy instructions simply submit a new proxy appointment using the methods set out above. A replacement proxy form may be obtained by contacting the Company. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR. In the case of a member 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 duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by the Company no later than 11.00 am on 2 December 2020. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, your proxy appointment will remain valid.

**PROXY FORM FOR GENERAL MEETING - SULNOX GROUP PLC ("Company")**

**Before completing this form, please read the explanatory notes to the proxy form on the following page.**

Please complete the following boxes in BLOCK CAPITALS including initials and surnames of joint holders if applicable.

<b>Shareholder Name:</b>	
<b>Shareholder Address:</b>	

I/We being a member of the Company appoint the Chairman of the meeting **or** appoint the following person (see note 3 - if the box below is left blank the Chairman will be appointed as your proxy):

<b>Proxy Name:</b>	
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as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held on 4 December 2020 at 11.00am and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

RESOLUTION NUMBER	RESOLUTION	FOR	AGAINST	VOTE WITHELD
<b>Ordinary Resolutions</b>				
Resolution 1 (Ordinary)	That Simon James Retter be removed from office as a director of the Company with immediate effect.			
Resolution 2 (Ordinary)	That Professor Anthony Granger be appointed as a director of the Company with immediate effect.			
Resolution 3 (Ordinary)	That Radu Florescu be appointed as a director of the Company with immediate effect.			
Resolution 4 (Ordinary)	That Ben Richardson be appointed as a director of the Company with immediate effect.			
Resolution 5 (Ordinary)	That Nigel Armit be appointed as a director of the Company with immediate effect			
Resolution 6 (Ordinary)	To authorise the Directors to allot certain shares in the Company			
<b>Special Resolutions</b>				
Resolution 7 (Special)	To disapply statutory pre-emption rights			



<b>Shareholder Signature</b>	<b>Date</b>
.....	.....

## Notes to the Proxy Form

### Notes to the proxy form

#### Covid-19 update - Attendance at meeting

Given current measures around the COVID-19 situation and the desire of the Company to protect the health and safety of Shareholders, attendance at this GM is not permitted.

As shareholders cannot attend in person, the Company encourages all shareholders to vote by submitting a proxy in advance of the GM. Please fill in this proxy form and return it to our registrars as soon as possible. Alternatively, you may submit votes electronically, if you hold your shares in CREST, through the CREST system.

Shareholders are therefore requested to submit their votes, in respect of the business to be considered at the GM, via proxy, as early as possible. Shareholders should appoint the Chairman of the GM as their proxy. Under the current meeting arrangements, if a shareholder appoints someone else as their proxy, that proxy will not be able to attend the GM in person or cast the shareholder's vote at the meeting. **All resolutions at the GM will be decided on a poll.**

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes. **At the GM resolutions will be decided on a poll, any proxy form appointing a proxy other than the Chairman will not be counted as a valid vote.**
2. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy.
3. To direct the Chairman how to vote on the resolutions mark the appropriate box with an "X". If you mark the box "Vote Withheld", it will mean that your proxy will abstain from voting and, accordingly, your vote will not be counted either for or against the relevant resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. **However, as set out above, if you do not appoint the Chairman as your proxy, your proxy will not be able to attend the meeting in person or vote your shares at the meeting.**
4. To appoint a proxy using this form, the form must be:
  - a. completed as follows:
    - i. your name and address should be completed at the top of the form;
    - ii. the name of your proxy should be inserted into the indicated box, or left blank if you wish the Chairman to be your proxy;
    - iii. for each resolution you should indicate how you wish the proxy to vote by marking the relevant box with an 'X'; and
    - iv. you must sign and date the proxy form where indicated at the bottom of the page and send or deliver to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR or send as a scanned copy by email to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com) and it must be received no later than 11.00 am on 2 December 2020.
5. In the case of a member which is a company, the 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.
6. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
7. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

8. 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.
9. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
10. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.

