

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.

SULNOX GROUP PLC

COMPANY NUMBER 08449586

NOTICE OF ANNUAL GENERAL MEETING

Please note that arrangements for the Annual General Meeting this year are different from those of previous years. Restrictions on personal movement and social distancing measures implemented by the UK Government in response to the Covid-19 pandemic means that special measures will be adopted for the Annual 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 Company as proxy. You can vote by returning the proxy instructions that you received with this document.

Notice of the Annual General Meeting of the Company to be held at 10-12 Orange Street, London, England, WC2H 7DQ on 23rd October 2020 at 12 noon is set out on pages 8 to 10 of this Document.

A Form of Proxy for use at the Annual 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 page 13, as soon as possible, but in any event not later than 12 noon on 21st October 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:

“Act”	the Companies Act 2006
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 10-12 Orange Street, London WC2H 7DQ, United Kingdom on 23 rd October 2020 at 12:00 p.m., notice of which is set out at the end of this document
"Board" or "Directors"	the directors of the Company whose names are set out on page [5] of this document
“Circular” or “Document”	this document, containing details of the Resolutions
“Company” or “SulNOx”	SulNOx Group Plc, a company incorporated and registered in England and Wales, with registered number 08449586
“CREST”	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear which facilitates the transfer of title to shares in uncertificated form
“CREST Regulations”	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
“FCA”	the Financial Conduct Authority
“Form of Proxy”	the form of proxy for use by the Shareholders in connection with the Annual General Meeting
“Group”	the Company and its subsidiary undertakings
“Issued Share Capital”	the 85,382,843 Ordinary Shares in issue as at the date of this Document
“London Stock Exchange”	the London Stock Exchange plc
"Ordinary Shares"	the ordinary shares of £0.02 each in the capital of the Company

“Regulatory Information Service”	any information service authorised from time to time by the FCA for the purpose of disseminating regulatory announcements
“Resolutions”	the resolutions to be proposed at the Annual General Meeting, notice of which is set out at the end of this document
“Shareholders”	the holders of Ordinary Shares in the Company

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<u>Event</u>	<u>Expected time / date</u>
Publication of this document	29 September 2020
Latest time and date for receipt of forms of proxy	12:00 p.m. on 21 October 2020
Annual General Meeting	12:00 p.m. on 23 October 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 plc.
- (2) If the Annual 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 plc.

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 CAN BE APPOINTED AS YOUR PROXY FOR THIS PARTICULAR MEETING.

A Form of Proxy for use at the Annual 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 as soon as possible but in any event to be received not later than 12:00 p.m. on 21 October 2020 or 48 hours (excluding non-business days) before any adjourned meeting.

LETTER FROM THE CHAIRMAN

SULNOX GROUP PLC

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

Directors:

Graham Lyon (*Non-executive Chairman*)
Simon Retter (*Finance Director*)
Majken Peterson (*Non-executive 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

29 September 2020

Dear Shareholder

Notice of Annual General Meeting

Introduction

I am writing to you with details of the AGM of the Company which will be held at 12:00 p.m. on 23rd October 2020 at 10-12 Orange Street, London WC2H 7DQ.

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 its Shareholders.

In order to reduce the risk of infection we ask all Shareholders **not** to attend the Annual 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 Annual 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 at the Annual General Meeting

Resolution 1 - Receiving and Considering the Accounts

This is an ordinary resolution to receive and consider the financial statements of the Company for the period ended 31 March 2020 together with the report of the directors and the report of the auditors thereon.

Resolution 2 – Re-Appointment of Director

The Board recommends the re-appointment Ingeborg Majken Korsgård Petersen, who retires by rotation pursuant to the Articles of Association of the Company. Ingeborg Majken Korsgård Petersen, being eligible, offers herself for appointment.

Resolution 3 – Reappointment of Auditors

This Resolution seeks to authorise the re-appointment of Shipleys LLP as auditors of the Company and to authorise the Directors to determine their remuneration.

Resolution 4 – Directors' Authority to Allot Shares

This is an ordinary resolution to grant the Directors with authority to allot and issue shares and grant rights to subscribe for shares in the Company for the purposes of Section 551 of the Act up to the maximum aggregate nominal amount of £341,531 (representing, approximately 25 per cent. of the Issued Share Capital). This resolution replaces any existing authorities to issue shares in the Company and the authority under this resolution will expire at the conclusion of the next annual general meeting of the Company.

Resolution 5 – Disapplication of Pre-emption Rights

Resolution 5 proposes to dis-apply the statutory rights of pre-emption in respect of the allotment of equity securities for cash under Section 561(1) of the Act. This is a special resolution authorising the Directors to issue equity securities as continuing authority up to an aggregate nominal amount of £341,531 for cash on a non pre-emptive basis pursuant to the authority conferred by Resolution 5 above. This authority represents approximately 25 per cent. of the current Issued Share Capital. The authority granted by this Resolution will expire at the conclusion of next annual general meeting of the Company.

Resolution 6 – Authority to purchase the Company's own shares

This resolution seeks authority for the Company to make market purchases of its own shares for cancellation, or to be held in treasury, up to a maximum of 8,538,284 shares representing approximately 10 per cent. of the Issued Share Capital. The minimum price, exclusive of expenses, which may be paid for an ordinary share, is £0.02. The maximum price, exclusive of expenses, which may be paid for an ordinary share is the highest of (i) an amount equal to 105% above the average market value for an ordinary share for the five business days immediately preceding the date of the purchase and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out.

The Directors have no present intention of exercising the authority to make market purchases and the seeking of this authority should not be taken to imply that shares will be purchased. The Directors will exercise this authority only when they consider such purchase to be in the best

interests of the Company, and of its shareholders generally, and could be expected to result in an increase in the earnings per share of the Company.

Shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The Directors will consider holding any ordinary shares the Company may purchase as treasury shares. The Directors believe that it is in the best interests of shareholders that the Company should have the flexibility to make market purchases of its own shares.

Action to be taken by Shareholders

We encourage Shareholders to appoint the Chairman as their proxy with their voting instructions rather than attend the Annual General Meeting in person.

Although the Notes to the Notice of the Annual 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 Annual 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 Annual General Meeting to be their proxy. Any proxy received appointing a person other than the Chairman of the Annual General Meeting as the Shareholder's proxy will be deemed to have appointed the Chairman of the Annual General Meeting as that Shareholder's proxy.

Shareholders will find enclosed with this letter a Form of Proxy for use at the Annual 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 as soon as possible and in any event not later than at 12:00 p.m. 21 October 2020. Completion and the return of the form of proxy will not prevent Shareholders from attending and voting at the Annual General Meeting should they so wish.

Recommendation

The Directors unanimously believe that the Resolutions are in the best interests of the Company and its Shareholders and unanimously recommend you to vote in favour of the Resolutions.

Yours faithfully

Graham Lyon
Chairman

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

NOTICE is hereby given that the Annual General Meeting of SulNOx Group Plc (“**Company**”) will be held at 12:00 p.m. on 23 October 2020 for the purpose of considering and if thought fit passing the Resolutions set out below, of which resolutions 1 to 4 (inclusive) will be proposed as ordinary resolutions and resolutions 5 and 6 will be proposed as special resolutions.

The physical meeting will be held at 10-12 Orange Street, London, England, 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 BUSINESS

Resolution 1: To receive and consider the financial statements for the period ended 31 December 2019 together with the report of the Directors and the report of the auditors thereon.

Resolution 2: To re-appoint Ingeborg Majken Korsgård Petersen as a Director of the Company.

Resolution 3: To re-appoint Shipleys LLP as auditors and to authorise the Directors to determine their remuneration.

SPECIAL BUSINESS

Resolution 4: That, pursuant to section 551 of the Companies Act 2006 (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 £341,531 **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.

Resolution 5: 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 the 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 £341,531;

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 any such offers or agreements notwithstanding that the power conferred by this resolution has expired.

Resolution 6: THAT the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) CA 2006) of ordinary shares of £0.02 each in the capital of the Company provided that:

- (a) the maximum aggregate number of ordinary shares that may be purchased is 8,538,284;
- (b) the minimum purchase price (excluding expenses) which may be paid for the ordinary shares is £0.02;
- (c) the maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:
 - (i) an amount equal to 105 per cent. of the average market value of an ordinary share as derived from the Aquis Stock Exchange for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased;
 - (ii) The higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out;

This authority 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, agree to purchase ordinary shares where the purchase of the ordinary shares will or may be completed or executed wholly or partly after the expiry of such authority and may make a purchase of the ordinary shares purchase to any such agreement as if the authority had not ended.

BY ORDER OF THE BOARD

Nicholas Nelson
Company Secretary

29 September 2020

Registered office:

10 Orange Street
London
WC2H 7DQ
United Kingdom

Notes to the Notice of General Meeting

Notes:

- 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 as their proxy in relation to the Annual General Meeting. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.
- 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 no later than 12:00 a.m. on 21 October 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). 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 12:00 p.m. on 21 October 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 Annual 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 Annual 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 12:00 p.m. on 21 October 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.

- 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 12 noon on 21st October 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.

Shareholder Name:	
Shareholder Address:	

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):

Proxy Name:	
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as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on 23rd October 2020 at 12 noon 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 WITHHELD
Ordinary Resolutions				
Resolution (Ordinary) 1	To receive and adopt the Director's Report and Accounts for the period ended 31 March 2020, together with the Auditor's Report thereon			
Resolution (Ordinary) 2	To re-appoint Ingeborg Majken Korsgård Petersen as a director of the Company			
Resolution (Ordinary) 3	To re-appoint Shipleys LLP as auditor of the Company for the ensuing year and to authorise the Directors to fix their remuneration			
Resolution (Ordinary) 4	To authorise the Directors to allot certain shares in the Company			
Special Resolutions				
Resolution (Special) 5	To disapply statutory pre-emption rights			
Resolution (Special) 6	To authorise the Company to make market purchases			

Shareholder Signature	Date
.....

Notes to the Proxy Form

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.
2. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. 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. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
3. To direct your proxy 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. 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.
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 and it must be received no later than 12 noon on 21st October 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.