

**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 ANNUAL GENERAL MEETING**

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Notice of the Annual General Meeting of the Company to be held at the offices of Bracher Rawlins LLP, 4<sup>th</sup> Floor, 16 High Holborn, London WC1V 6BX on 26 September 2023 at 12:00 p.m. is set out on pages 9 to 11 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 11, as soon as possible, but in any event not later than 12:00 p.m. on 22 September 2023.

Your attention is also drawn to the letter from the Chairman of the Company which is set out on page 6 of this Document and recommends that you vote in favour of the resolutions to be proposed at the Annual General Meeting.

**The Company's audited accounts for the year ended 31 March 2023, the directors' report, the Chairman's report and the strategic report will be supplied to the members separately to this notice pursuant to article 132.1 of the Company's articles of association by way of being made available to view and download on SulNOx's website: <https://sulnoxgroup.com>. These documents will be available to view by Tuesday 5<sup>th</sup> September 2023 12:00 p.m.**

## TABLE OF CONTENTS

	Page Number
Definitions	3
Expected Timetable of Principal Events	5
Letter from the Chairman	6
Notice of Annual General Meeting	9

## DEFINITIONS

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

<b>“Act”</b>	the Companies Act 2006
<b>“Annual General Meeting” or “AGM”</b>	the annual general meeting of the Company to be held at the offices of Bracher Rawlins LLP, 4th Floor, 16 High Holborn, London, WC1V 6BX on 26 September 2023 at 12:00 p.m., notice of which is set out at the end of this document
<b>“AQSE”</b>	the Aquis Stock Exchange, a recognised investment exchange under the Financial Services and Markets Act 2000, and the operator of the AQSE Growth Market, a UK SME Growth Market on which the Company’s Ordinary Shares are admitted to trading
<b>“Board” or “Directors”</b>	the directors of the Company whose names are set out on page 6 of this document
<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 Annual General Meeting
<b>“Group”</b>	the Company and its subsidiary undertakings
<b>“Issued Share Capital”</b>	The 107,811,393 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 2 pence each in the capital of the Company
<b>"Regulatory Information Service"</b>	any information service authorised from time to time by the FCA for the purpose of disseminating regulatory announcements
<b>"Resolutions"</b>	the resolutions to be proposed at the Annual 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	1 September 2023
Latest time and date for receipt of forms of proxy	12:00 p.m. on 22 September 2023
Annual General Meeting	12:00 p.m. on 26 September 2023

### **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.

## LETTER FROM THE CHAIRMAN

### SULNOX GROUP PLC

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

*Directors:*

Radu Florescu (*Non-executive Chairman*)  
Kiesha Robinson (*Independent Non-Executive Director*)  
Nicholas Fairfax (*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

1 September 2023

Dear Shareholder

### **Notice of Annual General Meeting**

#### **Introduction**

I am writing to you with details of the Annual General Meeting of the Company which will be held at the offices of Bracher Rawlins LLP, 4th Floor, 16 High Holborn, London, WC1V 6BX on 26 September 2023 at 12:00 p.m.

At the General Meeting, you will be asked to approve the following Resolutions:

#### **General Resolutions**

##### *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 2023 together with the report of the directors and the report of the auditors thereon.

##### *Resolution 2 –Appointment of Director*

This is an ordinary resolution to appoint Mohammed Nawaz Haq as a director of the Company.

##### *Resolution 3 - To approve the directors' remuneration report*

This resolution is to approve the directors' remuneration report (excluding the directors' remuneration policy, set out in the directors' remuneration report), as set out in the Company's annual report and accounts for the financial year ended 31 March 2023.

##### *Resolution 4 - To approve the directors' remuneration policy*

This resolution is to approve the directors' remuneration policy, as set out in the directors' remuneration report, as set out in the Company's annual report and accounts for the financial year ended 31 March 2023.

##### *Resolution 5 - Appointment of Auditors*

This Resolution seeks to authorise the appointment of Gravita Audit Limited as auditors of the Company. Jeffreys Henry LLP has indicated that it will not seek re-appointment as the Company's Auditor at the

Annual General Meeting as, following a business reorganisation, the firm will provide audit services to clients from another company in the Group, Gravita Audit Limited.

*Resolution 6 - To authorise the Directors to determine the auditors' remuneration*

This resolution is to authorise the Directors to determine the auditors' remuneration.

*Resolution 7 – 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 £600,000 (representing, up to 30,000,000 Ordinary Shares, approximately 28 per cent. of the Issued Share Capital) for general purposes, such as equity capital raises, granting of share options and acquisitions for shares.

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 8 - Directors' Authority to Allot Shares*

This is an ordinary resolution to grant the Directors with authority to allot and issue shares and options 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 £100,000 (representing, up to 5,000,000 Ordinary Shares, approximately 4.6 per cent. of the Issued Share Capital) for the purposes of granting options to acquire Ordinary Shares pursuant to an approved share option scheme (for directors and employees of the Company) and an unapproved option scheme (for third party non-employee contractors that work closely with the Company) (the Schemes – which the Board established during 2021) and any new equity-based incentive arrangements that the Company shall introduce, which will include and not be limited to remuneration for Consultants or Advisors

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.

**Special Resolution**

*Resolution 9 – Disapplication of Pre-emption Rights*

Resolution 9 is a special resolution which 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 and grant rights to subscribe for equity securities as continuing authority up to an aggregate nominal amount of £600,000 (representing, up to 30,000,000 Ordinary Shares) for general purposes, for cash on a non-pre-emptive basis pursuant to the authority conferred by Resolution 7 above. This authority represents approximately 28 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 10 – Disapplication of Pre-emption Rights*

Resolution 10 is a special resolution which 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 and grant rights to subscribe for equity securities as continuing authority up to an aggregate nominal amount of £100,000 (representing, up to 5,000,000 Ordinary Shares) for cash on a non-pre-emptive basis pursuant to the authority conferred by Resolution 8 above. This is for the purposes of granting options to acquire Ordinary Shares pursuant to an approved share option scheme (for directors and employees of the Company) and an unapproved option scheme (for third party non-employee contractors that work closely with the Company) (the Schemes – which the Board established during 2021) and any new equity-based incentive arrangements that the Company shall introduce which will include and not be limited to remuneration for Consultants or Advisors. This authority represents approximately 4.6 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.

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

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 Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. Alternatively, Shareholders can register their vote(s) for the Annual General Meeting 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 (the relevant log-in details for the on-line portal can be found on the top of the proxy form). In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 12:00 p.m. on 22 September 2023. Completion and 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 Board believes that the Resolutions being put to the Shareholders as described in this letter are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the Annual General Meeting as they intend to do in respect of their own beneficial holdings.

Separately, a resolution is being proposed by a Shareholder, details of which can be found in Appendix 1 of this Notice. The Board does not believe that the Resolution being put to the Shareholders as described in Appendix 1 of this letter is in the best interests of the Company and its members as a whole, nor most likely to promote the success of the Company for the benefit of its members as a whole. Accordingly, the Directors unanimously recommend that you vote against the Resolution to be proposed at the Annual General Meeting contained in Appendix 1 as they intend to do in respect of their own beneficial holdings.

## **Company's annual report and accounts**

**The Company's audited accounts for the year ended 31 March 2023, the directors' report, the Chairman's report and the strategic report will be supplied to the members separately to this notice pursuant to article 132.1 of the Company's articles of association by way of being made available to view and download on SulNOx's website: <https://sulnoxgroup.com>. These documents will be available to view by Tuesday 5 September 2023 12:00 p.m.**

Yours faithfully

**Radu Florescu**  
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 the offices of Bracher Rawlins LLP, 4<sup>th</sup> Floor, 16 High Holborn, London, WC1V 6BX on 26 September 2023 at 12:00 p.m. for the purpose of considering and if thought fit passing the Resolutions set out below, of which resolutions 1 to 8 & 11 (inclusive) will be proposed as ordinary resolutions and resolutions 9 & 10 will be proposed as a special resolutions.

### ORDINARY RESOLUTIONS

1. To receive and consider the financial statements for the period ended 31 March 2023 together with the report of the Directors and the report of the auditors thereon.
2. To appoint Mohammed Nawaz Haq as a Director of the Company.
3. To approve the directors' remuneration report (excluding the directors' remuneration policy, set out in the directors' remuneration report), as set out in the Company's annual report and accounts for the financial year ended 31 March 2023.
4. To approve the directors' remuneration policy, as set out in the directors' remuneration report, as set out in the Company's annual report and accounts for the financial year ended 31 March 2023.
5. To appoint Gravita Audit Limited as auditors of the Company.
6. Subject to the passing of Resolution 5 above, to authorise the Directors to determine the remuneration of Gravita Audit Limited as auditors.
7. That in accordance with Section 551 of the Companies Act 2006, the 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**") up to an aggregate nominal amount of £600,000, for general purposes, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the earlier of the conclusion of the Annual General Meeting of the Company to be held in 2024 or the date falling fifteen months after the passing of 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 Companies Act 2006, but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

8. That in accordance with Section 551 of the Companies Act 2006, the 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**") up to an aggregate nominal amount of £100,000, for the purposes of granting options to acquire Ordinary Shares pursuant to an approved share option scheme (for directors and employees of the Company) and an unapproved option scheme (for third party non-employee contractors that work closely with the Company) (the Schemes – which the Board established during 2021), and any new equity-based incentive arrangements that the Company shall introduce, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the earlier of the conclusion of the Annual General Meeting of the Company to be held in 2024 or the date falling fifteen months after the passing of 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 Companies Act 2006, but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

## **SPECIAL RESOLUTION**

9. That, subject to the passing of Resolution 7 above, the Directors be and they are hereby empowered (in substitution for and to the exclusion of any other existing powers save to the extent that the same have been previously exercised) pursuant to Section 551 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of the Companies Act 2006) of the Company for cash pursuant to the authority conferred on them by Resolution 7 and to allot relevant securities as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that the disapplication of the statutory pre-emption rights is limited to up to an aggregate nominal amount of £600,000, for general purposes. This power shall (unless previously revoked or varied by the Company in General Meeting) expire fifteen months after the date of the passing of this Resolution or at the conclusion of the Annual General Meeting of the Company to be held in 2024 whichever first occurs save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.
  
10. That, subject to the passing of Resolution 8 above, the Directors be and they are hereby empowered (in substitution for and to the exclusion of any other existing powers save to the extent that the same have been previously exercised) pursuant to Section 551 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of the Companies Act 2006) of the Company for cash pursuant to the authority conferred on them by Resolution 8 and to allot relevant securities as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that the disapplication of the statutory pre-emption rights is limited to up to an aggregate nominal amount of £100,000, for the purposes of granting options to acquire Ordinary Shares pursuant to an approved share option scheme (for directors and employees of the Company) and an unapproved option scheme (for third party non-employee contractors that work closely with the Company) (the Schemes – which the Board established during 2021), and any new equity-based incentive arrangements that the Company shall introduce. This power shall (unless previously revoked or varied by the Company in General Meeting) expire fifteen months after the date of the passing of this Resolution or at the conclusion of the Annual General Meeting of the Company to be held in 2024 whichever first occurs save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

## **BY ORDER OF THE BOARD**

Kiesha Robinson  
*Company Secretary*  
1 September 2023

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

## **Appendix 1**

### **Resolution Proposed by a Shareholder**

Mr James Redman, who in accordance with s338 of the Companies Act 2006, is a Shareholder with 5% or greater of the current issued Ordinary Shares, is proposing the following ordinary Resolution at the AGM:

11. To appoint James Redman as a director of the Company.

Mr Redman, aged 63, is currently a director of the Company's wholly owned subsidiary, SulNOx Fuel Fusions Ltd, and was the inventor of the SulNOxEco Fuel Conditioner and a founding shareholder of SulNOx Group PLC,

## 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 You can register your vote(s) for the Annual General Meeting 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 (you can find your log-in details for the on-line portal on the top of your proxy form);
  - 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 notes 3 to 6 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 12:00 p.m. on 22 September 2023.
- 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 12:00 p.m. on 22 September 2023. 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 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 22 September 2023 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.
- 8 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.

- 9 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, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. 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 12:00 p.m. on 22 September 2023. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, your proxy appointment will remain valid.





