THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS PROPOSALS RELATING TO SEED INNOVATIONS LIMITED ON WHICH YOU ARE BEING ASKED TO VOTE.
**If you are in any doubt about the contents of this document you are recommended to seek your own independent financial advice immediately from your stockbroker, bank, legal adviser, accountant, or other appropriate independent financial adviser, who is authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.**

**If you have sold or transferred all of your ordinary shares in Seed Innovations Limited, please send this document and the accompanying Proxy Form to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.**

# SEED INNOVATIONS LIMITED

*(a company incorporated in Guernsey with registration number 44403)*

(the "Company")

## NOTICE OF 2026 ANNUAL GENERAL MEETING

Including Proposals regarding

**INCREASE IN SHARE ISSUANCE AND PRE-EMPTION DISAPPLICATION AUTHORITY**

and

**NOTICE OF PROPOSED MIGRATION OF THE COMPANY FROM GUERNSEY TO THE ISLE OF MAN**

Your attention is drawn to the letter from the Chair of the Company set out below, which contains the recommendation of the Directors that you vote in favour of the shareholder resolutions to be proposed at the 2026 annual general meeting of the Company ("AGM"), described further below.

### AGM Notice

Notice of the 2026 AGM is set out at Appendix I to this document ("AGM Notice").

Pursuant to Article 19.1 of the Articles of Incorporation of the Company ("Articles"), the AGM shall be held at Suite 8, Upper House, 16-20 Smith Street, St Peter Port, Guernsey at 1430 (GMT) on Friday, 13 November 2026.

Shareholders are encouraged to participate by lodging a directed proxy vote in advance of the meeting by following the instructions provided in the AGM Notice. Completion of a Form of Proxy does not preclude a shareholder from subsequently attending and voting at the AGM in person if they so wish.

### Annual Report & Audited Financial Statements of the Company (Annual Report)

Pursuant to Article 39.2(d) of the Articles, the Annual Report has been published and is available to view and download on the Company's website at https://seedinnovations.co/investor-centre/financial-reports.

**EXPECTED TIMETABLE**

| | |
|---|---|
| **Publication and posting of this document and the accompanying Form of Proxy** | 26 October 2026 |
| **Latest time and date for receipt of the Form of Proxy for the Annual General Meeting** | 1430 on 11 November 2026 |
| **Annual General Meeting** | 1430 on Friday 13th November 2026 |
| **Announcement of the results of the Annual General Meeting** | 13 November 2026 |
| **Submission of Migration application to GFSC and Isle of Man Companies Registry (subject to Resolution 9 and prior GFSC consent)** | Q4 2026 / Q1 2027 |

**NOTES: All references in this document are to London time unless otherwise stated. The times and dates set out above may be adjusted by the Company in its sole and absolute discretion, in which event details of the new times and dates will be notified to the London Stock Exchange and, where appropriate, Shareholders.**

**CONTENTS**

Letter from the Chair

1 AGM Notice

2 AGM Ordinary Business

3 Background to the Proposals

4 Increased Share Issuance and Pre-Emption Disapplication Authority

5 Proposed Migration of the Company to the Isle of Man

6 Consequences if the Proposals are not approved

7 Actions to be taken

8 Recommendation of the Board

Schedule 1 Summary of the Proposed Migration – Rationale, Process and Costs

Appendix I Notice of 2026 Annual General Meeting & Form of Proxy

## LETTER FROM THE CHAIR

**SEED INNOVATIONS LIMITED**

(a company incorporated in Guernsey with registration number 44403)

| | |
|---|---|
| **Board** | Jim Mellon (Non-Executive Chair)<br>Denham Eke<br>Sir James Bucknall<br>Luke Cairns<br>Lance de Jersey |
| **Registered Office** | Suite 8, Upper House<br>16-20 Smith Street<br>St. Peter Port<br>Guernsey GY1 2JQ |

Dear Shareholders,

**NOTICE OF ANNUAL GENERAL MEETING, PROPOSED INCREASE IN SHARE ISSUANCE AUTHORITY AND PROPOSED MIGRATION TO THE ISLE OF MAN**

I am writing to give notice of the Company's 2026 Annual General Meeting ("AGM"), formal details of which are set out at Appendix I to this document ("AGM Notice"). Whilst the AGM Notice contains the ordinary business customarily conducted at the Company's AGM, shareholders are also being asked to approve (i) a substantially increased authority for the Directors to issue new Ordinary Shares for cash, free of statutory pre-emption rights, and (ii) the proposed migration of the Company from Guernsey to the Isle of Man (the "Migration").

I am pleased to take this opportunity to explain the background to the resolutions set out in the AGM Notice ("Resolutions") and the reasoning behind each of these proposals.

### 1. AGM Notice

The AGM Notice of the twentieth Annual General Meeting of the Company is set out at Appendix I and is available to view and download on the Company's website (https://seedinnovations.co) under Investor Centre / AIM Rule 26 / sub-heading "Admission documents and circulars".

Pursuant to Article 19.1 of the Articles, the AGM will be held at Suite 8, Upper House, 16-20 Smith Street, St. Peter Port, Guernsey at 1430 (GMT) on Friday, 13 November 2026. Electronic notification of publication was previously made by RNS release on 26 October 2026.

Shareholders that wish to attend the AGM remotely should register for the event in advance by using the following link: https://www.investormeetcompany.com/seed-innovations-limited/register-investor. Investors who already follow SEED Innovations Ltd on the Investor Meet Company platform will automatically be invited.
We encourage shareholders to participate virtually in the AGM by:

- Lodging a directed proxy vote in advance of the meeting by following the instructions provided in the AGM Notice; and

- Joining the meeting via the details summarised above and set out in more detail in the AGM Notice.

Completion of a Form of Proxy does not preclude a shareholder from subsequently attending and voting at the AGM in person if they so wish.

Immediately following the formal AGM meeting and as part of the same call, the Board and Investing Consultant will provide a short investor update.

**Annual Report & Audited Financial Statements of the Company (Annual Report)**

Pursuant to Article 39.2(d) of the Articles, the Annual Report has been published and is available to view and download on the Company's website at https://seedinnovations.co/investor-centre/financial-reports.

**Option to receive future communications and notifications by electronic mail**

As discussed in the circular preceding the Extraordinary General Meeting of 9 July 2021 and approved by the adoption of the new Articles at that meeting, the Company no longer circulates printed copies of annual reports or other lengthy shareholder communications. Instead, such communications are uploaded onto the Company's website and released by RNS where appropriate. Shareholders may elect to also receive such communications by email (as provided by Article 39.1(c) of the Articles).

This decision has been taken for the combined reasons of both (i) reducing costs and (ii) limiting the negative impact on the environment of providing printed materials. In making this decision, the Directors have considered the fact that most such printed materials are sent to shareholders' nominees who do not forward these physical documents on to shareholders but instead provide them electronically.

Should you wish to receive future communications directly from the company by email, please register your email address via the Share Portal: www.shareregistrars.uk.com or contact Share Registrars at Share Registrars Limited, 3 Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX.

If you have any questions relating to this document or the provision of email details for future communications, please call the Registrar on 01252 821390. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Please note that no advice on the contents of this document nor any financial, legal or tax advice can be given by Share Registrars Limited and accordingly for such advice you should consult your stockbroker, solicitor, accountant, bank manager or other independent professional adviser.

This document is available in electronic form on the Company's website at https://seedinnovations.co under Investor Centre / AIM Rule 26 / sub-heading "Admission documents and circulars".

## 2. AGM Ordinary Business

At the AGM the Company will propose the following Resolutions, each as more specifically detailed in the AGM Notice:

- Receipt and acceptance of the reports of the Directors and Auditor and the audited financial statements for the year ended 31 March 2026 (Resolution 1).
- The reappointment of Grant Thornton Limited as Auditor on terms agreed by the Directors (Resolution 2).

- The election of Mr. Jim Mellon, Mr. Denham Eke and Sir James Bucknall as Directors, each having been appointed by the Board since the last AGM and, being eligible, offering themselves for election in accordance with the Articles (Resolutions 3–5). The re-election of Mr. Luke Cairns, who retires by rotation in accordance with the Articles and, being eligible, offers himself for re-election (Resolution 6).
- A standing authority for the Directors to issue and allot new Ordinary Shares for cash, and a special resolution disapplying statutory pre-emption rights in respect of such issuance, each on an enlarged basis as described in Section 4 below (Resolutions 7 and 8).
- A special resolution to approve, conditional upon Guernsey Financial Services Commission ("GFSC") consent, the proposed Migration of the Company to the Isle of Man, as described in Section 5 below (Resolution 9).

Reports and audited financial statements: pursuant to Article 39.2(d) of the Articles, the Annual Report has been published and is available on the Company's website. Resolution 1 is proposed to approve receipt and acceptance of the audited financial statements for the year ended 31 March 2026.

Re-appointment of Auditor: Resolution 2 is a proposal to re-elect the existing Auditor and requires no further explanation.

Election and re-election of Directors: Mr. Mellon, Mr. Eke and Sir James Bucknall were each appointed to the Board on 26 November 2025 and, in accordance with the Articles, are standing for election by shareholders for the first time at this AGM. Mr. Cairns retires by rotation and offers himself for re-election.

## 3. Background to the Proposals

As shareholders will be aware, since August 2025 the Company has repositioned its strategy to focus on high-growth robotics and artificial intelligence opportunities, appointing Hoid.AI Limited as Investing Consultant and strengthening the Board with the appointments of Mr. Mellon (as Non-Executive Chair), Mr. Eke and Sir James Bucknall. Since that repositioning, the Company has completed investments in Feather Robotics Inc., Fieldwork Robotics Limited and Cosmic Robotics Inc., and has continued to support existing legacy holdings, including Clean Food Group Limited.

The Board believes that the Company is well placed to capitalise on a substantial pipeline of further opportunities, including possible additional participation in Fieldwork Robotics and Cosmic Robotics, but that this will require the Company to raise material additional capital over the period to the next AGM. Separately, the Board has concluded that the Company's continued ability to benefit from the direct involvement of Mr. Mellon and Mr. Eke – both of whom are based in, and conduct the substantial majority of their business activities from, the Isle of Man – depends on the Company migrating its place of incorporation to the Isle of Man.

These two proposals are independent of one another: shareholders may vote on the share issuance authority (Resolutions 7 and 8) and the Migration (Resolution 9) separately, and the passing of one is not conditional upon the passing of the other.

## 4. Increased Share Issuance and Pre-Emption Disapplication Authority

The Board is proposing, in Ordinary Resolution 7 and Special Resolution 8, that shareholders authorise the Directors to allot new Ordinary Shares up to an aggregate of 616,000,000 new Ordinary Shares (representing approximately 200 per cent. of the 308,837,794 Ordinary Shares in issue, there being no

Ordinary Shares currently held in treasury), and to permit those new Ordinary Shares to be issued free from the pre-emption rights contained within the Articles.

The Board recognises that the extent of the proposed disapplication of pre-emption rights significantly exceeds the best practice recommendations. Having considered this guidance, and noting the ability for shareholders to vote on the resolution, the Board is comfortable with the scale of the authority sought on the basis that it is designed to provide headroom to raise additional funds for further investments.

Any allotment pursuant to this authority remains at the discretion of the Directors and will only be made where the Board considers it to be in the best interests of the Company and its shareholders as a whole, having regard to prevailing market conditions and pricing, and would in any event be expected to be priced at or close to prevailing market levels.

**5. Proposed Migration of the Company to the Isle of Man**

The Board is proposing that shareholders approve the Migration of the Company from Guernsey to the Isle of Man.

**Rationale**

Following the reconstitution of the Board in November 2025, Mr. Mellon (Non-Executive Chair) and Mr. Eke (Non-Executive Director) have continued to conduct the substantial majority of their business activities from the Isle of Man. Over time, it will become increasingly difficult to demonstrate that the Company continues to be directed and managed, and that its core income-generating activities take place, in Guernsey, while two of its five Directors (one of whom is both Non-Executive Chair and largest shareholder) are based in the Isle of Man. The Board considers that migrating the Company's place of incorporation to the Isle of Man will directly address this concern and will secure the continued involvement of Mr. Mellon and Mr. Eke, whose sector expertise the Board considers to have been instrumental in the Company's strategic repositioning.

**Regulatory Process**

The Migration requires a sequential regulatory process under Guernsey law. Consents from the Guernsey Revenue Service and HM Procureur have already been obtained. The Company is in the process of writing to the GFSC to seek their consent under section 94 of the Companies (Guernsey) Law, 2008. Following GFSC consent in principle, and shareholder approvals, the Company will proceed with the formal Migration and registration in the Isle of Man, targeted for the first quarter of 2027, subject to the timing of regulatory responses which remain outside the Company's control.

**Amended Articles of Incorporation**

Should the Migration be approved at the AGM the Company will in due course propose the adoption of replacement Articles of Incorporation of the Company in accordance with Isle of Man Law, notice of an extraordinary general meeting of the Company for this approval will be notified in due course during Q4 2026 or Q1 2027.

**Costs**

The Board estimates the net additional recurring cost of the Migration at approximately £100,000 per annum, principally reflecting irrecoverable VAT arising on the Company's move to become an Isle of Man tax resident partially offset by savings on Guernsey regulatory and GFSC license fees. One-off

implementation costs (legal, regulatory and administrative) are estimated to exceed £50,000 and are not yet finally determined. Further detail on the Board's cost analysis is set out at Schedule 1.

**Effect on Shareholders**

The Company will remain admitted to trading on AIM following the Migration, and its Articles of Incorporation will be replicated so far as permitted under Isle of Man law. Shareholders' rights are not expected to be materially affected, although shareholders should be aware that Guernsey and Isle of Man company law are not identical, and further detail on any material differences will be provided ahead of completion. The Migration is not conditional upon, and is independent of, the increased share issuance authority described in Section 4 above.

## 6. Consequences if the Proposals are not approved

If Resolutions 7 and 8 are not passed, the Directors' existing authority to issue and allot Ordinary Shares (granted at the 2025 AGM) will expire at the conclusion of this AGM, and the Company's ability to raise the level of capital the Board believes necessary to execute its investing strategy may be constrained, or may require the calling of a further general meeting.

If Resolution 9 is not passed, the Company will not proceed with the Migration and will remain incorporated in Guernsey. The Board would in that event need to consider alternative arrangements to address the economic substance and governance considerations described in Section 5 above.

## 7. Actions to be taken

Shareholders will find enclosed with this document a Form of Proxy for use in connection with the AGM. Whether or not you intend to attend the AGM, please complete and sign the Form of Proxy in accordance with the instructions printed thereon and return it by post to Share Registrars Limited, 3 Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX so as to be received no later than 48 hours before the time for holding the AGM. Completion and return of the Form of Proxy will not preclude shareholders from attending and voting in person at the AGM, or any adjournment thereof, should they wish to do so.

Shareholders who hold their Ordinary Shares through a nominee should instruct their nominee to submit a Form of Proxy on their behalf.

## 8. Recommendation of the Board

The Directors consider that each of the Resolutions to be proposed at the AGM is in the best interests of the Company and its shareholders as a whole and unanimously recommend that shareholders vote in favour of each Resolution, as each Director intends to do in respect of his own beneficial holding of Ordinary Shares. In addition to his beneficial holding, Mr. Mellon and Galloway Limited have confirmed their intention to vote their aggregate beneficial interest (approximately 27.91 per cent. of the enlarged issued Ordinary Shares following Admission) in favour of each of the Resolutions.

Given his intended future participation as an investor in capital raises to be conducted under the enlarged authority sought by Resolutions 7 and 8, and his interests in Hoid.AI Limited referred to above in connection with Resolution 9, Mr. Mellon has not been treated as an independent director for the purposes of the Board's consideration of these specific Resolutions; the recommendation in respect of Resolutions 7, 8 and 9 reflects, in particular, the views of those of the Company's Directors independent of Mr. Mellon (being Mr. De Jersey, Sir James Bucknall and Mr. Cairns).

Yours faithfully,

**Jim Mellon**

Non-Executive Chair

## SCHEDULE 1

### SUMMARY OF THE PROPOSED MIGRATION – RATIONALE, PROCESS AND COSTS

**Background**

The Company is an authorised closed-ended investment company incorporated in Guernsey (registered number 44403) and subject to the Authorised Closed-Ended Investment Schemes Rules and Guidance, 2021. Its current Administrator, Secretary and Registered Office is provided by Prescient Fund Services (Guernsey) Limited; its Nominated Adviser is Beaumont Cornish Limited; its Broker is Shard Capital Partners LLP; and its Registrar is Share Registrars Limited. Guernsey legal counsel has been instructed on the Migration together with proposed Isle of Man legal counsel.

**Regulatory Process**

As an authorised closed-ended collective investment scheme under The Protection of Investors (Bailiwick of Guernsey) Law, 2020, the Company requires the prior consent of the GFSC pursuant to section 93 of the Companies (Guernsey) Law, 2008 (as amended), as a preliminary step before it can apply to the Guernsey Registry for the Migration, with final consent under section 94 of that Law required to complete the Migration. The following sequential steps apply:

1. Consent from the Guernsey Revenue Service
2. Consent from HM Procureur
3. Approval in principle from the GFSC as to the proposed migration
4. Shareholder approval sought at the AGM by way of Special Resolution 9, on a conditional basis.
5. Formal GFSC consent to the Migration requested and, if obtained, the Company proceeds to registration in the Isle of Man.

Completion of the Migration is targeted for the first quarter of 2027, subject to the above steps and to regulatory response times outside the Company's control.

No new Admission Document is required for the Migration itself and the Company will remain subject to Rule 19 (Annual Accounts), Rule 26 (website disclosure) and other ongoing AIM obligations unchanged following completion.

The Company will also remain subject to the UK Takeover Code following the Migration, which the Board considers an important safeguard for shareholders given Mr. Mellon's beneficial shareholding of approximately 27.91 per cent. of the enlarged issued share capital.

**Regulatory Changes**

The Company has been advised that it will not be regulated or authorised by the Isle of Man Financial Services Authority (**FSA**) upon completion of the Migration. As the Company is closed-ended and its shares are listed on the AIM Market, the Company would presently be exempted from requiring a licence as a collective investment scheme under Isle of Man law.

**Costs and Cost Savings**

| | |
|---|---|
| **Irrecoverable VAT arising on Migration** | Approximately GBP 100,000 to GBP 120,000 per annum |

| | |
|---|---|
| **Saving on Guernsey regulatory / GFSC fees** | Approximately GBP 7,000 per annum |
| **Estimated net additional recurring cost** | Approximately GBP 90,000 to GBP 110,000 per annum |
| **One-off implementation costs** | In the order of £50,000 |

Taxes applicable to the Company in the Isle of Man are broadly equivalent to those in Guernsey (both jurisdictions operating a zero percent corporation tax and do not charge withholding tax on dividends or stamp duty) with the exception of the additional VAT noted above.

Shareholders are advised to consult their own independent professional financial advisers regarding the potential implications of the proposed migration, taking into account their individual circumstances and tax residence.

The Board's recommendation reflects its view that the strategic benefit of retaining Mr. Mellon's and Mr. Eke's continued direct involvement in the Company's investing strategy outweighs this net additional recurring cost; it is not put forward as a cost-saving proposal.

The Board's recommendation to proceed with the Migration is subject to: (i) satisfactory completion of the Guernsey regulatory process described above (including GFSC consent); (ii) shareholder approval by special resolution; and (iii) further approval of replacement articles according to Isle of Man law.

## APPENDIX I – NOTICE OF 2026 ANNUAL GENERAL MEETING

**SEED INNOVATIONS LIMITED**

*Incorporated and Registered in Guernsey with registered number 44403*

**NOTICE OF 2026 ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the twentieth ANNUAL GENERAL MEETING of SEED INNOVATIONS LIMITED will be held at Suite 8, Upper House, 16-20 Smith Street, St. Peter Port, Guernsey on Friday, 13 November 2026 at 1430 (GMT) for the following purposes:

**Ordinary Resolution 1**

To receive the reports of the Directors and Auditor and the audited financial statements for the year ended 31 March 2026.

**Ordinary Resolution 2**

To reappoint Grant Thornton Limited as Auditor and to authorise the Directors to agree their remuneration.

**Ordinary Resolution 3**

To elect Mr. James ("Jim") Mellon, who having been appointed by the Directors since the last Annual General Meeting and being eligible, offers himself for election, as a Director.

**Ordinary Resolution 4**

To elect Mr. Denham Eke, who having been appointed by the Directors since the last Annual General Meeting and being eligible, offers himself for election, as a Director.

**Ordinary Resolution 5**

To elect Sir James Bucknall, who having been appointed by the Directors since the last Annual General Meeting and being eligible, offers himself for election, as a Director.

**Ordinary Resolution 6**

To re-elect Mr. Luke Cairns, who retires by rotation in accordance with the Articles of Incorporation of the Company and, being eligible, offers himself for re-election, as a Director.

**Ordinary Resolution 7**

That the Directors be and are hereby unconditionally empowered pursuant to the Articles of Incorporation of the Company ("Articles") to issue or allot equity securities (within the meaning of the Articles) for cash pursuant to Article 5 of the Articles provided that this power shall be limited to:

(i) the issue or allotment of equity securities in connection with an offer of equity securities in favour of the holders of Ordinary Shares on the register of members of the Company (the "Ordinary Shareholders") at such record date as the Directors may determine where the equity securities respectively attributable to the interests of the shareholders are proportionate (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them on any such record date, subject to such exclusions or other arrangements as the Directors may

deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and

(ii) the issue or allotment (otherwise than pursuant to sub-paragraph (i)) of equity securities up to an aggregate of 616,000,000 new Ordinary Shares (representing approximately 200 per cent. of the issued Ordinary Shares as at the date of passing this Resolution),

and shall expire 15 months from the date of passing this Resolution or, if earlier, at the end of the annual general meeting of the Company to be held in 2027, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be issued or allotted after such expiry and the Directors shall be entitled to issue or allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

**Special Resolution 8**

That:

(i) the Directors be generally and unconditionally authorised pursuant to and in accordance with the Articles, to allot equity securities (as defined in the Articles) for cash pursuant to the authority conferred by Ordinary Resolution 7, as if Article 6 of the Articles or any other shareholder rights of pre-emption ("Pre-Emption Rights") did not apply to any such allotment, provided that this power shall expire 15 months from the date of passing this Resolution or, if earlier, at the end of the annual general meeting of the Company to be held in 2027, unless renewed, varied or revoked by the Company prior to that date; and

(ii) the Company may, before the expiry of the period referenced in paragraph (i) above, make an offer or agreement which would or might require equity securities to be allotted free of the Pre-Emption Rights and the Directors may allot equity securities free of the Pre-Emption Rights in pursuance of such offer or agreement notwithstanding that the authorities conferred by this Resolution have expired.

**Special Resolution 9**

That, pursuant to section 94 of the Companies (Guernsey) Law, 2008 (as amended):

(i) the Migration of the Company from Guernsey to the Isle of Man (the "Migration") be and is hereby approved on the terms summarised in Schedule 1 to the circular accompanying this Notice; and

(ii) the Directors be and are hereby authorised to take all such steps and to execute (or procure the execution of) all such agreements, deeds, applications and other documents as they may consider necessary or desirable to give effect to the Migration, including registering the Company as a company incorporated in the Isle of Man and making all necessary applications to the Isle of Man Companies Registry, the Guernsey Registry and the Guernsey Financial Services Commission.

By order of the Board

**Prescient Fund Services (Guernsey) Limited**

Company Secretary

Registered Office: Suite 8, Upper House, 16-20 Smith Street, St. Peter Port, Guernsey GY1 2JQ

26 October 2026

A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his or her stead.

Multiple proxies are permitted, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.

A proxy need not also be a member of the Company.

A member entitled to more than one vote need not cast all of his votes in the same way.

To be effective, forms of proxy must be lodged at Share Registrars Limited, 3 Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX not less than 48 hours (excluding non-working days) before the time appointed for holding the meeting.

Lodgement of the form of proxy will not preclude a shareholder from attending the meeting and voting in person.

**Notes**

1. The following documents will be available for inspection at Suite 8, Upper House, 16-20 Smith Street, St. Peter Port, Guernsey, GY1 2JQ during usual business hours on any weekday (except Saturdays, Sundays and public holidays) until the date of the meeting and at the place of the meeting for a period of 15 minutes prior to and during the meeting: (a) a statement of Directors' interests in the share capital of the Company; (b) the Articles of Incorporation; and (c) the letter from the Company's Guernsey legal counsel to the Guernsey Financial Services Commission relating to the Migration.
2. The resolutions to be proposed at the AGM will be proposed as ordinary or special resolutions as specified in this Notice, which, to be passed, must receive the support of not less than 50% and 75% respectively of the total number of votes cast for, or against, the resolutions.
3. Where the Chair of the meeting is appointed as your proxy, the Chair of the meeting may delegate this appointment to any director of the Company present at the meeting for the purposes of ensuring a quorum is present at the meeting.

## FORM OF PROXY

**SEED INNOVATIONS LIMITED**

*Incorporated and Registered in Guernsey with registered number 44403*

**For use at the ANNUAL GENERAL MEETING (the "2026 AGM").**

I/We, the undersigned, .....

of .....

being a member(s) of Seed Innovations Limited, hereby appoint the Chair /

..... (Full Name(s))

as my/our proxy to vote for and on my/our behalf at the 2026 AGM to be held at Suite 8, Upper House, 16-20 Smith Street, St. Peter Port, Guernsey on Friday, 13 November 2026 at 1430 (GMT) and at any adjournment thereof and at his discretion on any other matter arising at such meeting.

Signature..... Dated.....

Please indicate with an X in the spaces below how you wish your votes to be cast on the resolutions set out in the notice convening the 2026 AGM ("Notice").

| | | For | Against | Abstain |
|---|---|---|---|---|
| **Ordinary Resolution 1** | To receive the reports of the Directors and Auditor and the audited financial statements for the year ended 31 March 2026 | | | |
| **Ordinary Resolution 2** | To reappoint Grant Thornton Limited as Auditor and to authorise the Directors to agree their remuneration | | | |
| **Ordinary Resolution 3** | To elect Mr. Jim Mellon as a Director | | | |
| **Ordinary Resolution 4** | To elect Mr. Denham Eke as a Director | | | |
| **Ordinary Resolution 5** | To elect Sir James Bucknall as a Director | | | |
| **Ordinary Resolution 6** | To re-elect Mr. Luke Cairns as a Director | | | |
| **Ordinary Resolution 7** | To empower the Directors to issue or allot equity securities, as more specifically set out in Ordinary Resolution 7 in the Notice | | | |
| **Special Resolution 8** | To empower the Directors to issue or allot equity securities for cash, pursuant to Ordinary Resolution 7 without pre-emption rights of shareholders, on the terms as more specifically set out in Special Resolution 8 in the Notice | | | |
| **Special Resolution 9** | To approve the proposed migration of the Company from Guernsey to the Isle of Man, subject to the consent of the Guernsey Financial Services Commission | | | |

**Notes:**

1. A member may appoint a proxy of his or her own choice. If such an appointment is made, delete the words 'the Chair of the meeting' and insert the name of the person appointed proxy in the space provided.
2. If the appointor is a corporation, this form must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf.
3. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated.
4. If this form is returned without any indication as to how the person appointed proxy shall vote, he or she will exercise his or her discretion as to how he or she votes or whether he or she abstains from voting.
5. To be valid, this form must be completed and deposited at Share Registrars Limited, 3 Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX not less than 48 hours (excluding non-working days) before the time fixed for holding the meeting or adjourned meeting.
6. Alternatively, 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.
7. In the event that insufficient members are present (in person or by proxy) at the AGM to render the Meeting quorate, the Meeting will be adjourned to the same time and place seven days after the original date of the Meeting.