

SEED INNOVATIONS LIMITED

Incorporated and Registered in Guernsey with registered number 44403

NOTICE OF 2021 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the fifteenth ANNUAL GENERAL MEETING of SEED INNOVATIONS LIMITED will be held at 11 New Street, St Peter Port, Guernsey, GY1 2PF on 22nd September 2021 at 10:30 (BST) for the following purposes:

Resolution on form of proxy

ORDINARY BUSINESS

Ordinary Resolution 1

To receive and, if thought fit, to accept the reports of the Directors and Auditors and the audited financial statements for the year ended 31 March 2021.

Ordinary Resolution 2

That the Company be and is hereby generally and unconditionally authorised in accordance with the Companies (Guernsey) Law, 2008 (as amended), to make market purchases, as defined in that Law, of and cancel its Ordinary Shares of 1p each, provided that:

- (i) the maximum number of Ordinary Shares hereby authorised to be purchased shall be 31,890,000;
- (ii) the minimum price which may be paid for an Ordinary Share shall be 1p;
- (iii) the maximum price which may be paid for an Ordinary Share on any day shall be an amount equal to 115% of the average of the middle market quotations for an Ordinary Share taken from and calculated by reference to the London Stock Exchange Alternative Investment Market Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is purchased;
- (iv) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company unless the authority is renewed prior to such time; and
- (v) the Company may make a contract to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of Ordinary Shares pursuant to any such contract.

Ordinary Resolution 3

To reappoint Grant Thornton Channel Islands as Auditors and to authorise the Directors to agree their remuneration.

Ordinary Resolution 4

To re-elect Mr Ian Burns, who being eligible offers himself for election, as a Director.

SPECIAL BUSINESS

Special Resolution

That, the Directors be and are hereby empowered pursuant to the Articles to issue or allot equity securities (within the meaning of the Articles) for cash pursuant to Article 13 of the Articles or by way of a sale of treasury shares to any such issue or allotment 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 this resolution to any person or persons of up to 100% of the issued Ordinary Shares,

and shall expire upon the date of the next annual general meeting of the Company, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity

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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.

VIRTUAL ATTENDANCE

In order to ensure that shareholders are able to follow the proceedings of the AGM, the Company will provide access online through the Investor Meet Company platform. However, shareholders will not be able to vote online during the meeting and are therefore urged to submit their votes via proxy as early as possible.

In addition Ed McDermott, CEO, and Lance de Jersey, Finance Director, will provide a live presentation immediately following the AGM via the Investor Meet Company platform on 22nd Sep 2021 at 10:30am BST.

The presentation is open to all existing and potential shareholders. Questions can be submitted pre-event via your Investor Meet Company dashboard up until 9am the day before the meeting or at any time during the live presentation.

Investors can sign up to Investor Meet Company for free and add to meet SEED Innovations Limited via:

<https://www.investormeetcompany.com/seed-innovations-limited/register-investor>

Investors who already follow SEED Innovations Limited on the Investor Meet Company platform will automatically be invited.

By order of the Board

Vistra Fund Services (Guernsey) Limited

Company Secretary
24 August 2021

Registered office:
11 New Street
St Peter Port
Guernsey
GY1 2PF

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 11 New Street, St Peter Port, Guernsey, GY1 2PF, not less than 48 hours 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.

Note:

The following documents will be available for inspection at 11 New Street, St Peter Port, Guernsey, GY1 2PF 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; and
- b) The Articles of Incorporation.

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FORM OF PROXY

For use at the ANNUAL GENERAL MEETING (the “2021 AGM”).

I/We, the undersigned,

of

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

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

as my/our proxy to vote for and on my/our behalf at the 2021 AGM to be held at 11 New Street, St Peter Port, Guernsey, GY1 2PF on 22nd September 2021 at 10:30 (BST) 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.

Ordinary Resolution 1	To receive and, if thought fit, to adopt the reports of the Directors and Auditors and the audited financial statements for the year ended 31 st March 2021.
Ordinary Resolution 2	To authorise the Company to buy back its own shares for cancellation.
Ordinary Resolution 3	To reappoint Grant Thornton Channel Islands as Auditors and to authorise the Directors to agree their remuneration.
Ordinary Resolution 4	To re-elect Mr Ian Burns, who offers himself for election, as a Director.
Special Resolution	To empower the Directors to issue or allot equity securities for cash pursuant to Article 13 of the Articles or by way of a sale of treasury shares

For	Against	Abstain

Notes

1. A member may appoint a proxy of his or her own choice. If such an appointment is made, delete the words ‘the Chairman 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 11 New Street, St Peter Port, Guernsey, GY1 2PF **not less than 48 hours** before the time fixed for holding the meeting or adjourned meeting.
6. The resolutions to be proposed at the AGM will be proposed as ordinary and special resolutions 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.