

# SEED INNOVATIONS LIMITED

*Incorporated and Registered in Guernsey with registered number 44403*

## NOTICE OF 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the nineteenth ANNUAL GENERAL MEETING of  
SEED INNOVATIONS LIMITED  
will be held at Upper House, Smith Street, St. Peter Port, Guernsey on 13 August 2025 at 1400 (BST)  
for the following purposes:

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### **Ordinary Resolution 1**

To receive the reports of the Directors and Auditors and the audited financial statements for the year ended 31 March 2025.

### **Ordinary Resolution 2**

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

### **Ordinary Resolution 3**

To reappoint Mr. Lance De Jersey, who being eligible offers himself for re-election, as a Director.

### **Ordinary Resolution 4**

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 this resolution to any person or persons of up to 200% of the issued Ordinary Shares as of 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 2026, 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 5**

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 4, 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 2026, 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.

### **Ordinary Resolution 6**

That, in accordance with section 314(2) of the Companies (Guernsey) Law, 2008 (as amended), the terms of the contract for the buy back of up to 86,826,818 ordinary shares in the capital of the Company enclosed in the circular issued by the Company dated 18 July 2025 to which this Notice was enclosed ("**Circular**"), together with such amendments or supplements thereto as the Board may approve from time to time in accordance with its terms, be and is approved provided that, unless previously renewed, revoked or varied, this authority shall expire on the date occurring 6 months from the date of passing this Resolution.

### **Ordinary Resolution 7**

That the investing policy for the Company be replaced in its entirety with the investing policy enclosed at Schedule 2 to the Circular.

### **By order of the Board**

*Obsidian Fund Services Limited*

Obsidian Fund Services Limited  
Company Secretary

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

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 Millenium 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.

Note:

The following documents will be available for inspection at Suite 8, 16-20 Upper House, 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; and
- b) The Articles of Incorporation.

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## FORM OF PROXY

For use at the ANNUAL GENERAL MEETING (the “**2025 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 2025 AGM to be held at Upper House, Smith Street, St. Peter Port, Guernsey on 13 August 2025 at 1400 (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 on the resolutions set out in the notice convening the 2025 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 2025			
Ordinary Resolution 2	To reappoint Grant Thornton Limited as Auditor and to authorize the Directors to agree their remuneration			
Ordinary Resolution 3	To reappoint Mr. Lance De Jersey as a Director			
Ordinary Resolution 4	To empower the Directors to issue or allot equity securities up to a maximum of 200 per cent of the ordinary shares in issue as more specifically set out in Ordinary Resolution 4 as set out in the Notice			
Special Resolution 5	To empower the Directors to issue or allot equity securities for cash, pursuant to Ordinary Resolution 4 without pre-emption rights of shareholders, on the terms as more			

	specifically set out in Special Resolution 5 as set out in the Notice			
Ordinary Resolution 6	To approve the terms of the buy back contract on the terms as more specifically set out in Ordinary Resolution 6 as set out in the Notice			
Ordinary Resolution 7	To approve the adoption of a new investing policy for the Company.			

#### 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 Share Registrars Limited, 3 Millenium 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. 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.
7. 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, to be valid, be transmitted so as to be received by the issuer's agent (ID: 7RA36) 48 hours (excluding non-working days) before the time appointed for holding the Meeting or adjourned meeting. 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.
8. 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.

9. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 34 of the Uncertificated Securities (Guernsey) Regulations, 2009.
10. The resolutions to be proposed at the AGM will be proposed as ordinary or special resolutions as specified in the 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.
11. Where the Chairman of the meeting is appointed as your proxy, the Chairman 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.