

THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action to take or, any aspect of the proposals referred to in this document, you should consult your stockbroker, bank, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you sold or otherwise transferred your ordinary shares in Samarkand Group plc (the “**Company**”), please forward this document (and accompanying form of proxy) as soon as possible to your stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.



(Registered in England and Wales No: 13127277)

Notice of Annual General Meeting 2022

Notice of the Annual General Meeting of the Company to be held at Park House, 16-18 Finsbury Circus, London EC2M 7EB on Thursday 29 September 2022 at 2:30 p.m. BST is included with this document together with the form of proxy. To be valid, the enclosed form of proxy should be completed and returned as soon as possible and, in any event, so as to reach the Company’s registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD, no later than 2:30 p.m. BST on 27 September 2022.

SAMARKAND GROUP PLC

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Samarkand Group plc (the “**Company**”) will be held at Park House, 16-18 Finsbury Circus, London EC2M 7EB on Thursday 29 September 2022 at 2:30 p.m. BST for the following purposes:

Ordinary Resolutions

To consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive the audited financial statements of the Company for the year ended 31 March 2022 together with the Reports of the Directors and Auditor thereon.
2. To re-appoint Gregory Philip Smiley as a Director.
3. To re-appoint Crowe U.K. LLP as Auditor of the Company until the conclusion of the next meeting at which financial statements are laid and to authorise the Directors to determine their remuneration.
4. That, in accordance with 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 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 £250,000 representing approximately 46 per cent. of the Company’s issued share capital (excluding treasury shares as at the date of this notice) provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next Annual General Meeting or 15 months after the passing of this resolution (whichever is the earlier) save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors 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

To consider and, if thought fit, to pass the following resolution which will be proposed as a special resolution:

5. That, subject to the passing of resolution 4, the Directors be and are hereby generally authorised to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority conferred by resolution 4 as if Section 561 of the Act did not apply to any such allotment, provided that this authority shall be limited to:
 - a) the allotment of equity securities in connection with a rights issue, open offer or otherwise in favour of 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 other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange, fractional entitlements or otherwise; or

- b) the allotment of equity securities (otherwise than pursuant to paragraph a) above) to any person up to an aggregate nominal amount of £200,000 representing approximately 37 per cent. of the Company's issued share capital (excluding treasury shares as at the date of this notice).

This authority will expire at the conclusion of the next Annual General Meeting or 15 months after the passing of this resolution (whichever is the earlier) save that the Company may, before such expiry, make offers or agreements 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 offer or agreement as if the authority conferred hereby had not expired.

By order of the Board

Eva Hang
Company Secretary

Registered Office
Unit 13&14 Nelson Trading Estate,
The Path, Merton,
London, SW19 3BL

6 September 2022

SAMARKAND GROUP PLC

Notice of Annual General Meeting *(continued)*

NOTES ON RESOLUTIONS

The following paragraphs explain, in summary, the resolutions to be proposed at the Annual General Meeting.

The Board considers that all resolutions proposed are likely to promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. Your Board unanimously recommends that shareholders vote in favour of them.

Resolution 1: Receiving the 2022 financial statements

This resolution proposes that the directors' and auditor's reports and the audited financial statements of the Company for the year ended 31 March 2022, which are available online at <https://www.samarkand.global/> for download and printing, be received. Shareholders may raise any questions on the reports and financial statements under this resolution.

Resolutions 2: Re-appointment of the Directors

In accordance with the Company's articles of association a Director shall retire every three years and a retiring Director shall be eligible for reappointment. Biographical details of Gregory Philip Smiley are available in our 2022 financial statements. **Resolutions 3: Re-appointment and remuneration of Auditor**

Resolution 3 relates to the re-appointment of Crowe U.K. LLP as the Company's Auditor to hold office until the next Annual General Meeting of the Company and to authorise the Directors to set the Auditor's remuneration.

Resolution 4: Renewal of the Directors' authority to allot shares

Resolution 4 grants the Directors' general authority to allot shares in the capital of the Company or to grant rights to subscribe for, or convert any security into, such shares in the Company up to an aggregate nominal amount of £250,000 representing approximately 46 per cent. of the Company's issued share capital (excluding treasury shares).

This resolution, which is an ordinary resolution, will expire on the next Annual General Meeting of the Company or the date falling 15 months from the date of the passing of the resolution, whichever is the earlier.

Resolution 5: Renewal of the Directors' authority to disapply pre-emption rights

The Directors believe that there may be circumstances when it is in the best interests of the Company to allot new shares either on an entirely non-pre-emptive basis or in a way that departs from the statutory requirements set out in the Companies Act 2006. Accordingly, resolution 5 grants the Directors general authority to allot equity securities for cash (a) in connection with a rights issue, and (b) otherwise than in connection with a rights issue, up to an aggregate nominal amount of £200,000 representing approximately 37 per cent. of the Company's issued share capital (excluding treasury shares), as if section 561(1) of the Companies Act 2006 did not apply.

The resolution, which is a special resolution, will expire on the next Annual General Meeting of the Company or the date falling 15 months from the date of the passing of the resolution, whichever is the earlier.

SAMARKAND GROUP PLC

Notice of Annual General Meeting *(continued)*

The following notes provide detailed information about your voting rights and how you may exercise them.

ENTITLEMENT TO ATTEND TO VOTE

1. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders registered in the Company's register of members at 6:00 p.m. BST on 27 September 2022 or, if the meeting is adjourned, at 6:00 p.m. on the day two business days prior to the adjourned meeting, will be entitled to attend, speak and vote at the meeting. Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote at the meeting.

APPOINTMENT OF PROXIES

2. If you are a member of the Company at the time set out in Note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote in your place. A form of proxy is enclosed. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you fail to specify the number of shares to which each proxy relates or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
3. To be effective, the form of proxy must be (i) completed and signed, (ii) sent or delivered to the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD, and (iii) received by Neville Registrars Limited no later than 2:30 p.m. BST on 27 September 2022. Any power of attorney or other authority under which the form of proxy is signed (or a notarially certified copy or a duly certified copy of such power or authority) must be included with the form of proxy.
4. As an alternative to completing hard copy form of proxy, shareholders can submit their vote electronically at www.sharegateway.co.uk by completing the authentication requirements on the website no later than 2:30 p.m. BST on 27 September 2022. Shareholders will need to use their personal proxy registration code (Activity Code), which is printed on the form of proxy, to validate the submission of their proxy online.

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Notice of Annual General Meeting *(continued)*

5. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting 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. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message must be transmitted so as to be received by the Company's agent, Neville Registrars (whose CREST ID is 7RA11) by the specified latest time(s) for receipt of proxy appointments. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed. 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.

CHANGING PROXY INSTRUCTIONS

6. To change your proxy instructions, simply submit a new proxy appointment using the method set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of the proxies will take precedence.

TERMINATING PROXY APPOINTMENTS

7. In order to revoke a proxy appointment, you will need to inform the Company by sending a signed hard copy notice clearly stating the intention to revoke the proxy appointment to the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD. In the case of a shareholder 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 notarially certified copy or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Neville Registrars Limited no later than 2:30 p.m. BST on 27 September 2022. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

CORPORATE REPRESENTATIVES

8. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

OTHER MATTERS

9. A shareholder may not use any electronic address provided either in this notice or any related documents (including the form of proxy), to communicate with the Company for any purposes other than those expressly stated.

10. As at 5 September 2022 (being the last practicable date prior to the publication of this notice), the Company's issued share capital consisted of 54,760,585 ordinary shares of £0.01 each. Each ordinary share carries the right to vote at a general meeting of the Company, and therefore, the total number of voting rights in the Company as at 5 September 2022 was 54,760,585.