

NOTICE OF GENERAL MEETING

STARVEST PLC

(Incorporated and registered in England and Wales with registered number 03981468)

(the “**Company**”)

Notice is hereby given that a General Meeting of Starvest plc (the “Company”) will be held at 12 p.m. (noon) on Wednesday, 20th December 2023 at the offices of Druces LLP at Salisbury House, London Wall, London EC2M 5PS, for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as a special resolution in the case of resolution 1 and ordinary resolutions in the case of resolutions 2-6.

SPECIAL RESOLUTION

1. **THAT**, Starvest Plc, be wound up voluntarily under section 84(1)(b) of the Insolvency Act 1986.

ORDINARY RESOLUTIONS

2. **THAT**, subject to the passing of the above special resolution, Michael Solomons and Andrew Pear of Moorfield Advisory Limited of 82 St. John Street, London EC1M 4JN be appointed as joint liquidators of Starvest Plc, for the purpose of winding up the company's affairs and distributing its assets and that they may jointly or severally exercise any power conferred on them by law or by this resolution and may jointly or severally do any act required or authorised under any enactment to be done by them.
3. **THAT**, the Joint Liquidators shall be paid the fee of £10,000 plus category 1 expenses and VAT for the conduct of the Liquidation, subject to no unforeseen matters arising such as an HM Revenue & Customs investigation or complicated tax affairs. In relation to unforeseen matters, the Joint Liquidators be remunerated on the basis of time costs reasonably incurred, to be drawn at their discretion. The current charge out rates, as being disclosed to the Board.
4. **THAT**, the Joint Liquidators be at liberty to recharge necessary expenses in relation to the Liquidation as and when incurred.
5. **THAT**, the Joint Liquidators are to act jointly and severally.
6. **THAT**, the company's registered office be changed to Moorfields, 82 St John Street, London, EC1M 4JN.

If you are a registered holder of Ordinary Shares in the Company, you may use the enclosed form of proxy to appoint a proxy for the General Meeting to attend and vote on a poll on your behalf.

A form of proxy is provided.

This may be sent by mail to the Company's Registrars:

Share Registrars Limited
3 The Millennium Centre
Crosby Way
Farnham
Surrey GU9 7XX

The signed proxy must be received no later than 48 hours (excluding non-business days) before the time of the General Meeting, or any adjournment thereof.

Registered Office:

Salisbury House
London Wall
London
EC2M 5PS

By order of the Board

Stephen Ronaldson
Company Secretary

Notes to the Notice of General Meeting

Entitlement to attend and vote

1. Pursuant to Regulation 41 of The Uncertificated Securities Regulations 2001 and paragraph 18(c) of The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, the Company specifies that only those members registered on the Company's register of members 48 hours before the time of the Meeting shall be entitled to attend and vote at the Meeting. In calculating the period of 48 hours mentioned above no account shall be taken of any part of a day that is not a working day.

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 at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. Details of how to appoint the Chairman of the Meeting as your proxy using the proxy form are set out in the notes to the proxy form.
4. You may not appoint more than one proxy to exercise rights attached to any one share.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Lodgement of proxy

6. You can register your vote(s) for the General Meeting either:
 - by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on screen instructions;
 - 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 note 13 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 12 p.m. (noon) on Monday, 18th December 2023.

Appointment of proxy using hard copy proxy form

7. The notes to the proxy form explain how to direct your proxy how to vote on the resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX; and
- received by Share Registrars Limited no later than 48 hours (excluding non-business days) prior to the Meeting.

In the case of a member which is a company, the proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

8. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

9. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited on 01252 821 390.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

10. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at Share Registrars Limited at 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.

In either case, the revocation notice must be received by Share Registrars Limited no later than 48 hours (excluding non-business days) prior to the Meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Communications with the Company

11. Except as provided above, members who have general queries about the General Meeting should telephone the Company Secretary, Stephen Ronaldson, on (020) 7216 5585 (no other methods of communication will be accepted). You may not use any electronic address provided either in this notice of General Meeting; or any related documents (including the chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

CREST

13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof 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 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 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 instructions, as described in the CREST Manual (available via euroclear.com/CREST).

The message, regardless of whether it relates to the appointment of a proxy or to 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 (ID: 7RA36) by the latest time(s) for receipt of proxy appointments specified above. 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 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.

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 messages. 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(s), to procure that his or her 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 CREST by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.