

Rockpool Acquisitions Plc

Notice of Annual General Meeting

Company Number: NI644683

Notice is hereby given that the Annual General Meeting (**Meeting**) of Rockpool Acquisitions Plc (**Company**) will be held at The Merchant Room, Eagle Star House, 5-7 Upper Queen Street, Belfast, BT1 6FB on **Monday 19 December 2022 at 2:00pm**.

You will be asked to consider and vote on resolutions 1 to 7, below, all of which will be proposed as **ordinary resolutions**.

1. Receipt of annual accounts

To receive the Company's annual accounts for the financial year ended 31 March 2022 together with the strategic report, the directors' report and the auditor's report on those accounts.

2. Remuneration Report

To approve the Directors' Remuneration Report (other than the Directors' Remuneration Policy) set out on pages 13 to 15 of the annual report for the financial year ended 31 March 2022.

3. To ratify the approval of the letter of intent dated 11 November 2022

To ratify the approval by the board of the Company's letter of intent in relation to Amcomri Group Limited dated 11 November 2022, in accordance with Article 112.4 of the Company's Articles of Association

4. Relaxation of the operation of Article 111 of the Company's Articles of Association

To relax the operation of Article 111 of the Company's Articles of Association so that the directors may, notwithstanding any interest they may have, vote and form part of the quorum in relation to any issue of shares or rights to acquire shares or any other transaction or arrangement that is put before the directors for their approval for the purposes of or in connection with the acquisition of Amcomri Group Limited or the readmission of the Company's shares to the market immediately following that acquisition or as may otherwise be contemplated by the Company's letter of intent in relation to Amcomri Group Limited dated 11 November 2022 including without limitation the grant of options to the Directors.

5. Re-appointment of auditor

To re-appoint the Company's current auditor as the Company's auditor to hold office from the conclusions of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company.

6. Authority to determine auditor's remuneration

To authorise the directors of the Company to determine the auditor's remuneration.

7. Share Issuance authority

To authorise the directors generally and unconditionally for the purposes of section 551 of the Companies Act 2006 to exercise any power of the Company to (i) offer or allot; (ii) grant rights to subscribe for or to convert any security into; and (iii) otherwise deal in or dispose of, any shares (or any options, warrants, conversion rights and all other rights to acquire or subscribe for shares) to any person, at any time and subject to any terms and conditions as the directors think proper.

The authority referred to in this resolution shall be limited to shares having a maximum nominal amount of £20 million and shall only apply insofar as the Company has not, subject to the Company's articles of association, renewed, waived or revoked it by ordinary resolution and shall expire, if not renewed prior to such time, on the date occurring 24 months from the date of the passing of this resolution save that the expiry of this authority shall not affect the offer, allotment, grant or dealing after the expiry of this authority where such offer, allotment, grant or dealing was approved pursuant to this authority.

You will also be asked to consider and vote on resolution 8 below which will be proposed as a **special resolution**.

8. Disapplication of statutory pre-emption rights

THAT, in accordance with section 570(1) of the Companies Act 2006 (the **Act**), the directors be granted the power to allot equity securities (as defined in section 560(1) of the Act) pursuant to the authorisation granted by resolution 7 as if section 561 (existing shareholders' right of pre-emption) did not apply to the allotment or applied to the allotment with such modifications as the directors may determine. In accordance with section 570(4) of the Act, the directors may, prior to the expiry of the power conferred by this resolution, make an offer or agreement which would, or might, require any equity securities to be allotted after the expiry of such power (and the directors may allot equity securities in pursuance of such an offer or agreement as if such power had not expired).

By order of the Board



.....
Richard Beresford, Director
Rockpool Acquisitions Plc
c/o Cordovan Capital Management Limited
Suite 102 Urban Hq,
Upper Queen Street,
Belfast, Northern Ireland, BT1 6FB

Dated: 25 November 2022

Notes

Entitlement to attend, participate and vote

1. Only those members registered on the Company's register of members at 6:00pm on Thursday 15 December 2022 (or in the event of an adjournment, 6pm on the date which is two working days prior to the adjourned meeting) shall be entitled to attend, ask questions and vote at the meeting. Changes to the register of members after this time will be disregarded in determining the rights of any person to attend, ask questions and vote at the meeting.
2. In the case of joint holders, the vote of the senior joint holder who tenders a vote, whether during the meeting or in proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names of the holders appear in the Company's register of holders (the first-named being the most senior).

Appointment of proxies

3. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies 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. A proxy does not need to be a shareholder of the Company but must attend the meeting in person to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
4. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, please photocopy the proxy form and list the details for each proxy on a separate photocopied form (each form requires signing). You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
5. Shareholders can:
 - Appoint a proxy or proxies and give proxy instructions by returning the enclosed proxy form by post (see note 7).
 - Register their proxy appointment electronically (see note 8).
 - Appoint a proxy via CREST (see note 10)
6. 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.

Appointment of proxy by post

7. The notes to the proxy form explain how to direct your proxy how to vote on each resolution.

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

- completed and signed;
- sent or delivered to the Company c/o McCarthy Denning Ltd, Minster House, 42 Mincing Lane, London, EC3R 7AE (FAO Carina Loibl); and
- received by the Company no later than 48 hours (excluding non-working days) before the time of the meeting.

In the case of a shareholder 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.

If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Carina Loibl by email cloibl@mccarthydenning.com (with a copy to mike@cordovancapital.com).

Appointment of proxies electronically

8. As an alternative to completing a hard-copy proxy form, you can appoint a proxy electronically by emailing the proxy form to Carina Loibl by email cloibl@mccarthydenning.com (with a copy to mike@cordovancapital.com). For an electronic proxy appointment to be valid, your appointment must be received by the Company no later than 48 hours (excluding non-working days) before the time of the meeting.

Appointment of proxy by joint members

9. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).

Appointment of proxy through CREST

10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy instruction service may do so for the meeting to be held on 19 December 2022 and any adjournment(s) of it by using the procedures described in the CREST Manual (available at www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service providers, should refer to their CREST sponsors or voting service providers, who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The

message must be transmitted so as to be received by the issuer's agent Neville Registrars, (ID 7RA11) by no later than 48 hours (excluding non-working days) prior to the meeting.

12. 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.
13. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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 therefore 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/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 the CREST system 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.
14. 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, as amended.

Changing proxy instructions

15. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments 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 Carina Loibl by email cloibl@mccarthydenning.com (with a copy to mike@cordovancapital.com).

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 appointment

16. A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by either:
 - Sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to the Company Secretary. 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 duly certified copy of such power or authority) must be included with the revocation notice.
 - Attaching a written notice clearly stating your intention to revoke your proxy

appointment to the Company, executed as above, to an email and sending it to Carina Loibl by email cloibl@mccarthydenning.com (with a copy to mike@cordovancapital.com).

In either case, the revocation notice must be received by the Company no later than 24 hours before the time of the meeting.

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 electronically and vote in person.

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 electronically your proxy appointment will automatically be terminated.

Corporate representatives

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

Nominated persons

Any persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 (Nominated Persons) may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the registered holder of the shares as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies set out above does not apply to Nominated Persons. The rights described in these Notes can only be exercised by shareholders of the Company.

Voting by way of a poll

17. Voting on each resolution will be conducted by way of a poll. The Company believes that a poll is more representative of the shareholders' voting intentions because shareholder votes are counted according to the number of votes held and all votes tendered are taken into account. The results of the poll will be announced to the London Stock Exchange and will be made available on the Company's website at www.rockpoolacquisitions.plc.uk as soon as practicable following the conclusion of the meeting.

Issued shares and total voting rights

18. As at 6:00pm on 21 November 2022, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 12,725,003 ordinary shares of £0.05 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6:00pm on 21 November 2022, is 12,725,003.

Shareholder requisition rights and rights to require publication of certain statements

19. Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:

(i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or

(ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006.

The Company may not require the shareholder requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

20. Under sections 338 and 338A of the Companies Act 2006, a member or members meeting the qualification criteria in those sections have the right to require the Company:

(i) To give to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or

(ii) To include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless:

a. (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment of the Company's constitution or otherwise); or

b. it is defamatory of any person; or

c. it is frivolous or vexatious.

The Company will give notice of such a resolution or of such other business if sufficient requests have been received in accordance with section 338(3) and 338A(3) of the Companies Act 2006.

Communication

21. Except as provided above, shareholders who have general queries about the meeting should contact Carina Loibl by email cloibl@mccarthydenning.com.

You may not use any electronic address provided either:

- in this notice of general meeting; or
- any related documents (including the proxy form),

to communicate with the Company for any purposes other than those expressly stated.