

Rockpool Acquisitions Plc

Notice of General Meeting

Company Number: NI644683

Notice is hereby given that a General Meeting (**Meeting**) of Rockpool Acquisitions Plc (**Company**) will be held at McCarthy Denning Limited, 70 Mark Lane, EC3R 7NQ on **Monday 28th July 2025 at 3pm.**

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

Amendment to the Articles of Association of the Company.

THAT with effect from the conclusion of the meeting, the articles of association of the Company be amended by including the following new article 5A:

5A. Completion of Initial Transaction and Extensions

5A.1 Initial Transaction Deadline

The Company shall complete an initial transaction (as defined in the UK Listing Rules) in the period from the adoption of these Articles until 29 July 2027, (the "Initial Period") unless this period is extended in accordance with Article 5A.2. If an initial transaction is not completed during the Initial Period (including as extended pursuant to Article 5A.2) the Company will cease operations.

5A.2 Extensions of the Initial Period

The Initial Period may be extended by up to three periods of 12 months each ("extension periods"), provided that:

5A.2.1 the first 12-month extension period is approved by an ordinary resolution of the Shareholders before the expiry of the Initial Period and such extension is notified to an RIS as defined in the UK Listing Rules before the end of the Initial Period; and

5A.2.2 the second and third 12-month extension periods are approved by an ordinary resolution of the Shareholders before the expiry of the previous extension period and such extension is notified to an RIS as defined in the UK Listing Rules before the end of that previous extension period.

By order of the Board,



.....
Richard Beresford, Director

c/o Cordovan Capital Management Limited
Suite 102 Urban Hq,
Upper Queen Street,
Belfast, Northern Ireland, BT1 6FB
Dated: 4th July 2025

Notes

Entitlement to attend, participate and vote

1. Only those members registered on the Company's register of members at 3pm on Thursday 24th July 2025 (or in the event of an adjournment, 3pm 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 notes 10 - 14)
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, 70 Mark Lane, London, EC3R 7NQ (FAO Charlie Gill); and
- received by the Company no later than 3pm on Thursday 24th July 2025.

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 Charlie Gill by email cgill@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 Charlie Gill by email cgill@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 3pm on Thursday 24th July 2025.

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 Monday 28th July 2025 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 & International 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 3pm on Thursday 24th July 2025.

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 Charlie Gill by email cgill@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 Charlie Gill by email cgill@mccarthydenning.com (with a copy to mike@cordovancapital.com).

In either case, the revocation notice must be received by the Company no later than 2 working days 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 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 the 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 10:00am on 2nd July 2025, 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 10:00am on 2nd July 2025, 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 Charlie Gill by email cgill@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.