
NOTICE OF ANNUAL GENERAL MEETING 2024
CHARIOT LIMITED

(A COMPANY INCORPORATED IN GUERNSEY WITH REGISTERED NUMBER 47532)



NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (the "AGM") of Chariot Limited (the "Company") will be held at The Mayfair Hotel, Stratton Street, London, W1J 8LT on 10 September 2024 at 10:00am for the following purposes set out below.

NOTICE OF ANNUAL GENERAL MEETING 2024

ORDINARY BUSINESS

ANNUAL REPORT AND FINANCIAL STATEMENTS

1. To receive the statement of accounts for the year ended 31 December 2023 together with the reports of the Directors of the Company and the Auditors thereon.

REAPPOINTMENT OF AUDITORS

2. To reappoint BDO LLP as Auditors to the Company to act as such until the conclusion of the next AGM of the Company at which the requirements of section 257 of The Companies (Guernsey) Law, 2008 as amended are complied with and to authorise the Directors to fix their remuneration.

REAPPOINTMENT OF DIRECTORS

3. To reappoint Andrew Hockey, who retires by rotation, as a Director of the Company.
4. To reappoint Chris Zeal, who retires by rotation, as a Director of the Company.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions, of which Resolution 5 will be proposed as an ordinary resolution and Resolutions 6 and 7 will be proposed as special resolutions.

ORDINARY RESOLUTION

5. That the Directors of the Company (the "Directors") be and they are hereby generally and unconditionally authorised, in accordance with Article 3.5 of the Articles of Incorporation of the Company (the "Articles"), to exercise all powers of the Company to allot relevant securities (as defined in Article 3.5(b) of the Articles) up to the aggregate nominal amount of £3,222,538 (being 322,253,746 Ordinary Shares of one penny each) ("Ordinary Shares"), provided that the authority hereby conferred shall operate in substitution for and to the exclusion of any previous authority given to the Directors pursuant to Article 3.5 of the Articles or otherwise and shall expire on whichever is the earlier of the conclusion of the next AGM of the Company or the date falling 15 months from the date of the passing of this resolution unless such authority is renewed, varied or revoked by the Company in general meeting save that the Company may, at any time before such expiry, make an offer or agreement which might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

SPECIAL RESOLUTION

6. That, subject to and conditional upon Resolution 5 being duly passed, the Directors be and they are hereby empowered pursuant to Article 3.7 of the Articles to allot equity securities (as defined in Article 3.8(a) of the Articles) for cash as if Article 3.6(a) of the Articles did not apply to any such allotment pursuant to the general authority conferred on them by Resolution 5 above (as varied from time to time by the Company in general meeting) PROVIDED THAT the power given pursuant to this Resolution 6 shall be limited to:
 - a) the allotment of equity securities in connection with a rights issue or any other pre-emptive offer in favour of holders of equity securities where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be) to the respective amounts of equity securities held by them subject only to such exclusions or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or legal or practical difficulties under the laws of or the requirements of any recognised regulatory body in any territory or otherwise; and
 - b) the allotment (otherwise than pursuant to sub paragraph (a) above) of equity securities up to an aggregate nominal amount of £1,074,180 representing approximately 10% of the current issued share capital of the Company, and shall expire on whichever is the earlier of the conclusion of the next AGM of the Company and the date falling 15 months from the date of the passing of this resolution unless such power is renewed or extended prior to or at such meeting except that the Company may, before the expiry of any power contained in this resolution, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

SPECIAL RESOLUTION

7. That Article 136.1 and Article 136.2 of the Articles be deleted and replaced by the following Article 136.1 and Article 136.2:

Article 136.1

"A copy of the directors' and auditors' reports accompanied by copies of the balance sheet, profit and loss account and other documents required by the Acts to be annexed to the balance sheet shall, not less than twenty-one days before the general meeting before which they are to be laid, either (i) be delivered or sent in printed copies by physical post or by Electronic Communication to the registered address (whether a physical address or an electronic address as the case may be), of every member and holder of debentures of the Company, and to the auditors for the time being of the Company, or (ii) be published on a website and, if all or any of the shares in or debentures of the Company are for the time being listed on any stock exchange, there shall at the same time be forwarded to the secretary of such stock exchange such number of copies of each of these documents as may be required by the regulations for the time being of such stock exchange. Provided that the Company need not, subject to the provisions of the Acts and the rules, regulations and requirements of any Applicable Market so permitting and if the Board so decides, send the copies of such documents to members but instead send them a summary financial statement derived from the Company's annual accounts and the directors' report, in such form and containing such information as may be required by the Acts and provided further that copies of the Company's annual accounts (together with the directors' report for the financial year and the auditor's report on those accounts) shall be sent to any Member who wishes to receive them and the Company shall comply with any provisions of the Acts as to the manner in which it is to ascertain whether a Member wishes to receive them."

Article 136.2

"Reference in article 136.1 to copies of documents and/or statements being delivered or sent to any person at its registered address include (without prejudice to any other provision of these articles) such documents and/or statements being delivered or sent to such person using Electronic Communications in accordance with the applicable provisions of the CA 2006, the CA and the rules, regulations and requirements of any Applicable Market. Reference in article 136.1 to copies of documents and/or statements being published on a website include (without prejudice to any other provision of these articles) such documents and/or statements being published on a website in accordance with the applicable provisions of the CA 2006, the CA and the rules, regulations and requirements of any Applicable Market."

By order of the Board of Directors

Oak Fund Services (Guernsey) Limited

Company Secretary of
Chariot Limited
20 June 2024

Registered office:

Oak House
Hirzel Street
St Peter Port
Guernsey
GY1 2NP

NOTES:

1. A member of the Company entitled to attend and vote at the meeting convened by the notice set out above is entitled to appoint a proxy to attend, speak and, on a poll, to vote in his / her place. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company.
2. An instrument for the purposes of appointing a proxy is enclosed. To be valid, the instrument and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be received at PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL, no later than 10:00am on 6 September 2024 or not less than 48 business hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, before the time appointed for taking the poll and, in default, the instrument shall not be treated as valid.
3. Completion of the instrument appointing a proxy does not preclude a member from subsequently attending and voting at the meeting in person if he / she so wishes.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. In the case of a member which is a company, this proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
6. Pursuant to Regulation 41 of the Uncertificated Securities (Guernsey) Regulations 2009, the Company gives notice that only those shareholders entered on the relevant register of members (the "Register") for certificated or uncertificated shares of the Company (as the case may be) as at close of business 6 September 2024 (the "Specified Time") will be entitled to vote at the AGM in respect of the number of shares registered in their name at the time. Changes to entries on the Register after the Specified Time will be disregarded in determining the rights of any person to attend or vote at the AGM. Should the AGM be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned AGM. Should the AGM be adjourned for a longer period then, to be so entitled, members must be entered on the Register at close of business two days before the time fixed for the adjourned AGM or, if the Company gives notice of the adjourned AGM, at the time specified in the notice.

PROXY FORM

Please print clearly in BLACK INK and in BLOCK CAPITALS. Please read the NOTES below before completing this Proxy Form.

Name (full): _____

Address (full): _____

Postcode: _____

I/We the above mentioned shareholder(s) of Chariot Limited (the "Company") hereby appoint

Name (full): _____

Address (full): _____

Postcode: _____

or failing him / her the Chairman of the Annual General Meeting (the "AGM" or the "Meeting") (note that a proxy need not be a member of the Company but must attend the Meeting in person) as my / our proxy to vote in my / our name(s) and on my / our behalf to attend, speak and vote on my / our behalf at the AGM of the Company which will be held at The Mayfair Hotel, Stratton Street, London, W1J 8LT on 10 September 2024 at 10:00am and at any adjournment thereof.

I / We direct my / our proxy to vote on the following resolutions as I / we have indicated by marking the appropriate box with an "X". If no indication is given, my / our proxy will vote or abstain from voting at his / her discretion and I / we authorise my / our proxy to vote (or abstain from voting) as he / she thinks fit in relation to any other matter which is properly put before the meeting.

ORDINARY BUSINESS	FOR	AGAINST	WITHHELD
1. To receive the statement of accounts for the year ended 31 December 2023 together with the reports of the Directors of the Company and the Auditors thereon.			
2. To reappoint BDO LLP as Auditors to the Company to act as such until the conclusion of the next AGM of the Company at which the requirements of section 257 of The Companies (Guernsey) Law, 2008 as amended are complied with and to authorise the Directors to fix their remuneration.			
3. To reappoint Andrew Hockey, who retires by rotation, as a Director of the Company.			
4. To reappoint Chris Zeal, who retires by rotation, as a Director of the Company.			

SPECIAL BUSINESS	FOR	AGAINST	WITHHELD
Ordinary Resolution			
5. To authorise the Directors of the Company to exercise all powers of the Company to allot relevant securities up to the aggregate nominal amount of £3,222,538 (this being 322,253,746 Ordinary Shares of one penny each) ("Ordinary Shares"), such authority to expire on the earlier of the conclusion of the next AGM of the Company and 15 months from the date of the passing of this resolution in accordance with Article 3.5 of the Articles of Incorporation.			
Special Resolutions			
6. Subject to Resolution 5 being passed, to empower the Directors to allot equity securities in accordance with Article 3.7 of the Articles as if Article 3.6(a) of the Articles does not apply and subject to the limitations as set out in (a) and (b) of the resolution such authority to expire on the earlier of the conclusion of the next AGM of the Company and 15 months from the date of the passing of this resolution.			
7. To approve the deletion of Article 136.1 and Article 136.2 of the Articles and their replacement with the following new articles: Article 136.1 "A copy of the directors' and auditors' reports accompanied by copies of the balance sheet, profit and loss account and other documents required by the Acts to be annexed to the balance sheet shall, not less than twenty-one days before the general meeting before which they are to be laid, either (i) be delivered or sent in printed copies by physical post or by Electronic Communication to the registered address (whether a physical address or an electronic address as the case may be), of every member and holder of debentures of the Company, and to the auditors for the time being of the Company, or (ii) be published on a website and, if all or any of the shares in or debentures of the Company are for the time being listed on any stock exchange, there shall at the same time be forwarded to the secretary of such stock exchange such number of copies of each of these documents as may be required by the regulations for the time being of such stock exchange. Provided that the Company need not, subject to the provisions of the Acts and the rules, regulations and requirements of any Applicable Market so permitting and if the Board so decides, send the copies of such documents to members but instead send them a summary financial statement derived from the Company's annual accounts and the directors' report, in such form and containing such information as may be required by the Acts and provided further that copies of the Company's annual accounts (together with the directors' report for the financial year and the auditor's report on those accounts) shall be sent to any Member who wishes to receive them and the Company shall comply with any provisions of the Acts as to the manner in which it is to ascertain whether a Member wishes to receive them." Article 136.2 "Reference in article 136.1 to copies of documents and/or statements being delivered or sent to any person at its registered address include (without prejudice to any other provision of these articles) such documents and/or statements being delivered or sent to such person using Electronic Communications in accordance with the applicable provisions of the CA 2006, the CA and the rules, regulations and requirements of any Applicable Market. Reference in article 136.1 to copies of documents and/or statements being published on a website include (without prejudice to any other provision of these articles) such documents and/or statements being published on a website in accordance with the applicable provisions of the CA 2006, the CA and the rules, regulations and requirements of any Applicable Market."			

Please detach and return in the envelope provided



Shareholder signature: _____ Dated: _____ 2024

PROXY FORM CONTINUED

NOTES:

1. A member of the Company entitled to attend and vote at the meeting convened by the notice set out above is entitled to appoint a proxy to attend, speak and, on a poll, to vote in his / her place. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company.
2. An instrument for the purposes of appointing a proxy is enclosed. To be valid, the instrument and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be received at PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL, no later than 10:00am on 6 September 2024 or not less than 48 business hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, before the time appointed for taking the poll and, in default, the instrument shall not be treated as valid.
3. Completion of the instrument appointing a proxy does not preclude a member from subsequently attending and voting at the meeting in person if he / she so wishes.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. In the case of a member which is a company, this proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
6. Pursuant to Regulation 41 of the Uncertificated Securities (Guernsey) Regulations 2009, the Company gives notice that only those shareholders entered on the relevant register of members (the "Register") for certificated or uncertificated shares of the Company (as the case may be) as at close of business 6 September 2024 (the "Specified Time") will be entitled to vote at the AGM in respect of the number of shares registered in their name at the time. Changes to entries on the Register after the Specified Time will be disregarded in determining the rights of any person to attend or vote at the AGM. Should the AGM be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned AGM. Should the AGM be adjourned for a longer period then, to be so entitled, members must be entered on the Register at close of business two days before the time fixed for the adjourned AGM or, if the Company gives notice of the adjourned AGM, at the time specified in the notice.

Upon completing this Proxy Form, please sign it and return it to PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL, by no later than 10:00am on 6 September 2024 or not less than 48 business hours before the time appointed for holding any adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, before the time appointed for taking the poll, together with such power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority.

