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If you have sold or otherwise transferred all of your Existing Ordinary Shares, please immediately forward this document, together with the accompanying Proxy Form, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Existing Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the FCA. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Neither the London Stock Exchange nor the FCA have examined or approved the contents of this document. Prospective investors should read this document in its entirety.

IQE PLC

(Incorporated and registered in England and Wales under the Companies Act 2006 with number 03745726)

Proposed Fundraising and Notice of General Meeting

LAZARD

as Financial Adviser

PEEL
HUNT

*as Nominated Adviser
and Joint Broker*

Deutsche Numis 

as Joint Broker

This document should be read as a whole and in conjunction with the accompanying Proxy Form and the Notice of General Meeting set out at Part 6 of this document. However, your attention is drawn to the letter from the Executive Chair of the Company which is set out at Part 5 of this document and which contains, amongst other things, the Independent Directors' unanimous recommendation that you vote in favour of the Resolutions to be proposed at the General Meeting.

Lazard & Co., Limited ("**Lazard**"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively as financial adviser to the Company and no one else in connection with the Proposed Fundraising and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Lazard nor for providing advice in relation to the Proposed Fundraising or any other matters referred to in this document. Neither Lazard nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Lazard in connection with this document, any statement contained herein or otherwise.

Peel Hunt LLP ("**Peel Hunt**"), which is authorised and regulated in the United Kingdom by the FCA and is a member of the London Stock Exchange, is acting for the Company in connection with the Proposed Fundraising and will not be acting for any other person (including a recipient of this document) or otherwise be responsible to any person for providing the protections afforded to clients of Peel Hunt or for advising any other person in respect of the Proposed Fundraising or any transaction, matter or arrangement referred to in this document. Peel Hunt's responsibilities as the Company's nominated adviser and broker under the AIM Rules for Nominated Advisers are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of the Proposed Fundraising.

Numis Securities Limited (trading as "Deutsche Numis") ("**Deutsche Numis**"), which is authorised and regulated in the United Kingdom by the FCA, is acting as Joint Broker to the Company and will not be acting for any other person (including a recipient of this document) or otherwise be responsible to any person for providing the protections afforded to clients of Deutsche Numis or for advising any other person in respect of the Proposed Fundraising or any transaction, matter or arrangement referred to in this document.

Apart from the responsibilities and liabilities, if any, which may be imposed on Peel Hunt or Deutsche Numis by FSMA or the regulatory regime established thereunder. Neither Peel Hunt nor Deutsche Numis accepts any responsibility whatsoever for the contents of this document, including its accuracy, completeness or verification or for any other express or implied statement made or purported to be made by it, or on its behalf, in connection with the Company or the Proposed Fundraising. Peel Hunt and Deutsche Numis nor any of their group undertakings or affiliates (nor any of their respective directors, officers, employees or agents) accordingly disclaim all and any liability whether arising in tort, contract or otherwise (save as referred to above) in respect of this document or any such statement.

Notice of a General Meeting of the Company to be held at the offices of White & Case LLP at 5 Old Broad St, London EC2N 1DW at 10:00 a.m. on Monday 10 March 2025 is set out at Part 6 of this document. Shareholders will find the Proxy Form for use at the General Meeting accompanying this document. A Proxy Form for use at the General Meeting is enclosed with this document and should be returned as soon as possible and in any event so as to be received by the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA by not later than 10:00 a.m. on Thursday 6 March 2025. The completion and return of the Proxy Form will not prevent a Shareholder from attending and voting in person at the General Meeting, should they so wish. Alternatively, you can vote via Shareview, CREST or Proxymity (please refer to the notes to the Notice of General Meeting for further details).

Copies of this document, which is dated 14 February 2025 will be available free of charge to the public during normal business hours on weekdays (excluding Saturday, Sunday and public holidays) from the registered office of the Company at Pascal Close, St Mellons, Cardiff, South Glamorgan, CF3 0LW. In accordance with the AIM Rules, a copy of this document will be made available at the Company's website, www.iqep.com. The contents of the Company's website or any website directly or indirectly linked to the Company's website do not form part of this document.

No person has been authorised to give any information or to make any representation other than those contained in this document in connection with the Proposed Fundraising and, if given or made, such information or representation must not be relied upon as having been authorised by or on behalf of the Company, Peel Hunt, Deutsche Numis or their respective directors, partners, officers or employees.

The distribution of this document in or into certain jurisdictions may be restricted by law. Accordingly, neither this document nor any advertisement or any other offering material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons outside of the UK into whose possession this document comes should inform themselves about and observe any such restrictions.

This document does not constitute or form part of any offer or invitation to sell or issue or a solicitation of any offer to acquire, purchase or subscribe for any securities in any jurisdiction. This document must not be distributed to a US person (as such term is defined in the US Securities Act of 1933, as amended) or within or into the United States, Canada, Japan, the Republic of South Africa, Australia, New Zealand, the Republic of Ireland or any member state of the EEA. This document has been prepared to comply with English law and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws of jurisdictions outside the United Kingdom. No person should construe the contents of this document as legal, tax or financial advice and recipients of this document should consult their own advisers as to the matters described in this document. There will be no public offering of any securities by the Company in the United States.

This document has not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any other regulatory authority in the United States, nor have any of the foregoing authorities passed on or endorsed the merits of the Proposed Fundraising or the accuracy or adequacy of the information contained in this document. Any representation to the contrary is a criminal offence in the United States.

CAUTIONARY NOTICE REGARDING FORWARD LOOKING STATEMENTS

This document includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "forecasts", "plans", "prepares", "targets", "anticipates", "projects", "expects", "intends", "may", "will", "seeks", or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Company's and the Directors' intentions, beliefs or current expectations concerning, amongst other things, the Company's prospects, growth and strategy. No statement in this document is intended to be a profit forecast and no statement in this document should be interpreted to mean that earnings per share of the Company for the current or future years would necessarily match or exceed the historical published earnings per share of the Company.

By their nature, forward-looking statements involve risks and uncertainties because they relate to future events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. The Company's actual performance, achievements and financial condition may differ materially from those expressed or implied by the forward-looking statements in this document. In addition, even if the Company's results of operations, performance, achievements and financial condition are consistent with the forward-looking statements in this document, those results or developments may not be indicative of results or developments in subsequent periods.

Any forward-looking statements that the Company makes in this document speak only as of the date of such statement, and none of the Company or the Directors undertake any obligation to update such statements unless required to do so by applicable law. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data.

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PART 1: DIRECTORS, SECRETARY, REGISTERED OFFICE AND ADVISERS

Directors	Mark Cubitt Jutta Meier Carol Chesney Victoria Hull Bami Bastani Maria Marced Harmesh Suniara	<i>Executive Chair</i> <i>Interim CEO and CFO</i> <i>Senior Independent Director</i> <i>Non-Executive Director</i> <i>Non-Executive Director</i> <i>Non-Executive Director</i> <i>Non-Executive Director</i>
All of whose business address is	The Company's registered office	
Company Secretary	Tom Dale	
Registered Office	Pascal Close St Mellons Cardiff, CF3 0LW	
Financial Adviser	Lazard & Co., Limited 50 Stratton St London, W1J 8LL	
Nominated Adviser and Joint Broker	Peel Hunt LLP 7 th Floor 100 Liverpool Street London, EC2M 2AT	
Joint Broker	Deutsche Numis 45 Gresham St London, EC2V 7BF	
Lawyers to the Company	White & Case LLP 5 Old Broad Street London, EC2N 1DW	
Auditors	KPMG LLP 3 Assembly Square Britannia Quay Cardiff, CF10 4AX	
Registrars	Equiniti Aspect House Lancing West Sussex, BN99 6DA	

PART 2: KEY PROPOSED FUNDRAISING STATISTICS

Loan Note Statistics

Principal amount of Loan Notes	£21,176,470.59
Aggregate subscription proceeds in respect of the issuance of the Loan Notes ⁽¹⁾	£18,000,000

Illustrative Dilution Statistics

Number of Ordinary Shares currently in issue, excluding treasury shares	967,263,851
Conversion Price per new Ordinary Share	£0.15
New Ordinary Shares issued pursuant to Conversion at the Conversion Price ⁽²⁾	141,176,471
Percentage of the Enlarged Share Capital represented by the new Ordinary Shares issued pursuant to Conversion at the Conversion Price ⁽²⁾	12.7%
New Ordinary Shares issued pursuant to (i) Conversion at the Conversion Price; and (ii) conversion into Ordinary Shares at the Conversion Price of a redemption premium of 9% on each Loan Note ⁽²⁾⁽³⁾	153,882,353
Percentage of the Enlarged Share Capital represented by the new Ordinary Shares issued pursuant to (i) Conversion at the Conversion Price; and (ii) conversion into Ordinary Shares at the Conversion Price of a redemption premium of 9% ⁽²⁾⁽³⁾	13.7%
New Ordinary Shares issued pursuant to the Warrants in the event that Conversion does not take place ⁽⁴⁾	141,176,471
Percentage of the Enlarged Share Capital represented by the new Ordinary Shares issued pursuant to the Warrants in the event that Conversion does not take place ⁽⁴⁾	12.7%
New Ordinary Shares issued pursuant to the Warrants in the event that Conversion does not take place, with a redemption premium of 9% on each Loan Note ⁽³⁾⁽⁴⁾	153,882,353
Percentage of the Enlarged Share Capital represented by the new Ordinary Shares issued pursuant to the Warrants in the event that Conversion does not take place, with a redemption premium of 9% on each Loan Note ⁽³⁾⁽⁴⁾	13.7%

(The above assumes that there are no further issues of Ordinary Shares between the date of this document and Conversion and that no adjustment events take place pursuant to the terms of the Loan Notes that result in an adjustment to the Conversion Price).

Notes:

1. Representing 85% of the principal amount of the Loan Notes.
2. Assuming Conversion in full of all Loan Notes.
3. This 9% redemption premium will be applicable on each Loan Note if the Company elects to extend the Loan Notes' initial 12 month term by an additional 6 months.
4. Assuming Conversion does not occur in respect of any of the Loan Notes. For the avoidance of doubt, Conversion in respect of a Loan Note and issuance of a Warrant in respect of that Loan Note are mutually exclusive.

PART 3: EXPECTED TIMETABLE OF KEY EVENTS

2025

Announcement of the Proposed Fundraising	Wednesday 12 February 2025
Publication and posting of this document and Proxy Form	Friday 14 February 2025
Latest time and date for receipt of Proxy Forms or electronic proxy appointments for use at the General Meeting	10:00 a.m. on Thursday 6 March 2025
General Meeting	10:00 a.m. on Monday 10 March 2025
Announcement of the results of the General Meeting	Monday 10 March 2025
Completion of the Proposed Fundraising	Thursday 13 March 2025

Notes:

1. If any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of an announcement through an RIS.
2. The timetable assumes that there is no adjournment of the General Meeting. If there is an adjournment, all subsequent dates are likely to be later than those shown.
3. All references to times and dates in this document are to times and dates in London.
4. If you have questions on how to complete the Proxy Form, please contact Equiniti Limited on +44 (0) 371 384 2030. Lines are open from 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (except English and Welsh public holidays).

PART 4: DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

“Act”	the Companies Act 2006 (as amended)
“AIM”	a market of that name operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies and the AIM Rules for Nominated Advisers
“AIM Rules for Companies”	the AIM Rules for Companies, as published and amended from time to time by the London Stock Exchange
“AIM Rules for Nominated Advisers”	the AIM Rules for Nominated Advisers, as published and amended from time to time by the London Stock Exchange
“Board” or “Directors”	the directors of the Company as at the date of this document, whose names are set out on page 4 of this document
“Board Appointment Agreement”	the board appointment agreement entered into between Lombard Odier and the Company dated 30 June 2023, which is to be amended and restated on issuance of the Loan Notes
“Business Day”	any day (excluding Saturdays and Sundays) on which banks are open in London for normal banking business and the London Stock Exchange is open for trading
“certificated” or “in certificated form”	the description of an Ordinary Share or other security which is not in uncertificated form (that is not in CREST)
“Circular” or “this document”	this document, posted to Shareholders on 14 February 2025
“Company” or “IQE”	IQE plc, a company incorporated in England and Wales (company number: 03745726)
“Conversion”	conversion of the principal amount of the Loan Notes into new Ordinary Shares
“Conversion Price”	£0.15 per new Ordinary Share
“Conversion Shares”	the new Ordinary Shares that would be issued to the Noteholders upon Conversion
“Convertible Loan Note Instrument”	the convertible loan note instrument to be issued by the Company to the Noteholders
“CREST”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the “Operator” (as defined in the CREST Regulations)
“CREST Manual”	the rules governing the operation of CREST, as published by Euroclear
“CREST Member”	a person who has been admitted to Euroclear as a system-member (as defined in the CREST Regulations)
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended)
“CREST Sponsor”	a CREST participant admitted to CREST as a sponsor
“CREST Sponsored Member”	a CREST Member admitted to CREST as a sponsored member
“Daily VWAP”	the daily volume weighted average price in pounds sterling (being a trading benchmark calculated by dividing the total value trading (sum of price times trade size) by the total volume (sum of trade sizes) taking into account every qualifying transaction as published by Bloomberg LP (or should Bloomberg LP cease to exist or publish it, by any other financial news and data service provider publishing reliable data on the Ordinary Shares provided that the Daily VWAP shall be calculated according to the exact same methods used by Bloomberg))
“Deutsche Numis”	Numis Securities Limited, registered in England and Wales under number 02285918 whose registered office is at 45 Gresham Street, London, England, EC2V 7BF, the Company’s joint broker
“Enlarged Share Capital”	the entire issued share capital of the Company following Conversion in full of all outstanding Loan Notes (assuming no further Ordinary Shares have been issued)
“Euroclear”	Euroclear UK & International Limited, the operator of CREST
“Executive Chair”	the executive chair of the Board
“Existing Ordinary Shares”	the 967,263,851 Ordinary Shares in issue at the date of this document, all of which are admitted to trading on AIM and being the entire issued ordinary share capital of the Company
“FCA”	the UK’s Financial Conduct Authority
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“General Meeting”	the general meeting of the Company convened for 10:00 a.m. on 10 March 2025 (or any adjournment thereof) to approve the Resolutions, notice of which is set out at Part 6 of this document
“Group”	the Company and its subsidiaries (as defined in the Act)

"Independent Directors"	the Directors save for: (i) Harmesh Suniara, as Lombard Odier's representative on the Board; and (ii) Mark Cubitt and Bami Bastani, being Directors of the Company that have agreed to subscribe for Loan Notes, all of whom are conflicted pursuant to Rule 13 of the AIM Rules for Companies regarding related party transactions
"Joint Brokers"	together, Peel Hunt and Deutsche Numis
"Lazard"	Lazard & Co., Limited, registered in England and Wales under number 00162175 whose registered office is at 50 Stratton St, London W1J 8LL, the Company's financial adviser in respect of the Proposed Fundraising
"Loan notes"	the loan notes issued pursuant to the Convertible Loan Note Instrument
"Lombard Odier"	Lombard Odier Asset Management (Europe) Ltd acting as discretionary investment manager or sub-adviser for and on behalf of certain funds and accounts managed by it and / or agent of Lombard Odier Asset Management (USA) Corp acting in its capacity as discretionary investment manager for and on behalf of certain funds and accounts managed by it
"London Stock Exchange"	London Stock Exchange plc
"Noteholders"	a consortium of Shareholders and certain senior executives and Directors led by the Company's largest shareholder, Lombard Odier
"Notice of General Meeting"	the notice of the General Meeting set out at Part 6 of this document
"Official List"	the Official List of the FCA
"Ordinary Shares"	ordinary shares of £0.01 each in the capital of the Company
"Peel Hunt"	Peel Hunt LLP, registered in England and Wales under number OC357088 whose registered office is at 7 th Floor 100 Liverpool Street, London, England, EC2M 2AT, the Company's nominated adviser and broker
"Proposed Fundraising"	the proposed fundraising by way of issuance of the Loan Notes of gross subscription proceeds of up to £18 million
"Proxy Form"	the Proxy Form for use in connection with the General Meeting accompanying this document
"Proximity"	an electronic proxy voting platform available for use by institutional investors
"Registrar"	Equiniti, the Company's registrar
"Resolutions"	the resolutions to be proposed at the General Meeting, as set out in the Notice of General Meeting at Part 6 of this document and each being a "Resolution"
"RIS"	a regulatory information service as defined by the AIM Rules
"Share Options"	share options granted under the Company's Long Term Incentive Plan to subscribe for new Ordinary Shares
"Shareholders"	holders of Ordinary Shares
"Trading Day"	any day on which the Ordinary Shares are traded on AIM provided that "Trading Day" shall not include (i) any day on which the Ordinary Shares are scheduled to trade on AIM for less than 4.5 hours; or (ii) any day that the Ordinary Shares are suspended from trading at the request of the Company or AIM during the final hour of trading on such market unless such day is otherwise designated as a Trading Day in writing by the Noteholders
"Warrant"	a warrant to subscribe for Ordinary Shares to be issued to a Noteholder in the event that Conversion does not take place in respect of their Loan Notes
"UK"	United Kingdom
"uncertificated" or "uncertificated form"	means recorded on the relevant register or other record of the share or other security concerned as being held in uncertificated form in CREST, and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
"US" or "United States"	United States of America, its territories and possessions, any State of the United States, and the District of Columbia

All references in this document to "£", "pence", "p" or "pounds sterling" are to the lawful currency of the UK.

PART 5: LETTER FROM THE EXECUTIVE CHAIR OF IQE PLC

(Incorporated and registered in England and Wales under the Companies Act 2006 with number 03745726)

Directors:
Mark Cubitt
Jutta Meier
Carol Chesney
Victoria Hull
Bami Bastani
Maria Marced
Harmesh Suniara

Registered Office:
Pascal Close
St Mellons
Cardiff
South Glamorgan
CF3 0LWI

To all Shareholders and, for information purposes only, holders of Share Options

14 February 2025

Dear Shareholder,

PROPOSED FUNDRAISING AND NOTICE OF GENERAL MEETING

1. INTRODUCTION

As announced on 12 February 2025, the Company has entered into subscription agreements with each of the Noteholders, being a consortium of Shareholders and certain senior executives and Directors led by the Company's largest shareholder, Lombard Odier. Under the terms of the subscription agreements, the Noteholders have conditionally agreed to subscribe for, and the Company has conditionally agreed to issue, secured zero-coupon convertible Loan Notes, with a conversion price of 15 pence per new Ordinary Share, at 85% of the Loan Notes' face value to raise aggregate subscription proceeds for the Company of £18 million. The aggregate principal amount of the Loan Notes is £21,176,470.59.

The details of the subscription agreements and Convertible Loan Note Instrument and further background to and reasons for the Proposed Fundraising are set out below at paragraphs 2, 3 and 4 respectively of this Part 5.

The issuance of the Loan Notes, and therefore the Proposed Fundraising, is conditional on, amongst other things, the passing of the Resolutions at the General Meeting that will grant the Directors the authority to issue the rights to subscribe for, and to issue, the Ordinary Shares to Noteholders on exercise of their conversion rights pursuant to the Loan Notes. The Resolutions are contained in the Notice of General Meeting at Part 6 of this document. Shareholder approval of the Resolutions will be sought at the General Meeting, which will be held at the offices of White & Case LLP at 5 Old Broad St, London EC2N 1DW at 10:00 a.m. on Monday 10 March 2025. The formal notice of the General Meeting is set out at Part 6 of this document.

As previously announced, the Company is undertaking a strategic review which the Independent Directors believe will unlock significant unrealised value within the Group. The Proposed Fundraising is integral to the strategic review and the Company's ability to demonstrate financial resilience to both our customers and potential parties to the strategic review. Shareholders are asked to vote in favour of the Resolutions at the General Meeting in order for the Proposed Fundraising to proceed. The Independent Directors believe that successful completion of the Proposed Fundraising is required to maintain sufficient short-term liquidity whilst the Company completes the ongoing strategic review. Shareholders should be aware that if the Resolutions are not approved at the General Meeting, the issuance of the Loan Notes (and thereby the Proposed Fundraising) cannot complete and the Company will not receive the net proceeds from the Loan Notes. In such circumstances, the Company would be required to obtain emergency funding to meet its short-term liquidity needs and its financial position and prospects will be adversely affected.

The purpose of this document is to set out the background to, and the reasons for, the Proposed Fundraising. It explains why the Independent Directors consider the Proposed Fundraising to be in the best interests of the Company and its Shareholders as a whole. It also includes the Independent Directors' unanimous recommendation that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting, as the Independent Directors intend to do so themselves in respect of their own beneficial shareholdings of Ordinary Shares. .

Your attention is drawn to the Notice of General Meeting contained in Part 6 of this document and paragraphs 7 and 8 of this Part 5, which explain the purpose of the General Meeting and action to be taken by you in relation to the General Meeting.

2. THE SUBSCRIPTION AGREEMENTS

As announced on 12 February 2025, the Company has entered into subscription agreements with each of the Noteholders, being a consortium of Shareholders and certain senior executives and Directors led by the Company's largest shareholder, Lombard Odier. Under the terms of the subscription agreements, the Noteholders have conditionally agreed to subscribe for, and the Company has conditionally agreed to issue, secured zero-coupon convertible Loan Notes, with a conversion price of 15 pence per new Ordinary Share, at 85% of the Loan Notes' face value to raise aggregate subscription proceeds for the Company of £18 million. The aggregate principal amount of the Loan Notes is £21,176,470.59.

Conditions

The issuance of the Loan Notes by the Company, and subscription for the Loan Notes by the Noteholders, is, inter alia, conditional on the satisfaction or waiver of the following:

- the Company obtaining prior approval of Shareholders of the Resolutions (the waiver of which can only occur with the consent of the Company) before the end of March 2025;
- amendment to the existing facility agreement with HSBC UK Bank PLC; and
- certain warranties to be given by the Company to the Noteholders (including power, authority, solvency and compliance warranties) being true and accurate,

and the Noteholders may terminate the Proposed Fundraising in certain customary circumstances, including if the conditions set out above are not satisfied or waived, were there to be a market disruption, or were a material adverse change to affect the Group.

The Company undertakes to notify the Noteholders in writing as soon as reasonably practicable if it or any Director becomes aware of any matter in consequence of which (i) any of the conditions is not, or if it is reasonable to anticipate has become or will become incapable of being, fulfilled; or (ii) a material adverse change occurs, or any development reasonably likely to involve a material adverse change occurs, prior to issuance of the Loan Notes.

Voting undertaking

Each Noteholder has undertaken to vote their holdings of Existing Ordinary Shares in favour of the Resolutions, as set out in further detail in paragraph 7 of this Part 5.

Warranties

Under the subscription agreements, the Company and each Noteholder have provided customary warranties to one another.

Lombard Odier Board Appointment Rights

As previously announced by the Company on 17 May 2023 as part of a previous placing fundraising, Lombard Odier (as a substantial shareholder in the Company participating in such fundraising) was granted the right to nominate a non-executive director to the Board as a representative of funds or accounts managed on a discretionary basis by Lombard Odier, subject to Lombard Odier continuing to exercise, or to control, directly or indirectly 12% or more of the Ordinary Shares. In recognition of the significant additional investment to be made in the Company by Lombard Odier pursuant to the Proposed Fundraising, the Company has agreed to grant Lombard Odier an additional non-executive director appointment right for so long as funds or accounts managed by Lombard Odier continue to hold any Loan Notes through amending and restating the Board Appointment Agreement.

3. THE CONVERTIBLE LOAN NOTE INSTRUMENT

Under the terms of the subscription agreements, the Company has agreed to execute the Convertible Loan Note Instrument following the satisfaction of the conditions set out in paragraph 2 of this Part 5 above and issue the Loan Notes to the Noteholders.

Term

The initial term of the Loan Notes is 12 months. The Company may extend the initial term of the Loan Notes by a further 6 months by written notice to the Noteholders. If extended, on redemption the Company shall pay the Noteholders the nominal value of the Loan Notes, plus a redemption premium of 9% on each Loan Note.

Transferability

The Loan Notes are not transferable other than by a Noteholder to their affiliates. No application will be made for the admission of the Loan Notes to trading on AIM or any recognised securities exchange.

Ranking

The Loan Notes when issued and outstanding shall rank *pari passu*, equally and rateably, without discrimination or preference among themselves and as secured obligations of the Company.

Security

The Loan Notes are to be secured against the Company's assets in the UK and subordinated to the Company's existing financing facility with HSBC UK Bank PLC which will be amended and restated upon issuance of the Loan Notes.

Interest

The Loan Notes shall not be interest bearing, other than where there has been an event of default pursuant to the terms of the Loan Notes. The Convertible Loan Note Instrument provides for certain events of default including but not limited to suspension or cancellation of trading of the Ordinary Shares on AIM, material breach of the terms of the Convertible Loan Note Instrument, a material adverse change, or change in control, at the Company. Where an event of default occurs pursuant to the terms of the Convertible Loan Note Instrument, default interest shall be payable on any outstanding Loan Notes at a rate of 18% per annum above SONIA (as published by the Bank of England).

Key Repayment Terms

Pursuant to the terms of the Convertible Loan Note Instrument, the Company is entitled to redeem and repay the Loan Notes at any time prior to their maturity. The Company is required to redeem and repay the Loan Notes following the occurrence of an event of default or other mandatory repayment event and on maturity. Upon service of a redemption notice by the Company, the Noteholders have the right, within 20 Business Days, to elect for the Conversion of their Loan Notes (rather than to be repaid). If the Noteholders do not serve a Conversion election on the Company during such period, the Company will repay and redeem the Loan Notes and issue Warrants to the Noteholders, as set out in further detail below.

Conversion

While the Noteholders shall have the right to serve notice of Conversion on the Company at any time prior to maturity of the Loan Notes, the Company may serve notice of Conversion on the Noteholders in the event that the average Daily VWAP of the Ordinary Shares over both (i) the period of three months; and (ii) the period of seven Trading Days prior to the date of service of notice of Conversion by the Company, exceeds the Daily VWAP on the date of issuance of the Loan Notes by more than 33 per cent. In addition if it is the Company serving notice of Conversion, the Noteholders may also elect not to proceed to Conversion for any or all of their Loan Notes and instead be cash-settled. In such circumstances, the Company shall pay the Noteholder:

- the nominal value of the Loan Notes, plus
- a redemption premium equal to the amount by which the Conversion Price is exceeded by the highest Daily VWAP of the Ordinary Shares over the period of seven Trading Days prior to the notice of Conversion, multiplied by
- the number of Conversion Shares that the Noteholder would have received had it proceeded with Conversion.

In the event that the Company redeems the Loan Notes without the Noteholders electing for Conversion or for cash settlement as above, the Company shall issue Warrants to the Noteholders. The Warrants will allow the Noteholders to subscribe at a price of 15 pence per Ordinary Share for such number of Ordinary Shares as would, based on a subscription price of 15 pence, be equal in value to the amount that the Noteholders would have received on redemption of the Loan Notes. The Warrants will lapse and cease to be exercisable if they are not exercised prior to the third anniversary of the date on which the Loan Notes are issued.

Adjustments

For so long as the Loan Notes remain in issue, the Loan Notes will be subject to adjustment should the Company undertake certain actions that would result in a dilution of the Loan Notes if no adjustment took place.

Such actions comprise (i) any allotment or issue of equity securities by the Company; (ii) any cancellation, purchase or redemption, reduction or repayment of equity securities by the Company; and (iii) any sub-division, consolidation or reclassification of the Ordinary Shares by the Company.

The number of and / or Conversion Price for the Ordinary Shares to be converted as part of any such adjustment shall be determined and certified by the Company's professional advisors or auditors so that the Noteholders will be entitled to receive the same percentage of the issued share capital of the Company carrying the same proportion of votes exercisable at a general meeting of Shareholders and the same entitlement to participate in distributions of the Company, as would have been the case had the Loan Notes not been diluted.

4. REASONS FOR THE PROPOSED FUNDRAISING AND THE USE OF PROCEEDS

Reasons for the Proposed Fundraising

Commercial and strategic progress

IQE remains one of the leading global suppliers of compound semiconductor wafer products and advanced material solutions. However, in line with the rest of the industry, the Company is continuing to see a slower than anticipated recovery in some key sectors driven by weak consumer demand in end markets and the delayed market adoption of new technologies. The Proposed Fundraising is intended to provide additional short-term liquidity to strengthen the Group's balance sheet and maintain optionality as the Company completes its strategic review.

As announced on 18 November 2024, the Company is continuing to conduct a comprehensive strategic review of its asset base to ensure that it has a strong capital position to further invest in its core operations, with a particular focus on its Taiwan operations, for which all options are being assessed, including a full sale and IPO.

The Board believes there is a significant market opportunity in the Company's core operations and remains focused on reducing its cost structure for profitable growth, servicing its customers and maximising value for shareholders. The Company will provide a further update when appropriate. At this stage, there can be no certainty as to the outcome of the review.

As announced on 4 December 2024, the Company has completed the sale of its decommissioned site in Bethlehem, Pennsylvania, as a result of which the Company received US\$5.5 million in 2024, further strengthening the Company's balance sheet and consolidating the Company's manufacturing footprint. IQE ceased operations in the Pennsylvania site in late 2023 and has since transferred the site's expertise, IP, assets and customers to its larger facility in Greensboro, North Carolina. This has allowed IQE to concentrate its efforts in North America on developing this site into a world-class facility serving advanced sensing, optical communications, aerospace & defence and wireless markets. The North Carolina site is also supported through significant funding from the local government.

The Board remains confident in IQE's long-term prospects because of the Group's leading position in providing advanced compound semiconductors to a base of global marquee customers across several market verticals, and the alignment of the Group's core capabilities with broader semiconductor market growth vectors.

Use of proceeds

Following the ongoing strategic review and significant strategic progress detailed above, the Company is undertaking this Proposed Fundraising to provide additional short-term liquidity whilst the Company completes its strategic review. The proceeds from the Proposed Fundraising will be applied towards the Group's short-term working capital requirements.

5. RELATED PARTY TRANSACTIONS

Entry by Lombard Odier into a subscription agreement and the related issuance of Loan Notes to Lombard Odier constitutes a related party transaction under Rule 13 of the AIM Rules for Companies by virtue of Lombard Odier's position as a substantial shareholder in the Company and Harmesh Suniara's representation of Lombard Odier on the Board. As such, Harmesh Suniara has not been involved in the approval of the Proposed Fundraising by the Board.

Entry by Mark Cubitt and Bami Bastani into subscription agreements and the related issuance of the Loan Notes to Mark Cubitt and Bami Bastani constitutes a related party transaction under Rule 13 of the AIM Rules for Companies by virtue of their positions as Directors of the Company. Accordingly, neither Mr Cubitt nor Mr Bastani voted on the board resolutions required to approve the Proposed Fundraising.

Entry by Tom Dale into a subscription agreement and the related issuance of Loan Notes to Tom Dale constitutes a related party transaction under Rule 13 of the AIM Rules for Companies by virtue of his position as a director of certain subsidiaries of IQE.

The Directors independent of the Proposed Fundraising (i.e. the Independent Directors), having consulted with Peel Hunt, the Company's Nominated Adviser, consider the terms of the Proposed Fundraising to be fair and reasonable insofar as Shareholders are concerned.

6. IMPACT OF THE PROPOSED FUNDRAISING ON THE COMPANY

Business of the Company

The Proposed Fundraising is not expected to have an impact on the business of the Company. The proceeds are expected to be applied towards the Group's short-term working capital requirements. As described in paragraph 4 the Company is currently undertaking a strategic review of its operations and asset base which is expected to result in the sale of certain assets. This has a particular focus on Taiwan for which all options are being assessed, including a full sale and IPO.

Board Composition

Following issuance of the Loan Notes and their subscription by the Noteholders, on the assumption that Lombard Odier chooses to exercise their right to appoint an additional director to the Board as provided for in the Board Appointment Agreement, the new board of the Company will comprise 8 directors. Lombard Odier will have the right to nominate two directors (one of which will remain Harmesh Suniara, currently serving as a Director) and the remaining six directors will comprise the Directors currently serving on the Board (other than Harmesh Suniara) and such Directors will therefore remain a majority on the Board.

A further announcement will be made when the additional Lombard Odier appointee is appointed and as required by the applicable rules and regulations, including the information required by the AIM Rules for Companies.

Working Capital

The Proposed Fundraising and the issuance by the Company of the Loan Notes is expected to significantly strengthen the Company's balance sheet, reduce the Company's working capital constraints and allow further investment into the business to support its growth aspirations. As set out above in paragraph 3 of this Part 5, the Company's existing facility agreement with HSBC UK Bank PLC will be amended and restated as part of the Proposed Fundraising. The Proposed Fundraising is also expected to allow the Company to complete the ongoing strategic review.

Share Capital

As at 13 February 2025 (being the latest practicable Business Day prior to publication of this document), the Company's total issued share capital consists of 967,263,851 Ordinary Shares, carrying one vote each.

In circumstances whereby the entire principal amount of the Loan Note is converted at the Conversion Price, the maximum Conversion would represent 12.7% of the Enlarged Share Capital (assuming no further Ordinary Shares have been issued). If the Loan Notes are redeemed in full without Conversion taking place and Warrants are issued, the maximum number of new Ordinary Shares to be issued pursuant to the Warrants would represent 12.7% of the Enlarged Share Capital (assuming no further Ordinary Shares have been issued).

In circumstances whereby the Company extends the initial 12 month term of the Loan Notes by a further 6 months (in which case the Company shall pay the Noteholders the principal amount due under the Loan Notes, plus a redemption premium of 9% on each Loan Note), the maximum Conversion would represent 13.7% of the Enlarged Share Capital (assuming no further Ordinary Shares have been issued). If following such an extension the Loan Notes are redeemed in full without Conversion taking place and Warrants are issued, the maximum number of new Ordinary Shares to be issued pursuant to the Warrants would represent 13.7% of the Enlarged Share Capital (assuming no further Ordinary Shares have been issued).

As at 13 February 2025, there were 38,896,523 Share Options outstanding.

Substantial Share Interests

As at 13 February 2025, the percentage of Ordinary Shares not in public hands was 15.1%. Following Conversion and assuming that there are no further issues of Ordinary Shares or acquisitions or disposals of Ordinary Shares other than pursuant to the Conversion, the percentage of Ordinary Shares not in public hands is expected to be 20.4%.

Following Conversion, the following Shareholder is expected to be interested, directly or indirectly, in 10 per cent. or more of the Company's Enlarged Share Capital, assuming that it does not make any acquisitions or disposal prior to Conversion and no Ordinary Shares are issued by the Company prior to Conversion (including for the purposes of satisfying the exercise of options):

Shareholder	Number of Ordinary Shares	% of Enlarged Share Capital
Lombard Odier	223,500,748	20.2%

7. GENERAL MEETING

The Board is seeking the approval of Shareholders at the General Meeting to grant to Directors the authority to allot non-pre-emptively Ordinary Shares in the Company (or rights convertible into Ordinary Shares in the Company) so as to allow the Board to proceed with the Proposed Fundraising. The issuance of the Loan Notes is conditional on, inter alia, the approval by the Shareholders of the Resolutions to be proposed at the General Meeting. A notice convening a General Meeting, to be held at the offices of White & Case LLP at 5 Old Broad St, London EC2N 1DW at 10:00 a.m. on Monday 10 March 2025, is set out at Part 6.

As set out in the Notice of General Meeting, the following inter-conditional resolutions will be proposed:

- Resolution 1, Authority to Allot Shares is an ordinary resolution to authorise the Directors (in addition to all existing authorities under section 551 of the Act) under section 551 of the Act to allot Ordinary Shares with an aggregate nominal value of up to £1,538,823.53 (representing approximately 13.7% of the nominal value of the Enlarged Share Capital), being equal to 153,882,353 new Ordinary Shares over which rights to subscribe are being granted by the Company pursuant to the issuance of the Loan Notes and, in the event that Conversion does not take place, the Warrants; and
- Resolution 2, Disapplication of Statutory Pre-Emption Rights, which is conditional on the passing of Resolution 1, is a special resolution to empower (in addition to all existing powers under section 570 of the Act) the Directors under section 571 of the Act to allot and issue equity securities for cash on a non-pre-emptive basis with an aggregate nominal value of up to £1,538,823.53 (representing approximately 13.7% of the nominal value of the Enlarged Share Capital), being equal to 153,882,353 new Ordinary Shares over which rights to subscribe are being granted by the Company pursuant to the issuance of the Loan Notes and, in the event that Conversion does not take place, the Warrants.

The authorisation and power sought under the Resolutions will expire when the Loan Notes have been fully converted or redeemed (the final maturity date on such Loan Notes, assuming redemption in accordance with their terms and no extension of their terms is agreed in writing between the Company and the Noteholders, is expected to be 13 March 2026), and for the avoidance of doubt, in any event within 5 years of the date of the passing of the Resolutions. Resolution 1 will be proposed as an ordinary resolution. For an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution. Resolution 2 will be proposed as a special resolution. For a special resolution to be passed, at least three quarters of the votes cast must be in favour of the resolution.

The Directors do not, at present, intend to issue any share capital other than in connection with the Proposed Fundraising.

The Noteholders who are currently holders of (or who control the exercise of voting rights attaching to) Ordinary Shares have each undertaken to vote their holdings of Existing Ordinary Shares in favour of the Resolutions, as set out below

Noteholder	Ordinary Shares Held	Percentage of Existing Ordinary Shares
Lombard Odier	145,069,375	15.00%
Artisan Partners LP	32,236,066	3.33%
Killik & Co LLP	11,515,338	1.19%
Bami Bastani	171,000	0.02%
Rodney Pelzel	119,588	0.01%

8. ACTION TO BE TAKEN

You will find enclosed a Proxy Form for use at the General Meeting. Whether or not you intend to be present at the General Meeting, you are requested to complete the Proxy Form in accordance with the instructions printed on it and to return it as soon as possible and, in any case, so as to be received by the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA by not later than 10:00 a.m. on Thursday 6 March 2025.

As an alternative to completing and returning the printed Forms of Proxy, Shareholders can appoint their proxy electronically by creating an online portfolio using their Shareholder Reference Number. Alternatively, Shareholders who already have a Shareview portfolio can appoint their proxy by logging on using their usual user ID and password and following the instructions there. For an electronic proxy appointment to be valid, the appointment must be received by Equiniti no later than 10.00 a.m. on Thursday 6 March 2025 or, if in either case the General Meeting is adjourned, no later than 48 hours (excluding non-working days) before the time fixed for the General Meeting. Full details of the procedure to be followed to appoint a proxy online are given on the website at www.shareview.co.uk.

If you hold your Ordinary Shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to the Company's registrars (Crest Participant ID: RA19) so that it is received by no later than 10.00 a.m. on Thursday 6 March 2025.

If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by no later than 10:00 a.m. on Thursday 6 March 2025 in order to be considered valid or, if the meeting is adjourned, by the time

which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

The return of the Proxy Form, transmission of a CREST Proxy Instruction or appointing a proxy via Proxymity will not prevent you from attending the General Meeting and voting in person if you wish.

9. IMPORTANCE OF THE VOTE

Shareholders are asked to vote in favour of the Resolutions at the General Meeting in order for the Proposed Fundraising to proceed. As previously announced, the Company is undertaking a strategic review which the Independent Directors believe will unlock significant unrealised value within the Group. The Proposed Fundraising is integral to the strategic review and the Company's ability to demonstrate financial resilience to both our customers and potential parties to the strategic review. The Independent Directors believe that successful completion of the Proposed Fundraising is required to maintain sufficient short-term liquidity whilst the Company completes the ongoing strategic review. Shareholders should be aware that if the Resolutions are not approved at the General Meeting, the issuance of the Loan Notes (and thereby the Proposed Fundraising) cannot complete and the Company will not receive the net proceeds from the Loan Notes. In such circumstances the Company would be required to obtain emergency funding to meet its short-term liquidity needs and its financial position and prospects will be adversely affected.

10. RECOMMENDATION

The Independent Directors consider the Resolutions to be proposed at the General Meeting to be in the best interests of the Company and the Shareholders as a whole. Consequently, the Independent Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of the 371,192 Existing Ordinary Shares held, directly or indirectly, by them representing approximately 0.04 per cent. of the total voting rights of the Company.

Yours sincerely,

Mark Cubitt
Executive Chair
IQE plc

PART 6: NOTICE OF GENERAL MEETING

IQE PLC

(Incorporated and registered in England and Wales under the Companies Act 2006 with number 03745726)

NOTICE IS GIVEN that a general meeting of IQE plc (the "Company") will be held at the offices of White & Case LLP at 5 Old Broad St, London EC2N 1DW at 10:00 a.m. on Monday 10 March 2025 for the purposes of considering and, if thought fit, passing the following resolutions of which resolution 1 will be proposed as an ordinary resolution and resolution 2 will be proposed as a special resolution and in which capitalised terms shall have the meanings given in the circular to Shareholders issued by the Company dated 14 February 2025 of which this notice forms part (the "Circular"), save where otherwise specified:

ORDINARY RESOLUTION

1. THAT, pursuant to section 551 of the Act, the Directors be and are generally and unconditionally authorised (in addition to all existing authorities under section 551 of the Act) to exercise all powers of the Company to allot Relevant Securities up to an aggregate nominal amount of £1,538,823.53 in connection with the issuance of the Loan Notes and, in the event that Conversion does not take place, the Warrants, provided that this authorisation shall, unless previously revoked by resolution of the Company, expire when the Loan Notes have been fully converted or redeemed (the final maturity date on such Loan Notes, assuming redemption in accordance with their terms and no extension to their terms is agreed in writing between the Company and the Noteholders, is expected to be 13 March 2026) and for the avoidance of doubt, in any event within 5 years of the date of the passing of this resolution 1, save that under this authority the Company may, at any time before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities in pursuance of any such offer or agreement as if this authorisation had not expired or been varied or revoked.

In this resolution 1, "**Relevant Securities**" means shares in the Company or rights to subscribe for or to convert any security into shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such a right; and a reference to the nominal amount of a Relevant Security which is a right to subscribe for or to convert any security into shares in the Company is to the nominal amount of the shares which may be allotted pursuant to that right.

SPECIAL RESOLUTION

2. THAT, subject to the passing of resolution 1, and pursuant to section 571 of the Act, the Directors be and are generally empowered (in addition to all existing powers under section 570 of the Act) to allot and issue equity securities (as defined in section 560 of the Act) for cash pursuant to the authorities granted by resolution 1 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £1,538,823.53 in connection with issuance of the Loan Notes and, in the event that Conversion does not take place, the Warrants, and, subject to the continuance of the authority conferred by resolution 1, shall expire when the Loan Notes have been fully converted or redeemed (the final maturity date on such Loan Notes, assuming redemption in accordance with their terms and no extension to their terms is agreed in writing between the Company and the Noteholders, is expected to be 13 March 2026), and for the avoidance of doubt, in any event within 5 years of the date of the passing of this resolution 2, but so that the Company may before such expiry make any 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 such power had not expired.

By order of the Board

Tom Dale

14 February 2025

Registered office: Pascal Close, St Mellons, Cardiff, South Glamorgan, CF3 0LW

Registered in England and Wales No. 03745726

Notes:

1. A member who would be ordinarily entitled to attend and vote at the meeting may appoint one or more proxies (who need not be a member of the Company) to attend and to speak and to vote on his or her behalf whether by show of hands or on a poll. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him/her. Shareholders are strongly encouraged to appoint the chair of the meeting as their proxy.
2. In order to vote at the meeting or any adjourned meeting (and also for the purpose of calculating how many votes a person may cast), a person must have his/her name entered on the register of members of the Company by close of business on Thursday 6 March 2025 (or close of business two days before any adjourned meeting). Changes to entries on the register of register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
3. Any member has the right to ask any question relating to the business being dealt with at the meeting. The Company has provided members with means to ask questions and has asked that questions be provided in advance of the meeting. The Company will answer the themes raised by the questions following the meeting unless exempted by the provisions of section 319A of the Act.
4. In order to be valid an appointment of proxy (together with any authority under which it is executed or a copy of the authority certified notary) must be returned by one of the following methods: (a) in hard copy form by post, by courier or by hand to the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA; (b) via the Company's Registrars' online portfolio service, Shareview, you can submit your proxy by logging on to your portfolio at www.shareview.co.uk using your usual user ID and password. Once logged in, simply click 'View' on the 'My Investments' page, click on the link to vote then follow the on-screen instructions. If you have not previously registered for this facility, you will first be asked to register as a new user, for which you will require your Shareholder Reference Number (which can be found on your Proxy Form or Notice of Availability); (c) in the case of CREST Members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below and in each case must be received by the Company not later than 10:00 a.m. on Thursday 6 March 2025. CREST Members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment 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 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 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 RA19) by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting. 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. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001. 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 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 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.
5. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10:00 a.m. on Thursday 6 March 2025 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
6. The issued share capital of the Company as at 13 February 2025 was 967,263,851 ordinary shares of £0.01 each (excluding treasury shares), carrying one vote each.

