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If you have sold or otherwise transferred all of your Ordinary Shares please pass this document together with the enclosed Form of Proxy to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the Ordinary Shares. However, those documents should not be forwarded to or sent into the United States, Canada, Australia, the Republic of South Africa or Japan. Any person (including, without limitation, custodians, nominees and trustees) who may have a contractual or legal obligation or may otherwise intend to forward this document to any jurisdiction outside the UK should seek appropriate advice before taking any action.



DRAPER ESPRIT PLC

(Incorporated and registered in England and Wales with registered number 09799594)

Notice of 2021 Annual General Meeting

Your attention is drawn to the letter from the Chair of Draper Esprit plc (the '**Company**') on pages 2 to 3 of this document, which sets out how the meeting will be conducted, in light of the ongoing Covid-19 pandemic, and also recommends voting in favour of the resolutions to be proposed at the 2021 Annual General Meeting referred to below.

Notice of the Annual General Meeting of the Company, to be held at 20 Garrick Street, London WC2E 9BT at 10.00 a.m. on 14 July 2021, is set out on pages 4 to 6 of this document. Shareholders will find enclosed with this document a form of proxy for use at the Annual General Meeting, which should be completed in accordance with the instructions printed thereon and returned to the Company's registrar, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. Alternatively, where shareholders are CREST members, via a CREST Proxy Instruction. Further details are given in the 'Further Notes' to the Notice of General Meeting. Unless the Form of Proxy or CREST Proxy Instruction is received by 10.00 a.m. on 12 July 2021, it will be invalid.

21 June 2021

Dear Shareholder,

On behalf of the directors of Draper Esprit plc (together the 'Directors' or the 'Board'), I am writing to provide you with details of the 2021 Annual General Meeting ('AGM') of Draper Esprit plc (the 'Company') which will be held at 20 Garrick Street, London WC2E 9BT at 10.00 a.m. (London time) on 14 July 2021.

The formal Notice of AGM is set out on the following pages of this document, detailing the resolutions that the shareholders are being asked to vote on along with explanatory notes of the business to be conducted at the AGM.

Important information regarding our AGM

At the time of publication of this document, the Company had announced its intention to move from AIM and the Euronext Growth Market to listing its shares on the primary listing segment of the official list of the Financial Conduct Authority and the secondary listing segment of the official list of the Irish Stock Exchange (trading as Euronext Dublin) and to trading on the London Stock Exchange plc's main market for listed securities (the "Main Market") and the regulated market of Euronext Dublin (the "Euronext Dublin Market") (together "Admission") and on this basis, and in anticipation of Admission, the resolutions being proposed at the AGM are considered appropriate, and in line with best practice, for a company whose shares are listed on the Main Market and the Euronext Dublin Market.

The AGM is an important event in the Company's corporate calendar and our preference had been to welcome shareholders in person to our 2021 AGM, particularly given the constraints we faced in 2020 due to the Covid-19 pandemic. However, at the time of publication of this document, it is not possible for the Board to predict with certainty what, if any, Government restrictions on public meetings or travel will be in place on the day scheduled for the AGM. The Board believe that, notwithstanding the planned relaxation of Government restrictions on the holding of events, restrictions, including around international travel, are likely to remain, and a cautious approach to situations (particularly large indoor events) that appear to carry a higher Covid-19 transmission risk, is appropriate.

The health and wellbeing of our shareholders and employees is of paramount importance to us and the Board does not believe it would be appropriate to encourage shareholders to travel to a physical meeting (as well as requiring the attendance of the staff needed to run the event). Accordingly, the Board has agreed that we should again scale back our AGM this year. **Shareholders and corporate representatives are therefore strongly encouraged not to attend in person and to submit their proxy appointments and instructions as soon as possible using any of the methods set out in the 'Further Notes' at the end of the Notice of AGM to ensure that their votes are registered. The Board strongly advises members to appoint the Chair of the AGM as proxy for all votes, rather than a named individual. This will ensure that your votes will be counted.**

The AGM is expected to be purely functional, principally putting the resolutions to shareholders and calling the poll. To ensure that the legal requirements to hold the AGM are satisfied, we will arrange for the minimum number of Directors and officers who hold shares to be present in order to form a quorum in accordance with the Company's articles of association.

Due to the expected ongoing travel restrictions, we may not be able to have the whole Board present at the meeting. There will be no presentations on the Company's business, no guests will be permitted and no refreshments will be available.

Shareholders can appoint a proxy by submitting their proxy form or voting instruction by post or via the CREST proxy voting service. Proxy appointments or voting instructions should be provided as soon as possible and must be received by no later than 10.00 a.m. on 12 July 2021 to be valid. Further details on how to appoint a proxy are set out in the 'Further Notes' to the Notice of AGM at pages 7 to 12 of this document.

Despite our strong encouragement that shareholders do not attend the AGM in person, we understand that the meeting is an opportunity for shareholders to ask questions of the Board in relation to the business of the Company, and we welcome questions from our shareholders. If you have a question or wish to raise a matter of concern, please email IR@draperesprit.com by 6.30 p.m. on 12 July 2021. We will endeavor to publish an appropriate summary of responses to any questions raised on our website following the AGM.

The health and safety of our employees and shareholders is very important to us. For any shareholder who does seek to attend in person against our recommendation, strict health and safety measures will be enforced.

Given the continuing uncertainty around potential changes to the UK Government's guidance, and the duration of social distancing measures and restrictions on physical gatherings, we must ensure that we are able to adapt the proposed format of, and arrangements for, our AGM efficiently in the event of any change in circumstances. We will continue to monitor the evolving impact of the Covid-19 pandemic and the UK Government's guidance. If the situation changes such that we consider it is no longer possible or appropriate for shareholders to attend the AGM in person (beyond the minimum required to hold a quorate meeting) we will notify shareholders of any such changes as soon as practicable via our website (www.draperesprit.com) and, where appropriate, via an announcement on a Regulatory Information Service. Given the constantly evolving nature of the situation, even if it subsequently becomes possible to welcome a number of shareholders to an AGM venue under Government guidance, attendance in person is likely to be restricted in terms of numbers and we would therefore still strongly encourage shareholders not to attend the AGM in person. Shareholders should check our website to ensure they have the most up to date information available regarding the AGM. We would like to thank all shareholders in advance for their co-operation and understanding.

Voting

Shareholders are strongly encouraged to appoint the Chair of the Meeting as their proxy to vote on their behalf on the resolutions put to the AGM. They are strongly urged not to appoint a named Director or other person as their proxy as that person may not then in fact attend the Meeting and thus will not be able to cast the shareholder's votes in accordance with their instructions. Voting on the business of the meeting will be conducted by way of a poll. The results of voting on the resolutions will be posted on the Company's website as soon as practicable after the AGM.

Action to be taken

Whether or not you propose to attend the AGM, it is important that you complete, sign and return a form of proxy ('**Proxy Form**') or vote electronically. This will not prevent you from attending and voting at the AGM in person if you wish to do so, subject to the prevailing UK Government guidance which advises against it and to the restrictions set out in this document and as subsequently notified on our website and, where appropriate, via an announcement on a Regulatory Information Service. CREST members may use the CREST electronic proxy appointment service to submit their proxy appointment in respect of the AGM as detailed in the 'Further Notes' to the Notice of AGM on pages 11 to 12.

Please note that all Proxy Forms and appointments must be received by 10.00 a.m. on 12 July 2021.

If I am appointed as proxy I will, of course, vote in accordance with any instructions given to me. If I am given discretion as to how to vote, I will vote in favour of each of the resolutions to be proposed at the AGM.

Recommendation

The Board considers that the resolutions set out in the Notice of AGM are in the best interests of the Company and its shareholders as a whole. The Directors therefore recommend that shareholders vote in favour of each of the resolutions, as they intend to do in respect of their own shareholdings.

Yours faithfully
Karen Slatford
Chair

Notice of the Annual General Meeting

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING ('AGM') of Draper Esprit plc (the 'Company') will be held at 20 Garrick Street, London WC2E 9BT on 14 July 2021 at 10.00 a.m.

The AGM will be held to consider, and if thought appropriate, pass the following resolutions of which resolutions 1 to 11 (inclusive) will be proposed as ordinary resolutions, and resolutions 12 to 15 (inclusive) will be proposed as special resolutions. Voting on all resolutions will be by way of a poll.

Ordinary Resolutions Reports and Accounts

1. To receive the Directors' report and the accounts for the Company for the financial year ended 31 March 2021.

Directors' Remuneration

2. To approve the Remuneration and Nomination Committee Report for the financial year ended 31 March 2021, which sets out the remuneration paid to Directors during the year.

Directors

3. To re-elect Karen Slatford as a Director.
4. To re-elect Martin Davis as a Director.
5. To re-elect Stuart Chapman as a Director.
6. To re-elect Ben Wilkinson as a Director.
7. To re-elect Grahame Cook as a Director.
8. To re-elect Richard Pelly as a Director.

Auditors

9. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting of the Company at which the Company's accounts are laid.
10. To authorise the Audit, Risk and Valuations Committee of the Company to determine the remuneration of the auditors.

Directors' authority to allot shares

11. To generally and unconditionally authorise the Directors pursuant to and in accordance with Section 551 of the Companies Act 2006 (the '**2006 Act**') to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares in the Company:

- (A) up to an aggregate nominal amount of £509,999.51; and
- (B) comprising equity securities (as defined in Section 560(1) of the 2006 Act) up to a further aggregate nominal amount of £509,999.51 in connection with an offer by way of a rights issue,

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the 2006 Act and to expire at the end of the next Annual General Meeting or on 30 September 2022, whichever is the earlier, but in each case so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority ends.

For the purposes of this Resolution, '**rights issue**' means an offer to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

Special Resolutions

Disapplication of pre-emption rights

12. That if Resolution 11 is passed, the Directors be authorised to allot equity securities (as defined in the 2006 Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be limited:

- (A) to allotments for rights issues and other pre-emptive issues; and
- (B) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount of £76,499.92,

such authority to expire at the end of the next AGM of the Company or, if earlier, at the close of business on 30 September 2022 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

13. That if Resolution 11 is passed, the Directors be authorised in addition to any authority granted under Resolution 12, to allot equity securities (as defined in the 2006 Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be:

- (A) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £76,499.92; and
- (B) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice,

such authority to expire at the end of the next AGM of the Company or, if earlier, at the close of business on 30 September 2022 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Authority to purchase own shares

14. To unconditionally and generally authorise the Company for the purpose of Section 701 of the 2006 Act to make market purchases (as defined in Section 693(4) of the 2006 Act) of ordinary shares of £0.01 each in the capital of the Company provided that:

- (a) the maximum number of ordinary shares which may be purchased is 15,299,985;
- (b) the minimum price which may be paid for each share is £0.01;

- (c) the maximum price which may be paid for an ordinary share is an amount equal to the higher of
- i. an amount equal to 5% above the average market value of an ordinary share for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
 - ii. the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venues where the purchase is carried out,
- in each case, exclusive of expenses.

The authority conferred by this resolution will expire on the earlier of the conclusion of the next annual general meeting of the Company and 30 September 2022 save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority.

Notice of general meetings

15. To authorise the Directors to call a general meeting other than an annual general meeting on not less than 14 clear days' notice.

By order of the Board

Prism Cosec Limited
Company Secretary
21 June 2021

Draper Esprit plc
Registered in England and Wales No. 9799594
Registered office: 20 Garrick Street, London WC2E 9BT

THE NOTES ON THE FOLLOWING PAGES GIVE AN EXPLANATION OF THE PROPOSED RESOLUTIONS.

Resolutions 1 to 11 are proposed as ordinary resolutions. For each of these Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolutions 12 to 15 are proposed as special resolutions. For each of these Resolutions to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.

Resolution 1: Report and Accounts

The first item of business is the receipt by the shareholders of the Directors' report and the accounts of the Company for the year ended 31 March 2021. The Directors' report, the accounts and the report of the Company's auditors on the accounts are contained within the Annual Report for the year ended 31 March 2021.

Resolution 2: Annual Remuneration Report

This Resolution seeks shareholder approval of the Remuneration and Nomination Committee Report, which is set out on pages 104 to 111 of the Annual Report for the year ended 31 March 2021.

As the Company was listed on AIM during the year ended 31 March 2021, the vote on the Remuneration and Nomination Committee Report is not mandatory and is proposed on a voluntary basis. As such, the resolution is subject to an 'advisory vote' by shareholders; in the event that the resolution is not passed, payments made or promised to Directors will not have to be repaid, reduced or withheld.

As stated in the Annual Report for the year ended 31 March 2021, and in accordance with section 439A of the 2006 Act, the Company intends to put forward its remuneration policy for voting at the annual general meeting to take place in 2022.

Resolutions 3 to 8: Re-election of Directors

In accordance with best practice, all Directors who are appointed as at the date of this notice are submitting themselves for re-election by shareholders. Any new directors who may be appointed after the date of this notice in preparation for Admission will not be required to seek re-election by shareholders at the AGM.

Biographical details of each of the Directors who are seeking re-election appear on pages 90 to 91 of the Annual Report for the year ended 31 March 2021. The Board believes that each Director brings considerable and wide ranging skills and experience to the Board as a whole and continues to make an effective and valuable contribution to the deliberations of the Board. Each Director has continued to perform effectively and demonstrate commitment to their role.

The Board carries out a review of the independence of its Directors on an annual basis. In considering the independence of the independent non-executive Directors proposed for re-election, the Board has taken into consideration the guidance provided by the UK Corporate Governance Code. Accordingly, the Board considers Grahame Cook and Richard Pelly to be independent in accordance with the UK Corporate Governance Code.

In accordance with the UK Corporate Governance Code which will be adopted by the Company on Admission, it is the intention of the Board that all Directors will continue to submit themselves for annual re-election by shareholders.

Resolution 9: Re-appointment of Auditors

The auditors of a company must be appointed or re-appointed at each general meeting at which the accounts are laid. Resolution 9 proposes, on the recommendation of the Audit, Risk and Valuations Committee, the appointment of PricewaterhouseCoopers LLP as the Company's auditors, until the conclusion of the next general meeting of the Company at which accounts are laid.

Resolution 10: Remuneration of Auditors

This Resolution seeks shareholder consent for the Audit, Risk and Valuations Committee of the Company to set the remuneration of the Auditors.

Resolution 11: Directors' authority to allot

The purpose of Resolution 11 is to renew the Directors' power to allot shares. The authority in paragraph (A) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to approximately one third of the total issued ordinary share capital of the Company (exclusive of treasury shares) which as at 18 June 2021, being the latest practicable date prior to publication of this notice (the "**Latest Practicable Date**"), is equivalent to a nominal value of £509,999.51.

The authority in paragraph (B) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a rights issue up to a further nominal value of £509,999.51, which is equivalent to approximately one third of the total issued ordinary share capital of the Company (exclusive of treasury shares) as at the Latest Practicable Date. The Company currently holds no shares in treasury.

There are no present plans to undertake a rights issue or to allot new shares other than in connection with employee share incentive plans. The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise. If they do exercise the authorities to allot shares, the Directors intend to follow Investment Association recommendations concerning their use (including as regards the Directors standing for reappointment in certain cases).

If the Resolution is passed the authority will expire on the earlier of 30 September 2022 and the end of the Annual General Meeting in 2022.

Resolutions 12 and 13: Disapplication of pre-emption rights

If the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings.

Resolution 12 deals with the authority of the Directors to allot new shares or other equity securities pursuant to the authority given by Resolution 11, or sell treasury shares, for cash without the shares or other equity securities first being offered to shareholders in proportion to their existing holdings. Such authority shall only be used in connection with a pre-emptive offer, or otherwise, up to an aggregate nominal amount of £76,499.92, being approximately 5% of the total issued ordinary share capital of the Company as at the Latest Practicable Date. As at the Latest Practicable Date, the Company holds no treasury shares.

The Pre-emption Group Statement of Principles supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities (and sales of treasury shares for cash) representing no more than an additional 5% of issued ordinary share capital (exclusive of treasury shares), to be used only in connection with an acquisition or specified capital investment. The Pre-emption Group's Statement of Principles defines 'specified capital investment' as meaning one or more specific capital investment related uses for the proceeds of an issuance of equity securities, in respect of which sufficient information regarding the effect of the transaction on the company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, and in line with the template resolutions published by the Pre-emption Group, Resolution 13 seeks to authorise the Directors to allot new shares and other equity securities pursuant to the authority given by Resolution 11, or sell treasury shares, for cash up to a further nominal amount of £76,499.92, being approximately 5% of the total issued ordinary share capital of the Company as at the Latest Practicable Date, only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

If the authority given in Resolution 13 is used, the Company will publish details of the placing in its next annual report.

If Resolutions 12 and 13 are passed, the authorities will expire at the end of the next AGM or on 30 September 2022, whichever is the earlier.

The Board considers the authorities in Resolutions 12 and 13 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a rights issue or other pre-emptive offer without the need to comply with the strict requirements of the statutory pre-emption provisions.

The Board intends to adhere to the provisions in the Pre-emption Group's Statement of Principles not to allot shares for cash on a non-pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company within a rolling three-year period other than (i) after prior consultation with shareholders or (ii) in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

Resolution 14: Purchase of own shares

The effect of Resolution 14 is to renew the authority granted to the Company to purchase its own ordinary shares, up to a maximum of 15,299,985 ordinary shares, until the Annual General Meeting in 2022 or 30 September 2022, whichever is the earlier. This represents 10% of the ordinary shares in issue (excluding shares held in treasury) as at the Latest Practicable Date.

The Company may purchase shares at prices which are above the last published net asset value per share. The maximum price (exclusive of expenses) payable per share under this authority is the highest of:

- (i) an amount equal to 5% above the average market value of a share for the five business days immediately preceding the day on which that share is contracted to be purchased; and
- (ii) the higher of the price of the last independent trade and the highest current independent purchase bid on the London Stock Exchange.

Pursuant to the 2006 Act, the Company can hold any shares which are repurchased as treasury shares and either re-sell them for cash or cancel them, either immediately or at a point in the future, or use them for the purposes of its employee share schemes. Holding the repurchased shares as treasury shares will give the Company the ability to re-sell or transfer them in the future and will provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares. Shares held as treasury shares will not automatically be cancelled and will not be taken into account in future calculations of earnings per share (unless they are subsequently re-sold or transferred out of treasury).

The Directors consider it desirable and in the Company's interests for shareholders to grant this authority. The Directors have no present intention to exercise this authority, and will only do so if and when conditions are favourable with a view to enhancing net asset value per share.

The Company will not, save in accordance with a predetermined, irrevocable and non-discretionary programme, repurchase shares in the period immediately preceding the preliminary announcement of its annual or interim results as dictated by the Listing Rules or UK Market Abuse Regulation (both of which the Company will be subject to following Admission) or, if shorter, between the end of the financial period concerned and the time of a relevant announcement or, except in accordance with the Listing Rules and the UK Market Abuse Regulation, at any other time when the Directors would be prohibited from dealing in shares.

Options to subscribe for a total of 4,056,293 shares, being 2.65 per cent. of the issued ordinary share capital (excluding treasury shares), were outstanding at the Latest Practicable Date. If the existing authority given at the 2020 AGM and the authority being sought under Resolution 14 were to be fully utilised, these would represent 3.22 per cent. of the Company's issued ordinary share capital (excluding treasury shares) at that date.

Resolution 15: Notice of general meetings

Under the 2006 Act, the notice period required for all general meetings of the Company is 21 days, although shareholders can approve a shorter notice period for general meetings that are not annual general meetings, which cannot however be less than 14 clear days. Annual general meetings will continue to be held on at least 21 clear days' notice. The shorter notice period for which shareholder approval is sought under Resolution 15 would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. In the event that a general meeting is called on less than 21 days' notice, the Company will meet the requirements for electronic voting under The Companies (Shareholders' Rights) Regulations 2009. Shareholder approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. This resolution is not conditional upon Admission but if Admission was not to take place and the Company remained listed on AIM, the requirement for this resolution would fall away as the Company is currently able to call a general meeting on 14 clear days without having to seek shareholder approval.

Entitlement to attend and vote

1. Only those shareholders registered in the Company's register of members as at 6:30 p.m. on 12 July 2021, or, if this meeting is adjourned, at close of business on the day which is two business days' prior to the adjourned meeting, shall be entitled to attend and vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Entry to the AGM, security arrangements and conduct of proceedings

2. The Board has considered carefully what arrangements should be made for the 2021 AGM in light of the ongoing Covid-19 pandemic. At the time of publication of this Notice, it is not possible for the Board to predict with certainty what, if any, Government restrictions on public meetings or travel will be in place on the day scheduled for the AGM. The Board believe that, notwithstanding the planned relaxation of Government restrictions on the holding of events, restrictions, including around international travel, are likely to remain, and a cautious approach to situations (particularly large indoor events) that appear to carry a higher Covid-19 transmission risk, is appropriate. Accordingly, the Board does not believe it would be appropriate to encourage shareholders to travel to a physical meeting (as well as requiring the attendance of the staff needed to run the event).

Shareholders and corporate representatives are strongly encouraged not to attend in person or appoint any proxy other than the Chair of the AGM to attend. The AGM is expected to be purely functional and it is intended that the minimum number of Directors and officers who hold shares will be present to form a quorum in accordance with the Company's articles of association. There will be no presentations on the Company's business, no guests will be permitted and refreshments will not be made available.

Appointment of proxies

3. **Given the limited format of this year's AGM, shareholders entitled to vote at the AGM are strongly encouraged to appoint the Chair of the AGM as their proxy to vote instead of them at the AGM.** Shareholders may appoint proxies using the following methods:

(A) Proxy Form

A Proxy Form is enclosed with this Notice. Proxy Forms may also be obtained on request from the Company's registered office. In order to be valid any Proxy Form or other instrument appointing a proxy must be returned duly completed by one of the following methods no later than 10.00 a.m. on 12 July 2021 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting), in hard copy form by post, by courier, or by hand to the Company's registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.

In the case of joint holders, any one holder may vote. If more than one holder is present at the meeting, only the vote of the senior will be accepted, seniority being determined in the order in which the names appear on the register.

To appoint more than one proxy, the proxy form should be photocopied and the name of the proxy to be appointed indicated on each form together with the number of shares that such proxy is appointed in respect of (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. **Given the limited format of this year's AGM, shareholders entitled to vote at the AGM are strongly encouraged to appoint the Chair of the AGM as their proxy to vote instead of them at the AGM.**

(B) Using the CREST proxy voting service

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 of the meeting) by following the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, 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's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it

constitutes the appointment of a proxy or 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 note 4 below. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that their CREST sponsor or voting service provider takes) 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.

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.

4. In order for a proxy appointment to be valid, all proxy forms and appointments, whether postal or electronic, must be received by the Company's registrar by 10.00 a.m. on 12 July 2021 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).

Corporate representatives

5. A corporation which is a member can appoint one or more corporate representatives to exercise on its behalf all of its powers as a member provided that more than one corporate representative does not do so in relation to the same shares. **However, given the limited format of this year's AGM, corporate representatives are strongly urged not to attend the AGM and corporations which are shareholders are strongly urged to appoint the Chair of the meeting as their proxy.**

Automatic poll voting

6. Voting will be conducted on a poll at the AGM. On a poll vote every shareholder will, through their proxy, have one vote for every ordinary share of which he or she is the holder. The results of the poll will be published on the Company's website and notified to the London Stock Exchange once the votes have been counted and verified.

Total Voting Rights

7. The total number of issued Ordinary Shares in the Company on 18 June 2021, which is the latest practicable date before the publication of this document, is 152,999,853. The Company holds no shares in treasury. Therefore, the total number of votes exercisable as at 18 June 2021 is 152,999,853.

Documents on display

8. Copies of the executive Directors' service contracts and letters of appointment of the Non-Executive Directors may be inspected during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company at 20 Garrick Street, London WC2E 9BT up to and including the date of the AGM.

Questions

9. Subject to any legislation in force temporarily limiting such right, each shareholder entitled to vote at the meeting has the right to ask questions relating to the business being dealt with at the meeting which, in accordance with Section 319A of the 2006 Act and subject to some exceptions, the Company must cause to be answered. We recognise that, in light of the circumstances around this year's AGM, shareholders may not have the opportunity to ask questions at the meeting. Should a shareholder have a question relating to the business being dealt with at the AGM that they would have asked at the AGM, please email IR@draperesprit.com by 6.30 p.m. on 12 July 2021. We will endeavor to publish an appropriate summary of responses to any questions raised on our website following the AGM.