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SOSANDAR PLC

Incorporated and registered in England and Wales with Registered No. 05379931

Directors:

Nick Mustoe (*Non-Executive Director and Interim Chairman*)
Ali Hall (*Joint-CEO*)
Julie Lavington (*Joint-CEO*)
Steve Dilks (*Chief Financial Officer*)
Andrew Booth (*Non-Executive Director*)
Adam Reynolds (*Non-Executive Director*)
Lesley Watt (*Non-Executive Director*)
Jonathan Wragg (*Non-Executive Director*)

Registered office:

40 Water Lane
Wilmslow
Cheshire
SK9 5AP

25th August 2023

Dear Shareholder,

2023 ANNUAL GENERAL MEETING

Sosandar plc (AIM: SOS) (the “**Company**”) is pleased to announce that the Company’s Annual General Meeting (“AGM”) will be held at 2nd Floor, Springfield House, Water Lane, Wilmslow, Cheshire, SK9 5BG on Thursday 21st September 2023 at 10.00am. The formal Notice of Annual General Meeting is appended to this letter.

Proxies

This year, shareholders are being encouraged to vote online by visiting www.shareregistrars.uk.com. Details of how to appoint a proxy electronically are set out in note 2 of the notes to the Notice of Annual General Meeting.

Alternatively, shareholders can complete the hard-copy form of proxy which accompanies the Notice of Annual General Meeting or, in the case of CREST members, utilise the CREST proxy appointment service.

Please submit your proxy appointment, in accordance with the relevant instructions, so as to be received as soon as possible and by no later than 10.00am on 19 September 2023. Further information on the various ways you can appoint a proxy is given in note 2 of the notes to the Notice of Annual General Meeting.

We recommend that all shareholders appoint the Chairman of the meeting as their proxy in accordance with the relevant instructions by no later than 10.00am on Tuesday 19th September 2023. This will ensure that your vote will be counted even if attendance at the AGM is restricted or you are unable to attend in person.

Remote participation

The Company is also pleased to confirm that shareholders are invited to participate in the AGM digitally via a webinar. Shareholders can register for the AGM webinar via the following link: https://bit.ly/SOS_AGM_2023

Shareholders should note that if they participate in the AGM virtually in this manner, this will not constitute attendance at the AGM and they will NOT be permitted to vote at the AGM. Shareholders wishing to vote on matters of business are therefore urged to appoint the Chairman of the meeting as their proxy by no later than 10.00am on Tuesday 19th September 2023.

Questions

Questions regarding the business of the AGM can be submitted in advance of the AGM by email to sosandar@almapr.co.uk up to 9.00am on Wednesday 20th September 2023. The Board will respond to key questions during the meeting.

Attendance at the AGM in person

Shareholders intending to attend the AGM in person are asked to register their intention as soon as practicable by sending an email to sosandar@almapr.co.uk. Shareholders are strongly encouraged to register their attendance by Monday 18th September 2023.

Voting at the AGM

In line with corporate governance best practice, and in order that any proxy votes of those shareholders who are not allowed to attend, and to vote in person, are fully reflected in the voting on the resolutions, the Chairman of the meeting will direct that voting on all resolutions set out in the Notice of Annual General Meeting will take place by way of a poll. The final poll vote on each resolution will be published after the AGM on the Company's website.

Trading update

As usual, in October 2023, the Company will issue a trading update covering the six-month period ending on 30 September 2023. There will therefore be no comment on current trading at the AGM and no new material information will be disclosed at the AGM, which will be focused on the business of the meeting.

Yours sincerely



Nick Mustoe
Interim Chairman

NOTICE OF ANNUAL GENERAL MEETING

SOSANDAR PLC

Incorporated and registered in England and Wales with Registered No. 05379931

Notice is hereby given that the Annual General Meeting of Sosandar plc (the "Company") will be held at 2nd Floor, Springfield House, Water Lane, Wilmslow, Cheshire, SK9 5BG on Thursday 21st September 2023 at 10.00am for the following purposes:

Ordinary Business

To consider and, if thought fit, to pass the following resolutions, in each case as Ordinary Resolutions:

1. **TO** receive the Company's annual accounts and reports for the period ended 31 March 2023, together with the auditor's report on those accounts and reports.
2. **TO** re-elect Andrew Booth, who retires by rotation, as a Director.
3. **TO** re-elect Julie Lavington, who retires by rotation, as a Director.
4. **TO** appoint Saffery Champness LLP as auditor of the Company from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting at which accounts are laid before the Company and to authorise the Directors to determine their remuneration.

Special Business

To consider and, if thought fit, to pass the following resolutions as to the resolution numbered 5 as an Ordinary Resolution and as to the resolutions numbered 6 and 7 as Special Resolutions:

5. **THAT** the Directors be and they are hereby authorised generally and unconditionally for the purposes of section 551 of the Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company (such shares and/or rights being "Relevant Securities") up to an aggregate nominal amount of £73,802.78, being approximately one third of the current issued share capital of the Company, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date being the earlier of the date 15 months after the passing of this Resolution and the conclusion of the Annual General Meeting of the Company to be held in 2024, save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted or granted and the Directors may allot or grant Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This authority shall be in substitution for and shall replace any existing authority pursuant to section 551 of the Act to the extent not utilised at the date this Resolution is passed but without prejudice to any allotment or grant of Relevant Securities already made or offered or agreed to be made pursuant to such authorities.

6. **THAT**, if resolution 5 is passed, the Directors be authorised to allot equity securities (as defined in the 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 Act did not apply to any such allotment or sale, such authority to be limited:

- (a) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory;
- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £24,822.65; and
- (c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors of the Company determine to be of a kind contemplated by paragraph 3 of Section 2B of 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 on the date being the earlier of the date 15 months after the passing of this Resolution and the conclusion of the Annual General Meeting of the Company to be held in 2024 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.

7. **THAT**, if resolution 5 is passed, the Directors be authorised in addition to any authority granted under resolution 6 to allot equity securities (as defined in the 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 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 £24,822.65 such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors of the Company determine to be either an acquisition or a specified 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; and
- (b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors of the Company determine to be of a kind contemplated by paragraph 3 of Section 2B of 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 on the date being the earlier of the date 15 months after the passing of this Resolution and the conclusion of the Annual General Meeting of the Company to be held in 2024 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.

By Order of the Board:
Steve Dilks
(*Company Secretary*)

A handwritten signature in blue ink, appearing to read 'Steve Dilks', written over a horizontal line.

25 August 2023

Registered Office:
40 Water Lane
Wilmslow
Cheshire
SK9 5AP

Notes:

1. A member of the Company is entitled to appoint a proxy or proxies to attend, speak and vote at the meeting in his stead. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Shareholders are encouraged to appoint the Chairman of the meeting as their proxy.
2. You can register your vote for the AGM either:
 - by visiting www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions;
 - by completing and signing the hard-copy form of proxy accompanying this Notice of Annual General Meeting and returning it by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 8 below.
3. To be effective, a proxy appointment must be received by Share Registrars Limited by no later than 10.00am on Tuesday 19th September 2023.
4. To change your proxy instructions simply submit a new proxy appointment using the methods set out above and in the notes to the form of proxy. Note that the cut-off times for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
5. You may terminate a proxy instruction, but to do so you will need to inform the Company in writing by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Share Registrars Limited by no later than 10.00am on Tuesday 19th September 2023.
6. A corporation that is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that they do not do so in relation to the same shares.
7. To be entitled to attend, speak and vote at the meeting (and for the purpose of the determination by Company of the number of votes they may cast), members must be entered in the register of members of the Company at 10.00am on Tuesday 19th September 2023 (“the specified time”). If the meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original meeting, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If however the

meeting is adjourned for a longer period then, to be so entitled, members must be entered on the Company's register of members at the time which is not less than 48 hours before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice. Changes to the register of members of the Company after the specified time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using 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(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Ltd's ("EUI") 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 is 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 Share Registrars Limited (ID: 7RA36) by no later than 10.00am on Tuesday 19th September 2023, or, in the event of an adjournment of the meeting, 48 hours before the adjourned 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. 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 EUI does not make available special procedures in CREST for any particular message. 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(s), to procure that their 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.

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 (SI 2001/3755).

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Resolution 1

The Directors are required by law to present to the meeting the annual accounts and directors' report and auditor's report for the period ended 31 March 2023.

Resolutions 2 and 3

Each of the Company's Directors listed in these resolutions offers themselves up for re-election under the terms of the Company's articles of association which state that at least one-third of the Company's Directors will retire from office and be eligible for re-election (including any director who was not elected or re-elected at either of the two preceding Annual General Meetings of the Company).

Resolution 4

The Auditor is required to be appointed (or re-appointed) at each Annual General Meeting at which the Company's annual accounts are presented. The Directors are proposing the appointment of Saffery Champness LLP as auditor. This resolution also authorises the Directors to fix the auditor's remuneration.

Resolution 5 - authority to allot shares – ordinary resolution

The Companies Act 2006 provides that Directors shall only allot shares with the authority of shareholders in general meeting. The authority given to the Directors at the last annual general meeting to allot (or issue) shares pursuant to section 551 of the Companies Act 2006 expires on the date of this year's annual general meeting.

Resolution 5 will be proposed as an ordinary resolution for the renewal of the Directors' general authority to issue shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £73,802.78 representing approximately one third of the current issued share capital of the Company (excluding treasury shares). The Directors have no present intention of exercising this authority.

Resolutions 6 and 7 – disapplication of pre-emption rights – special resolutions

The Companies Act 2006 also provides that any allotment of new shares for cash must be made pro rata to each individual shareholders' holdings, unless such provisions are disapplied under section 570 of the Companies Act 2006.

Resolution 6 will be proposed as a special resolution for the renewal of the Directors' authority to allot equity securities for cash, without first offering them to shareholders pro rata to their holdings. This authority facilitates issues made by way of rights to shareholders which are not strictly in accordance with section 561(1) of the Companies Act 2006, and authorises other allotments of shares up to a maximum aggregate nominal amount of £24,822.65, representing approximately 10 per cent. of the current issued ordinary share capital of the Company with a further disapplication of up to 2 per cent. of current issued ordinary share capital of the Company to be used for the purposes of a follow on acquisition. The Directors have no present intention of exercising this authority.

Resolution 7 will be proposed as a special resolution. It will, in addition to any authority granted pursuant to resolution 6 above, give the Directors authority to allot equity securities free of pre-emption rights, up to a nominal value of £24,822.65, representing an additional 10 per cent. of the

issued share capital, for transactions which the Directors determine to be an acquisition or other specified capital investment, with a further disapplication of up to 2 per cent. of current issued ordinary share capital of the Company to be used for the purposes of a follow on acquisition.

The disapplication authority proposed by resolutions 6 and 7 is in line with institutional shareholder guidance and, in particular, with the Pre Emption Group's Statement of Principles on Disapplying Pre-Emption Rights of 2022 (the "**Pre Emption Principles**"). The Directors confirm, in accordance with the Pre Emption Principles that, to the extent that the authority in resolution 7 is used for an issue of ordinary shares in addition to the amount referred to at paragraph (b) of resolution 6, it intends that it will only be used in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding twelve month period and is disclosed in the announcement of the issue.

To reflect best practice, as set out in the Pre Emption Principles., resolutions 6 and 7 are proposed as two separate resolutions and are based on the template resolutions published by the Pre-Emption Group. The authorities granted under resolutions 5, 6 and 7 will expire at the next annual general meeting, or, if earlier, at the close of business on the date falling 15 months after the date of the annual general meeting.

