

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this document or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) (“FSMA”) if you are resident in the United Kingdom or, if not, another appropriately authorised independent financial adviser who specialises in advising on the acquisition of shares and other securities.

If you have sold or otherwise transferred all of your Ordinary Shares, please forward this document at once 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 or otherwise transferred only part of your holding of Ordinary Shares, please retain the documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected as to the action you should take.

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 United Kingdom Listing Authority. Neither the London Stock Exchange nor the UK Listing Authority have examined or approved the contents of this Notice. The AIM Rules are less demanding than those of the Official List of the UK Listing Authority.

SUMMERWAY CAPITAL PLC

Incorporated in England and Wales with registered number 11545912

Notice of Annual General Meeting 2021

This document should be read as a whole. Your attention is drawn in particular to the letter from the Chairman of the Company which is set out in this document and which contains recommendations that you vote in favour of all of the Resolutions set out in the Notice of Annual General Meeting referred to below.

Notice of an Annual General Meeting of the Company, to be held at 10.00 a.m. on Friday 26 February 2021, is set out at the end of this document.

Due to COVID-19 and the restrictions introduced in the United Kingdom to prevent its spread, the Company and the Board have made changes to the way the Annual General Meeting is to be held this year. Please read the Chairman’s letter enclosed for further details. Shareholders will not be able to attend the Annual General Meeting, save for those shareholders of the Company required to attend for the purposes of establishing a quorum, and pre-agreed with the Directors in advance. Instead, you are asked to cast your vote on the resolutions online in advance of the Annual General Meeting as further detailed below.

This year, instead of physically attending the meeting or returning a paper form of proxy to vote, we request that you submit your vote online via the shareholders’ portal at www.signalshares.com. If you have not done so already, you will need to register your account using your Investor Code, which can be found on your share certificate. Alternatively, you may request a paper form of proxy from our Registrar, Link Asset Service and details of how to contact them are set out in the Notice of AGM. In order to vote online, you will need to visit www.signalshares.com, search ‘Summerway Capital’ and use your Investor Code to log in or register. Once you have logged in, simply click the ‘Vote Online Now’ button and follow the procedure as instructed.

To Summerway Capital plc shareholders

Directors:

Vinodka (Vin) Murria OBE (*Chairman*)
Benjamin Shaw (*Non-Executive Director*)
David Firth (*Independent Non-Executive Director*)
Paul Gibson (*Non-Executive Director*)
Anthony (Tony) Morris (*Non-Executive Director*)

1 February 2021

Dear Shareholder,

NOTICE OF ANNUAL GENERAL MEETING 2021

This document contains the notice of the Annual General Meeting (“AGM” or “Annual General Meeting”) of Summerway Capital plc (the “Company”) and the resolutions to be proposed at the AGM (the “Resolutions”), which is to be held on Friday 26 February 2021 at 10.00 a.m.

Arrangements for the Annual General Meeting in light of COVID-19

Given the unprecedented circumstances surrounding the COVID-19 pandemic, the board of directors of the Company (the “Board” or “Directors”) has decided to put in place contingency arrangements that mean the AGM will not follow its usual format. In so doing, the Board is relying on the provisions of the Corporate Insolvency and Governance Act 2020, which came into force on 26 June 2020. Only the statutory formal business (consisting of voting on the resolutions proposed in the Notice of AGM) required to meet the minimum legal requirements will be conducted at the AGM. The AGM will therefore proceed as set out below:

- the AGM will be held virtually, there will therefore be no place of meeting;
- there will be no presentation at the AGM;
- shareholders cannot attend the meeting in person, there will therefore be no opportunity to ask questions of the Board at the meeting (although there will be an opportunity to ask questions in advance of the meeting and further information in relation to this is given below);
- the votes on the resolutions to be proposed at the AGM will be conducted on a poll; and
- the results of the proxy votes will be published immediately following the conclusion of the AGM by way of a stock exchange announcement and on the Company’s website.

Based on the UK Government guidance available on 26 January 2021, being the latest practicable date prior to the publication of this document, it is unlikely that the UK Government’s restrictions on gatherings of persons from different households and the rules regarding social distancing will be lifted by Friday 26 February 2021, being the date of the Company’s AGM. Even if the restrictive measures are eased or removed such that the Company could hold a physical meeting, the Company intends to hold its AGM in the manner outlined above. The current situation is however fluid and subject to change so Shareholders are asked to please check our website at www.summerwaycapital.co.uk for any additional announcements that may be made in connection with the AGM. Should a Shareholder have a question concerning any of the business being dealt with at the AGM that they would have raised at the AGM, we encourage you to send it by email to info@summerwaycapital.co.uk. We will aim to respond to any questions received by noon on 24 February 2021, by publishing our answers on our website before the AGM. If we are unable to provide a full response to questions before the AGM, we will update the website as soon as possible after the AGM.

An explanation of each of the resolutions to be proposed at the AGM is set out on pages 9 to 10 of this document.

Investment policy

In accordance with the AIM Rules for Companies, if the Company has not made an acquisition or has not substantially implemented its investment policy within 18 months of admission to AIM, which occurred on 19 October 2018, the Company is required to either seek Shareholder approval for its Investment Policy at each subsequent annual general meeting until such time as the Investment Policy has been substantially implemented or ask Shareholders to approve an orderly winding up of the Company and return of funds to Shareholders (after payment of expenses and liabilities of the Company). Although Shareholders approved a new investment policy on 15 January 2021, the Company is still required to seek Shareholder approval for this investment policy again at the AGM.

The Company's stated investment strategy approved by shareholders on 15 January 2021 is to take an active approach to investments or acquisitions made in the software, Software-as-a-Service ("SaaS") and digital technologies and services sectors and within the following parameters:

1. **Geographical focus:** Initially the Company expects to focus on investment and acquisition opportunities in businesses headquartered or in operation principally within the UK and Europe, but will remain cognisant of other value creation opportunities outside of these territories, where the Directors believe it will be in the best interests of Shareholders to do so.
2. **Sector focus:** The Company will identify target companies in the software, SaaS and digital technologies and services sectors, where the Directors believe there are tangible opportunities to drive strategic, operational and performance improvement, either as a standalone entity or as a result of broader initiatives. This will include a review of opportunities where the Directors have existing relationships together with a methodical review of small cap opportunities.
3. **Nature, type, and control of investments:** The Company will seek to maintain flexibility in the deployment of capital when making investments or acquisitions. This could include the use of debt, cash and / or share consideration in order to consummate full acquisitions, or majority and minority stakes in target companies that may be private or public.
4. **Investment size:** As a result of prudent management and cost control, the Company has maintained a healthy unaudited net cash balance of £5.4 million as at 30 November 2020. The Directors intend to use this cash balance to fund the ongoing operational expenses of the Company, including diligence activities associated with investment or acquisitions, and to fund those transactions in whole or in part, where such residual balances are sufficient to do so. It is envisaged that the Company's initial investing and acquisition activity will range from approximately £5 million to a maximum of £100 million in size, although the Company will also consider transactions in excess of £100 million. Investments or acquisitions made at any of these levels are likely to constitute a Reverse Takeover under the AIM Rules for Companies and completion would therefore be subject to the prior approval of Shareholders at a general meeting.
5. **Nature of returns:** It is anticipated that returns to Shareholders will be delivered through a combination of an appreciation in the Company's share price and, if appropriate, annual dividends paid out of retained earnings (following completion of an investment) as well as return of cash to Shareholders, following any disposal of assets or investments.

The Company continues to pursue its Investment Policy.

Actions to be taken in respect of the Annual General Meeting

You can vote:

- by logging on to www.signalshares.com and following the instructions; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below; or
- by requesting a hard copy form of proxy directly from the Registrars, Link Asset Services.

If you need help with voting online, please contact our Registrars, Link Asset Services, on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. They are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales or email Link at enquiries@linkgroup.co.uk

For an electronic proxy appointment to be valid, the appointment must be received by the Company's Registrar, Link Asset Services, no later than 10.00 a.m. on 24 February 2021.

If you hold your Ordinary Shares in uncertificated form in CREST, you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual. Further details are also set out in the notes accompanying the Notice of AGM at the end of this Document. Proxies submitted via CREST must be received by Link Market Services Limited (ID RA10) by no later than 10.00 a.m. on 24 February 2021 (or, if the AGM is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

In light of the continuing uncertainty regarding the COVID-19 pandemic, and the UK Government's evolving restrictions on public gatherings of persons from different households as well as social distancing requirements, the AGM will be held virtually and only those shareholders of the Company required to be present for the purposes of establishing a quorum shall be permitted to attend.

Instead, you are asked to vote by way of proxy in advance of the AGM and we encourage you to appoint the Chairman of the AGM as your proxy with your voting instructions.

Recommendation

The Directors consider the passing of the Resolutions to be in the best interests of the Company and its Shareholders as a whole and recommend Shareholders to vote in favour of each of the Resolutions, as they intend to do in respect of their own holdings, amounting in aggregate to 2,903,409 Ordinary Shares (representing approximately 36.1 per cent. of the existing issued share capital).

Yours faithfully,

Vin Murria OBE
Chairman

Registered Office:
32-33 Cowcross Street
London
EC1M 6DF

Registered Number: 11545912

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Summerway Capital plc (the “**Company**”) will be held on 26 February 2021 at 10.00 a.m. (the “**AGM**”) for the following purposes:

ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

Resolution 1: Annual Financial Statements and Directors’ Report

1. To receive the Company’s financial statements together with the reports thereon of the Directors and auditors for the year ended 31 August 2020.

Resolutions 2-4: Election of Directors

2. To elect Vinodka Murria OBE as a Director of the Company.
3. To elect Paul Gibson as a Director of the Company.
4. To elect Anthony Morris as a Director of the Company.

Resolutions 5-6: Re-election of Directors

5. To re-elect Benjamin Shaw as a Director of the Company.
6. To re-elect David Firth as a Director of the Company.

Resolution 7: Re-appointment of Auditor

7. To re-appoint the auditors, RSM UK Audit LLP, as auditors of the Company to hold office until the conclusion of the next general meeting at which annual financial statements are laid before the Company.

Resolution 8: Remuneration of Auditor

8. To authorise the Directors to set the auditors’ remuneration.

Resolution 9: Authority to Allot Ordinary Shares

9. THAT, in accordance with section 551 of the Companies Act 2006 (“**CA 2006**”), the Directors (or a duly constituted committee of the Directors) be generally and unconditionally authorised to allot equity securities (as defined by section 560 of the CA 2006) in the Company provided that this authority shall be limited to:
 - (a) up to an aggregate nominal amount of £26,778.03 (such amount to be reduced by the nominal amount allotted or granted under resolution 9(b) below in excess of such sum); and
 - (b) in connection with the allotment of equity securities otherwise than pursuant to resolution 9(a), up to an aggregate nominal amount of £53,556.06 (such amount to be reduced by any allotments or grants made under resolution 9(a) above) in connection with or pursuant to an offer by way of a rights issue in favour of shareholders of the Company (“**Shareholders**”) in proportion (as nearly as practicable) to the respective number of Ordinary Shares held by them on the record date for such allotment, but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever,

and unless renewed, varied or revoked by the Company, such authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on the date

which is 15 months from the date on which this annual general meeting is held (if earlier), save that the Company may before this authority expires make an offer or agreement which would or might require shares to be allotted after this authority expires and the Directors may allot shares or the grant of rights to subscribe for, or convert any security into, shares pursuant to such offer or agreement as if this authority had not expired.

Resolution 10: Investment policy

10. To approve the Company's investment policy (within the meaning given to that term in the AIM Rules for Companies) until the next annual general meeting of the Company.

SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

Resolution Number 11: Authority to Disapply Pre-emption Rights

11. THAT, subject to the passing of resolution 9, in accordance with section 570(1) of the CA 2006, the Directors (or a duly constituted committee of the Directors) be generally empowered to allot equity securities (as defined in section 560(1) of the 2006 Act) for cash pursuant to the authorities conferred in resolution 9 above as if section 561 of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to:
 - (a) in connection with or pursuant to an offer of or invitation to apply for equity securities (but in the case of the authorisation granted under resolution 9(b), by way of a rights issue only) in favour of Shareholders in proportion (as nearly as practicable) to the respective number of Ordinary Shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities as required by the rights attached to those securities or as the Directors otherwise consider necessary) but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
 - (b) otherwise than pursuant to resolution 11(a), up to an aggregate nominal amount of £8,033.41, representing approximately ten per cent. of the Company's issued ordinary share capital,

and unless renewed varied or revoked by the Company, such power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on the date which is 15 months from the date on which such resolution was passed (if earlier), save that the Company may before this power expires make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to such offer or agreement as if this authority had not expired.

By Order of the Board

Kerin Williams
Company Secretary

1 February 2021

Registered Office:
32-33 Cowcross Street
London
EC1M 6DF

Registered Number: 11545912

Notes:

The following notes explain your general rights as a Shareholder and your right to attend and vote at the AGM or to appoint someone else to vote on your behalf.

- a) **Entitlement to attend and vote:** Pursuant to regulation 41 of the Uncertificated Regulations 2001, the Company specifies that only those shareholders registered on the register of members of the Company as at close of business on 24 February 2021 (being not more than 48 hours prior to the time fixed for the AGM) shall be entitled to vote at the aforesaid AGM in respect of the number of shares registered in their name at that time or if the AGM is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be). In each case, changes to entries on the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. Seniority is determined by the order in which the names of the shareholders stand in the Register of Members of the Company.

You can vote:

- by logging on to www.signalshares.com and following the instructions; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below; or
- by requesting a hard copy form of proxy directly from the registrars, Link Asset Services.

If you need help with voting online, please contact the Company's Registrars, Link Asset Services, on 0371 664 0300. (Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate) or email Link at enquiries@linkgroup.co.uk.

- b) **Appointment of proxies:** A member is entitled to appoint a proxy to exercise all or any of the member's rights to attend, speak and vote at the meeting. As Shareholders will not be able to attend the AGM due to the current COVID-19 pandemic, save for those Shareholders required to attend in person for the purposes of establishing a quorum and pre-agreed with the Directors in advance, Shareholders wishing to vote at the AGM should appoint the Chairman of the AGM as their proxy in order to ensure that their vote is cast.

For an electronic proxy appointment to be valid, the appointment must be received by the Company's Registrar, Link Asset Services, no later than 10.00 a.m. on 24 February 2021.

In order for a proxy appointment or instruction 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 & Ireland Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). 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 the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in Notes a) and b) above. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application 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 UK & Ireland Limited 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(s), to procure that his 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 (www.euroclear.com/CREST).

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

- c) **Changing proxy instructions:** If you submit more than one proxy appointment the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. The CREST electronic proxy appointment service facilities are open to all CREST Members and those who use them will not be disadvantaged.
- d) **Corporate representatives:** Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- e) **Attending the AGM:** Given the current COVID-19 pandemic the Company and the Board have resolved that the AGM will be held virtually and that Shareholders will not be able to attend the AGM, save for those Shareholders required to attend in person for the purposes of establishing a quorum, and pre-agreed with the Directors in advance. Instead, you are asked to vote by way of proxy in advance of the AGM and you should appoint the chairman of the AGM as your proxy with your voting instructions.
- f) **Votes withheld and discretionary votes:** A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.

- g) **Explanatory notes:** Explanatory notes in relation to the resolutions to be proposed at the AGM are set out on the following pages.
- h) **Nominated Persons:** A Nominated Person may under an agreement between him/her and the member who nominated him/her, have a right to be appointed (or to have someone else appointed) as a proxy entitled to attend and speak and vote at the AGM. Nominated Persons are advised to contact the member who nominated them for further information on this and the procedure for appointing any such proxy.

If a Nominated Person does not have a right to be appointed, or to have someone else appointed, as a proxy for the AGM, or does not wish to exercise such a right, he/she may still have the right under an agreement between himself/herself and the member who nominated him/her to give instructions to the member as to the exercise of voting rights at the AGM. Such Nominated Persons are advised to contact the members who nominated them for further information on this.

The statement of the rights of shareholders in relation to the appointment of proxies in notes b) and f) do not apply to Nominated Persons.

- i) **Issued shares and total voting rights:** As at 26 January 2021 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consisted of 8,033,409 ordinary shares, carrying one vote each. No shares are held in treasury. Therefore, the total voting rights in the Company as at 26 January 2021 are 8,033,409.
- j) **Website giving information regarding the AGM:** A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found on the Company's website at www.summerwaycapital.co.uk.
- k) **Questions:** We recognise that, in light of the exceptional circumstances around this year's AGM, Shareholders will not have the opportunity to ask questions at the meeting. Should a Shareholder have a question concerning any of the business being dealt with at the AGM that they would have raised at the AGM, please email info@summerwaycapital.co.uk. We will aim to respond to any questions received by noon on 24 February 2021, by publishing our answers on our website before the AGM. If we are unable to provide a full response to questions before the AGM, we will update the website as soon as possible after the AGM.
- l) **Voting:** Voting on all resolutions at this year's AGM will be conducted by way of a poll. The Board believes that a poll is more representative of shareholders' voting intentions because it gives as many Shareholders as possible the opportunity to have their votes counted. As the AGM will be a closed meeting no Shareholders or their duly appointed corporate representative will be allowed access to the meeting. The results of the poll will be announced via a Regulatory Information Service and made available on the company website as soon as practicable after the AGM.

SUMMERWAY CAPITAL PLC

Notice of Annual General Meeting

Explanatory Notes to the Resolutions

Resolutions 1 to 10 will be proposed as ordinary resolutions. For an ordinary resolution to be passed, more than 50 per cent. of the votes cast must be in favour of the resolution. Resolution 11 will be proposed as a special resolution. For a special resolution to be passed, at least 75 per cent. of the votes cast must be in favour of the resolution.

RESOLUTION 1: REPORTS AND ACCOUNTS

The Directors are required to present to the meeting the audited accounts and the reports of the Directors and the auditors for the financial year ended 31 August 2020.

RESOLUTIONS 2-4: APPOINTMENT OF DIRECTORS

Vin Murria, Paul Gibson and Tony Morris were appointed as Directors of the Company by the Board on 15 January 2021. In accordance with Article 25.3 of the Articles of Association of the Company, these directors must seek election by Shareholders.

Biographical details of the Directors can be found on pages 5 and 6 in the Company's Annual Report and Financial Statements for the year ended 31 August 2020.

RESOLUTIONS 5-6: RE-APPOINTMENT OF DIRECTORS

David Firth and Benjamin Shaw are seeking re-election as Directors of the Company annually in line with best practice. Biographical details of the Directors can be found on pages 5 and 6 in the Company's Annual Report and Financial Statements for the year ended 31 August 2020.

RESOLUTION 7: RE-APPOINTMENT OF AUDITORS

The Company is required to appoint auditors at each general meeting at which accounts are laid before the Company, to hold office until the end of the next such meeting. This resolution proposes the re-appointment of RSM UK Audit LLP.

RESOLUTION 8: AUTHORITY TO SET THE AUDITORS' REMUNERATION

In accordance with standard practice, this resolution gives authority to the Directors to determine the remuneration to be paid to the auditors.

RESOLUTION 9: AUTHORITY TO ALLOT SHARES

Section 549 of the Companies Act 2006 provides, in relation to all companies, that the Directors may not allot shares in the Company, or grant rights to subscribe for, or to convert any security into, shares in the Company unless authorised to do so by the Company in general meeting or by its Articles of Association. Accordingly, this resolution seeks renewal, for a further period expiring at the earlier of the close of the next annual general meeting of the Company and 15 months after the passing of the resolution, of the authority previously granted to the Directors at the AGM of the Company held on 27 February 2020. This authority will relate to a total of 2,677,803 ordinary shares of £0.01 each, representing approximately one third of the Company's issued share capital as at the date of this Notice. While this resolution empowers the Directors to allot shares they are required to effect any such allotment on a pre-emptive basis save to the extent that they are otherwise authorised. Resolution 11 below contains a limited power to allot on a non-pre-emptive basis. Under current UK institutional shareholder guidance, a UK listed company may seek authority to issue further shares up to an aggregate of two-thirds of its current issued share capital for a full pre-emptive issue. While the company has no present intention of allotting, or agreeing to allot, any shares otherwise than in

connection with employee share schemes, to the extent permitted by such schemes, the Directors believe that it should have the flexibility to issue the additional shares should the right circumstances present themselves to warrant such an issue.

RESOLUTION 10: INVESTMENT POLICY

It is a requirement of the AIM Rules for Companies that where an investing company (within the meaning of the AIM Rules for Companies) has not substantially implemented its investment policy (within the meaning of the AIM Rules for Companies) within eighteen months of the date on which the investing company's shares were admitted to AIM, a market of the London Stock Exchange plc, the investing company must seek the consent of its shareholders for its investment policy at its next annual general meeting and on an annual basis thereafter, until such time that its investment policy has been substantially implemented.

The Company is an investing company (within the meaning of the AIM Rules for Companies). The Company's investment policy was amended by Shareholders on 15 January 2021 and is set out in the Circular to Shareholders dated 23 December 2020, available on the Company's website (www.summerwaycapital.co.uk).

Accordingly, as at the date of this document, the Company has not substantially implemented its investment policy (within the meaning of the AIM Rules for Companies) within eighteen months of the date on which the Company's ordinary shares were admitted to trading on AIM, being 19 October 2018, and it is therefore necessary for the Company to seek the approval of its Shareholders at the AGM.

RESOLUTION 11: DIS-APPLICATION OF PRE-EMPTION RIGHTS

If the Directors wish to allot any shares of the Company for cash in accordance with the authority granted at this year's AGM these must generally be offered first to Shareholders in proportion to their existing shareholdings. In certain circumstances, it may be in the interests of the Company for the Directors to be able to allot some shares for cash without having to offer them first to existing Shareholders. In line with normal practice, this resolution, which will be proposed as a special resolution, seeks approval to renew the current authority to exclude the statutory pre-emption rights for issues of shares having a maximum aggregate nominal value of up to £8,033.41, representing 10 per cent. of the Company's issued share capital as at the date of this Notice. In addition, there are legal, regulatory and practical reasons why it may not always be possible to issue new shares under a rights issue to some Shareholders, particularly those resident overseas. To cater for this, the resolution also permits the Directors to make appropriate exclusions or arrangements to deal with such difficulties. This authority would be effective until the earlier of the conclusion of the next annual general meeting of the Company and 15 months after the passing of the resolution. The Directors believe that obtaining this authority is in the best interests of Shareholders as a whole and recommend that Shareholders vote in favour of this resolution.

