

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this document or as to what action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended, if you are resident in the United Kingdom, or, if you are taking advice in another jurisdiction, from an appropriately authorised independent professional adviser.

If you have sold or otherwise transferred all of your Ordinary Shares in Sabien Technology Group plc you should deliver this document together with the enclosed Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, such documents should not be forwarded to or transmitted in or into the United States, Canada, Australia, the Republic of Ireland, South Africa or Japan. If you have sold or transferred only part of your holding of Ordinary Shares in Sabien Technology Group plc you should retain these documents.

This Document does not constitute a prospectus prepared in accordance with the UK Prospectus Regulation and the Prospectus Regulation Rules and has not been approved by or filed with the FCA.

Sabien Technology Group plc

*(Incorporated and registered in England and Wales with
registered number 05568060)*

**Subscription of new Ordinary Shares and
Capitalisation of Loan Balance
and
Notice of
General Meeting**

This document should be read as a whole. Your attention is drawn to the letter from the Executive Chairman of Sabien Technology Group plc (“the Company”) which is set out in Part II of this document and which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

The Directors of the Company, whose names appear on page 5 of this document, and the Company, accept responsibility for the information contained in this document. To the best of the knowledge of the Company and the Directors, the information contained in this document is in accordance with the facts and this document makes no omission likely to affect the import of such information.

The Notice of the General Meeting of the Company, to be held at Peterhouse Capital Limited, 80 Cheapside, London, EC2V 6EE commencing at 11am on 22 August 2022, is set out at the end of this document. A Form of Proxy for use at the General Meeting is enclosed with this document and, for the appointment of a proxy to be valid, should be completed and returned as soon as possible in accordance with the instructions on it and in any event so as to be received by the Company’s Registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, by not later than 11am on 18 August 2022. In the alternative, a proxy may be appointed electronically within that period in accordance with the instructions on the Form of Proxy.

FORWARD LOOKING STATEMENTS

This document includes “forward-looking statements” which include all statements other than statements of historical facts, including, without limitation, those regarding the Company’s financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by, or that include, the words “targets”, “believes”, “expects”, “aims”, “intends”, “will”, “may”, “anticipates”, “would”, “could” or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company’s control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company’s present and future business strategies and the environment in which the Company will operate in the future. These forward looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company’s expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless it is required to do so by applicable law or the AIM Rules.

A copy of this document will be available free of charge from the Registrars’ offices at the above address, during normal business hours, and is available on the website of the Company at www.sabien.com.

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INDICATIVE TIMETABLE OF EVENTS

Latest time & date for receipt of Forms of Proxy or electronic appointment of a proxy for the General Meeting	11am on 18 August 2022
Date and time of General Meeting	11am on 22 August 2022
Admission of the Subscription Shares	8.00 a.m. on 23 August 2022

Notes:

References to times in this document are to London, UK, time unless otherwise stated.

TRANSACTION STATISTICS

Placing price per Ordinary Share (including under Broker Option)	10 pence
Issue price for each Ordinary Share under the Loan Capitalisation	10 pence
Number of Existing Shares	14,720,168
Number of Placing Shares	5,000,000
Number of Broker Option Shares taken up	1,000,000
Number of Ordinary Shares issued under the Loan Capitalisation	975,000
Number of Ordinary Shares for which allotment authorities are being sought at the General Meeting	5,613,750
Gross proceeds of the Placing, including the Broker Option	£600,000
Number of Ordinary Shares that will be in issue if all Resolutions are passed at the General Meeting	21,695,168

PART I

DEFINITIONS

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

“Act”	the Companies Act 2006, as amended;
“Admission”	the admission of the New Shares to trading on AIM;
“AIM”	a UK SME Growth Market operated by the London Stock Exchange;
“Allenby”	Allenby Capital Limited, the Company’s AIM Nominated Adviser, a firm authorised by the FCA;
“Board” or “Directors”	the board of directors of the Company as at the date of this document;
“Broker Option”	the option issued to Peterhouse over 1,000,000 Ordinary Shares exercisable on 3 August 2022 at 10 pence per share to allow participation by Existing Shareholders in the Transaction;
“Broker Option Shares”	the 1,000,000 Ordinary Shares to be issued under the Broker Option at 10 pence per share, subject to the passing of the Resolutions;
“Company” or “Sabien”	Sabien Technology Group plc, a company incorporated in England and Wales with registered number 05568060 and having its registered office at 71-75 Shelton Street, London, WC2H 9JQ UK;
“Existing Shares”	the 14,720,168 Ordinary Shares in issue as at the close of business on 2 August 2022;
“Existing Shareholders”	holders of Ordinary Shares on the register of members as at the close of business on 2 August 2022;
“FCA”	the Financial Conduct Authority;
“Form of Proxy”	the form of proxy accompanying this document relating to the General Meeting;
“FSMA”	the Financial Services and Markets Act 2000, as amended;
“General Meeting” or “GM”	the general meeting of the Company, notice of which is set out at Part III of this document, and including any adjournment(s) thereof;
“Loan Capitalisation”	the issue of 975,000 Ordinary Shares to be issued at 10p per share in settlement of £97,500 of outstanding loan balance due to PGL;
“London Stock Exchange”	London Stock Exchange plc;
“New Shares”	the 5,613,750 Ordinary Shares for which authority to issue is being sought at the General Meeting, made up of the Broker Option Shares, the 3,638,750 Placing Shares and the

“Notice”	Ordinary Shares to be issued under the Loan Capitalisation; the notice of General Meeting set out in Part III of this document;
“Ordinary Share”	ordinary share of three pence in the capital of the Company;
“Peterhouse”	Peterhouse Capital Limited, the Company’s broker, a firm authorised by the FCA;
“PGL”	Parris Group Limited, a company incorporated in England & Wales, controlled by Richard Parris and his family
“Placing”	the placing of the Placing Shares with investors by Peterhouse;
“Placing Price”	10 pence per Placing Share;
“Placing Shares”	the 5,000,000 Ordinary Shares to be issued under the Placing;
“Registrars”	Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX the Company’s registrars;
“Resolutions”	the resolutions to be proposed at the General Meeting which are set out in full in the Notice of General Meeting at Part III of this document;
“Shareholders”	holders of Ordinary Shares;
“Sterling” or “£” or “pence”	the lawful currency of the United Kingdom;
“Subscribers”	persons who have subscribed for new Ordinary Shares under either the Placing or the Broker Option;
“Transaction”	collectively the Placing, Broker Option, Loan Capitalisation and General Meeting;
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland;
“UK Prospectus Regulation”	the UK version of the EU Prospectus Regulation (2017/1129) which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended and supplemented from time to time;
“US” or “United States”	the United States of America; and
“this document”	this document, including the Notice of General Meeting in Part III, and the Form of Proxy.

PART II

LETTER FROM THE EXECUTIVE CHAIRMAN

Sabien Technology Group plc

(Incorporated and registered in England and Wales with registered number 05568060)

Registered office:
71-75 Shelton Street
London
WC2H 9JQ

Directors:

Richard Parris, *Executive Chairman*

Edward Sutcliffe, *Chief Financial Officer*

Charles Goodfellow, *Non-Executive Director*

Ranald McGregor-Smith, *Non-Executive Director*

5 August 2022

To Shareholders and, for information only, to the holders of options over Ordinary Shares

Dear Shareholder,

Placing, Broker Option, Loan Capitalisation and Notice of General Meeting

1. Introduction

The Company announced on 3 August 2022 that it has raised £500,000 (before expenses) by means of the Placing for 5,000,000 Placing Shares at a price of 10 pence per Placing Share and on 4 August 2022, a further £100,000 (before expenses) through the issue of 1,000,000 Broker Option Shares, also at 10 pence per Broker Option Share. In addition, the Company announced on 3 August 2022 that it had agreed to capitalise £97,500 of its existing liabilities through the issue of new Ordinary Shares at the Placing Price under the Loan Capitalisation. The Company had insufficient existing authorities to issue the New Shares and is accordingly seeking approval from Shareholders at the General Meeting.

The Company has also announced today the convening of a General Meeting to propose Resolutions, including to authorise the Board to allot the New Shares, a general authority to allot Ordinary Shares, and the authority to allot Ordinary Shares under existing warrants on a non pre-emptive basis. A Notice convening the General Meeting to be held at 11am on 22 August 2022 is set out at Part III of this document. This document explains the background to and reasons for the Transaction and Resolutions being proposed at the General Meeting.

This document also explains why the Board believes that the passing of the Resolutions is in the best interests of the Company and its Shareholders as a whole and unanimously recommends that you vote in favour of the Resolutions to be proposed at the General Meeting to be held at 11am on 22 August 2022 as they intend to do in respect of their own holdings of Ordinary Shares.

2. Background

Sabien is an AIM quoted company focussed on building a group of business involved in the emerging areas of green technology, described as its “Green Aggregation Strategy”. Its current largest activity is the M2G boiler monitoring software, recently expanded into a cloud-based system. In addition, the Company has developed strong commercial relationships with Proton Technologies Canada Inc., a developer of technology for extracting hydrogen from old oil fields, and City Oil Field Inc. of South

Korea, which has developed a process of extracting fuel oil from plastic waste.

The Company does not currently produce sufficient operational cashflow to finance all its working capital requirements, accordingly the Company is required to raise additional capital periodically until the aforementioned position changes.

3. Details of the Placing, Loan Capitalisation and Broker Option

The Company has conditionally raised £500,000 (before expenses) by means of the Placing and a further £100,000 (before expenses) through the successful exercise of the Broker Option. In addition, the Company has agreed to settle £97,500 of the existing PGL loan facility through the issue of Ordinary Shares under the Loan Capitalisation. All the Ordinary Shares issued under the Transaction are being issued at the Placing Price of 10 pence per share. 1,361,250 of the Placing Shares are being issued under existing share allotment authorities, conditional only on Admission.

The remaining 3,638,750 Placing Shares, the 1,000,000 Broker Option Shares and the 975,000 Ordinary Shares issued under the Loan Capitalisation are subject to the passing of the Resolutions at the General Meeting. This includes all the Ordinary Shares subscribed for under the Placing by PGL and Charles Goodfellow.

The Directors believe that the Transaction will provide the Company with sufficient working capital for the current financial year ending 30 June 2023.

4. Reasons for the Transaction

The net proceeds of the Placing and the Broker Option, along with the removal of £97,500 of loan repayment due during the current financial year in aggregate will, in the opinion of the Directors, provide sufficient capital to fund the Company's strategy for the year.

More specifically, they will, in the opinion of the Directors, provide sufficient capital to fund:

- The continued development of the next generation M2G Evo Cloud Connected boiler control system;
- Ongoing project costs in relation to the development of a suitable oil field site for Sabien's 20 tonne per day hydrogen licence;
- Ongoing project costs in relation to the development of the European and North American Plastics to Oil business in conjunction with City Oil Field Inc and b.grn Group Ltd; and
- General working capital purposes.

5. Resolutions

The Resolutions to be proposed at the General Meeting are as follows.

Resolutions 1 (an ordinary resolution) and 2 (a special resolution) provide for the grant of authority to the Directors to allot Ordinary Shares and grant rights to subscribe for or to convert any security into Ordinary Shares generally and the disapplication of statutory pre-emption rights in favour of existing Shareholders.

Section 551 of the Act prohibits Directors from allotting, or granting rights to subscribe for or to convert any security into, shares in the Company without prior authority from Shareholders. Section 561 of the Act gives existing holders of Ordinary Shares certain rights of pre-emption in respect of the allotment, or grant of rights to subscribe for or to convert any security into, shares in the Company for cash.

Pursuant to Resolutions 1 and 2 the Company is seeking new authority, in addition to that already granted and unused, for the Directors to allot Ordinary Shares and grant rights to subscribe for or to convert any security into Ordinary Shares up to:

- in relation to the allotment of the New Shares, an aggregate nominal amount of £168,412.50;
- in relation to the allotment of Ordinary Shares to satisfy the warrants issued to Proton Technologies Canada Inc. on 1 February 2022, an aggregate nominal amount of £8,400; and
- in relation to the general authority to allot Ordinary Shares, an aggregate nominal amount of £44,160;

and the disapplication of the statutory pre-emption rights in section 561 of the Act in respect of the allotment of Ordinary Shares and grant of rights to subscribe for or to convert any security into Ordinary Shares also up to:

- in relation to the allotment of the New Shares, an aggregate nominal amount of £168,412.50
- in relation to the allotment of Ordinary Shares to satisfy the warrants issued to Proton Technologies Canada Inc. on 1 February 2022, an aggregate nominal amount of £8,400; and
- in relation to the general authority to allot Ordinary Shares, an aggregate nominal amount of £44,160.

The authority and power provided by Resolutions 1 and 2 will, unless previously renewed, revoked or varied by the Company, expire on the fifth anniversary of the date on which the resolution is passed. The Resolutions are in addition to any existing authority or power previously conferred on the Directors.

The Resolutions must be passed in order for the Transaction to be completed.

6. General Meeting and action to be taken

A notice convening the General Meeting to be held at Peterhouse Capital Limited, 80 Cheapside, London, EC2V 6EE at 11am on 22 August 2022 is set out in Part III of this document. A Form of Proxy for use by Shareholders in connection with the General Meeting is also enclosed with this document.

Whether or not you propose to attend the General Meeting in person, you are requested to complete the Form of Proxy in accordance with the instructions printed on it and to return it to the Company's registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX. Alternatively, you can use one of the methods of electronic appointment of a proxy described in the notes to the Notice and on the Form of Proxy.

The Form of Proxy should be returned, or a method of electronic appointment effected, as soon as possible and in any event so as to arrive, or be effected, no later than 11am on 18 August 2022 to be valid. Completion and return of the Form of Proxy or electronic appointment of a proxy will not preclude you from attending the General Meeting and voting in person should you so wish.

7. Recommendation

The Directors consider the Transaction to be in the best interests of the Company and the Shareholders as a whole. The Directors have given irrevocable undertakings to vote in favour of the Resolutions to be proposed at the General Meeting in respect of their shareholdings representing in aggregate approximately 10.2 per cent of the Company's current issued ordinary share capital.

The Directors unanimously recommend the Shareholders to vote in favour of the Resolutions.

Yours faithfully

Richard Parris
Executive Chairman

5 August 2022

PART III

SABIEN TECHNOLOGY GROUP PLC NOTICE OF GENERAL MEETING

(Incorporated in England and Wales under the Companies Act 2006
with registered number 05568060)

NOTICE IS HEREBY GIVEN that a General Meeting of Sabien Technology Group plc (the “**Company**”) will be held at Peterhouse Capital Limited, 80 Cheapside, London, EC2V 6EE at 11am on Monday, 22 August 2022 for the purpose of considering and, if thought fit, passing the following resolutions, in the case of Resolution 1 as an ordinary resolution of the Company and in the case of Resolution 2 as a special resolution of the Company, as set out below:

ORDINARY RESOLUTION

1. THAT, in accordance with section 551 of the Companies Act 2006 (“**Act**”), the directors of the Company (or a duly constituted committee of the directors of the Company) (“**Directors**”) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (“**Rights**”) up to:
 - a. a maximum aggregate nominal amount of £168,412.50 in relation to the allotment of the New Shares,
 - b. a maximum aggregate nominal amount of £8,400 in relation to the allotment of Ordinary Shares to satisfy the warrants issued to Proton Technologies Canada Inc. on 1 February 2022; and
 - c. a maximum aggregate nominal amount of £44,160 in relation to the general authority to allot Ordinary Shares.

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in addition to all unexercised authorities previously granted to the Directors to allot shares or grant Rights.

SPECIAL RESOLUTION

2. THAT, subject to the passing of Resolution 1 above, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 1 above, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to:
 - a. a maximum aggregate nominal amount of £168,412.50 in relation to the allotment of the New Shares,
 - b. a maximum aggregate nominal amount of £8,400 in relation to the allotment of Ordinary Shares to satisfy the warrants issued to Proton Technologies Canada Inc. on 1 February 2022; and
 - c. a maximum aggregate nominal amount of £44,160 in relation to the general authority to allot Ordinary Shares.

and expire on the fifth anniversary of the passing of this resolution, unless renewed, varied or revoked by the Company prior to or on that date, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired. This power is in addition to all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the Act did not apply.

By order of the Board of Directors
5 August 2022

Edward Sutcliffe
Secretary

Registered Office:
71-75 Shelton Street
London
WC2H 9JQ

Notes:

Entitlement to attend and vote

1. Only those shareholders registered in the Company's register of members at:

- 11am BST on 18 August 2022 or,
- if this meeting is adjourned, 48 hours (excluding non-working 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.

Website giving information regarding the meeting

2. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006 ("Act"), can be found at www.sabien.com.

Appointment of proxies

3. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
4. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section. Please read the section "Nominated persons" below.
5. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please photocopy the proxy form and insert the number of shares over which the proxy is appointed in the box next to the proxy's name. If you wish your proxy to speak on your behalf at the meeting, you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
6. Shareholders can:
 - Appoint a proxy and give proxy instructions by returning the enclosed proxy form by post (the "Appointment of proxy by post" section below).
 - By logging on to www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions (see the "Appointment of proxies electronically" section below).
 - If a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see the "Appointment of proxies through CREST" section below).

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting and vote in person, your proxy appointment will automatically be terminated.

7. 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 meeting.

Appointment of proxy by post

8. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Share Registrars Limited by post to 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, UK; and
- received by Share Registrars Limited no later than 11am. BST on 18 August 2022.

In the case of a shareholder which is a company, the proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Share Registrars Limited on 01252 821390 or at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, UK.

Appointment of proxies electronically

9. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by logging on to the website of the Company's registrars www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions (your unique log-in details are located on the top of the proxy form). Electronic facilities are available to all members and those who use them will not be disadvantaged.
10. For an electronic proxy appointment to be valid, your appointment must be received by Share Registrars Limited no later than 11am BST on 18 August 2022. Should you complete your proxy form electronically and then post a hard copy, or *vice versa*, the form that arrives or is completed electronically last will be counted to the exclusion of instructions received earlier, whether electronic or posted. Please refer to the terms and conditions of the service on the website.
11. You may not use any electronic address provided either in this notice of general meeting or in any related documents (including a proxy form) to communicate with the Company for any purposes other than those expressly stated.

Appointment of proxies through CREST

12. 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 <http://www.euroclear.com/CREST>). 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.
13. In order for a proxy appointment made using the CREST service to be valid, the appropriate CREST message (the "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it 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 our agent, Share Registrars Limited (ID 7RA36), no later than 11am BST on 18 August 2022, 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 our 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.
14. 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 his/her CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
15. 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.

Appointment of proxy by joint members

16. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

17. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, UK.

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.

Termination of proxy appointments

18. A shareholder may change 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 at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, UK. 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.
19. The revocation notice must be received by Share Registrars Limited no later than 11am BST on 18 August 2022.

20. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

Corporate representatives

21. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Issued shares and total voting rights

22. As at 4 August 2022 (being the last practicable date prior to publication of this notice), the Company's issued share capital comprised 14,720,168 ordinary shares of 3 pence each. There are no shares held in treasury. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 4 August 2022 is 14,720,168.

Nominated persons

23. If you are a person who has been nominated under section 146 of the Act to enjoy information rights (Nominated Person):
- You may have a right under an agreement between you and the shareholder of the Company who has nominated you to have information rights (the "**Relevant Shareholder**") to be appointed or to have someone else appointed as a proxy for the meeting.
 - If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Shareholder to give instructions to the Relevant Shareholder as to the exercise of voting rights.
 - Your main point of contact in terms of your investment in the Company remains the Relevant Shareholder (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

Documents on display

24. Copies of the service contracts of the executive Directors and the Company's articles of association are available for inspection at the Company's registered office during normal business hours and at the place of the meeting from at least 15 minutes prior to the meeting until the end of the meeting.

Communication

25. Except as provided above, shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):
- calling Share Registrars Limited on 01252 821390, or emailing Share Registrars Limited at enquiries@shareregistrars.uk.com; or
 - writing to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, United Kingdom.

You may not use any electronic address provided either:

- in this notice of general meeting; or
- any related documents (including the CEO's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

Information available on the Company's website

26. From the date of this notice until two years after the General Meeting is held, the information required by section 311A of the Act (a copy of this notice, the total number of shares and voting rights set out in paragraph 22 above, and any statements, resolutions or matters of business proposed by members after this notice is sent out) will be available on the Company's website at www.sabien.com.