

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It contains the resolutions to be voted on at the General Meeting to be held on 25 November 2020 at 10:00 a.m. If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who is authorised under the Financial Services and Markets Act 2000.**

If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document, together with the accompanying Form of Proxy, 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 transferred only part of your registered holding of Ordinary Shares, you should retain this document and the accompanying documents. Such documents should, however, not be forwarded to or transmitted into any jurisdiction outside of the UK. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

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## **XEROS TECHNOLOGY GROUP PLC**

*(Incorporated and registered in England and Wales under the Companies Act 2006  
with registered number 08684474)*

### **Proposed Capital Reorganisation and Notice of General Meeting**

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**This document should be read as a whole, however, your attention is drawn to the letter from the Chairman of the Company, which is set out in this document and which contains, amongst other things, the Directors' unanimous recommendation that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.**

Notice of a general meeting of the Company to be held at the offices of Squire Patton Boggs (UK) LLP at Premier Place, 2 & A Half Devonshire Square, London EC2M 4UJ at 10:00 a.m. on 25 November 2020 is set out at the end of this document. Shareholders will find the Form of Proxy for use at the General Meeting accompanying this document. The Form of Proxy should be completed and returned to the Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received no later than 10:00 a.m. on 23 November 2020 (or, in the case of an adjournment of the general meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting). Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish.

In light of the COVID-19 pandemic shareholders are urged to exercise their votes by submitting their proxy and appoint the Chair of the General Meeting as his or her proxy. Shareholders and their proxies will not be allowed to attend the meeting in person, as to do so would be inconsistent with current Government guidelines relating to COVID-19 (as published as at the date of this circular), in particular the advice for people to avoid public gatherings, all non-essential travel and social contact. Any shareholder seeking to attend the General Meeting in person will be refused entry. The General Meeting will be purely functional in format to comply with the relevant legal requirements. Accordingly, shareholders are urged to exercise their votes by submitting their proxy and appoint the Chair of the General Meeting as his or her proxy. Should you wish to raise any questions ahead of the General Meeting please do so via email at [ir@xerostech.com](mailto:ir@xerostech.com).

A copy of this document will be made available at the Company's website, [www.xerostech.com](http://www.xerostech.com). The contents of the Company's website or any website directly or indirectly linked to the Company's website do not form part of this document.

This document does not constitute or form part of any offer or invitation to sell or issue or a solicitation of any offer to acquire, purchase or subscribe for New Ordinary Shares in any jurisdiction. This document must not be distributed to a US person (as such term is defined in the US Securities Act of 1933, as amended (the "**Securities Act**")) or within or into the United States, Canada, Japan, South Africa, or Australia. The New Ordinary Shares have not been and will not be registered under the Securities Act, and may not be offered or sold or subscribed, directly or indirectly, within the United States, Canada, Japan, South Africa, or Australia or to or by any US Person (as such term is defined in Regulation S promulgated under the Securities Act) or any national resident or citizen of Canada, Japan, South Africa, or Australia or any corporation, partnership or other entity created or organised under the laws thereof.

#### **CAUTIONARY NOTICE REGARDING FORWARD LOOKING STATEMENTS**

This document includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "forecasts", "plans", "prepares", "targets", "anticipates", "projects", "expects", "intends", "may", "will", "seeks", or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Company's and the Directors' intentions, beliefs or current

expectations concerning, amongst other things, the Company's prospects, growth and strategy. No statement in this document is intended to be a profit forecast and no statement in this document should be interpreted to mean that earnings per share of the Company for the current or future years would necessarily match or exceed the historical published earnings per share of the Company.

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

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

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## EXPECTED TIMETABLE OF KEY EVENTS

Publication and posting to Shareholders of this document	9 November 2020
Latest time and date for receipt of Forms of Proxy	10:00 a.m. on 23 November 2020
General Meeting	10:00 a.m. on 25 November 2020
Latest time and date for dealings in Existing Ordinary Shares	6:00 p.m. on 25 November 2020
Record Date	6.00 p.m. on 25 November 2020
Admission effective and commencement of dealings in the New Ordinary Shares	8.00 a.m. on 26 November 2020
CREST accounts credited with the New Ordinary Shares in uncertificated form	26 November 2020
Despatch of definitive certificates for New Ordinary Shares (in certificated form)	Week commencing 30 November 2020

**Notes:**

- (1) References to times in this document are to London time (unless otherwise stated).
- (2) The dates set out in the timetable above may be subject to change.
- (3) If any of the above times or dates should change, the revised times and/or dates will be notified by an announcement to a RIS.

## STATISTICS RELATING TO THE CAPITAL REORGANISATION

Existing Ordinary Shares in issue at the date of this document	1,994,088,097
Expected existing Ordinary Shares in issue immediately prior to the General Meeting	1,994,088,100
Conversion ratio of Existing Ordinary Shares to New Ordinary Shares	100 Existing Ordinary Shares: one New Ordinary Share
Total expected number of New Ordinary Shares in issue following the Capital Reorganisation	19,940,881
ISIN code for the New Ordinary Shares	GB00BMGYBJ57
SEDOL code for the New Ordinary Shares	BMGYBJ5

## DEFINITIONS

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

<b>"Act"</b>	means the Companies Act 2006 (as amended)
<b>"Admission"</b>	the admission of the New Ordinary Shares to trading on AIM and such admission becoming effective in accordance with the AIM Rules
<b>"AIM"</b>	a market of that name operated by the London Stock Exchange
<b>"AIM Rules"</b>	the AIM Rules for Companies and the AIM Rules for Nominated Advisers issued by the London Stock Exchange (as amended from time to time)
<b>"Board" or "Directors"</b>	the directors of the Company as at the date of this document, whose names are set out on page 6 of this document
<b>"Capital Reorganisation"</b>	means the proposed Consolidation of the Existing Ordinary Shares
<b>"Certificated" or in "Certificated Form"</b>	means a share or security which is not in uncertificated form (that is, not in CREST)
<b>"Company"</b>	Xeros Technology Group plc, a public limited company incorporated in England & Wales under registered number 08684474 and having its registered office at Unit 2, Evolution Advanced Manufacturing Park, Whittle Way, Catcliffe, Rotherham, South Yorkshire, S60 5BL
<b>"Consolidation"</b>	the consolidation of 100 Existing Ordinary Shares into one New Ordinary Share
<b>"CREST"</b>	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear UK & Ireland Limited which facilitates the transfer of title to shares in uncertificated form
<b>"CREST Manual"</b>	the rules governing the operation of CREST, consisting of the CREST Reference Manual, CREST International Manual, CREST Central Counterparty Service Manual, CREST Rules, Registrars Service Standards, Settlement Discipline Rules, CCSS Operations Manual, Daily Timetable, CREST Application Procedure and CREST Glossary of Terms (all as defined in the CREST Glossary of Terms promulgated by Euroclear on 15 July 1996, as amended)
<b>"CREST Member"</b>	a person who has been admitted to Euroclear as a system-member (as defined in the CREST Regulations)
<b>"CREST Regulations"</b>	The Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended)

"CREST Sponsor"	a CREST participant admitted to CREST as a sponsor
"CREST Sponsored Member"	a CREST Member admitted to CREST as a sponsored member
"Current Articles"	the articles of association of the Company dated 18 March 2014
"Euroclear"	Euroclear UK & Ireland Limited, the operator of CREST
"Existing Ordinary Shares"	the 1,994,088,097 ordinary shares of £0.0015 each in issue at the date of this document
"Form of Proxy"	the form of proxy enclosed with this document for use by Shareholders in connection with the General Meeting
"General Meeting"	means the general meeting of the Company convened for 10:00 a.m. on 25 November 2020, notice of which is set out at the end of this document
"Group"	means the Company together with its subsidiaries (as defined in the Act) as at the date of this document
"ISIN"	International Securities Identification Number
"London Stock Exchange"	London Stock Exchange plc
"New Articles"	the proposed amended articles of association of the Company to be approved pursuant to Resolution 2 in the event that Resolution 1 set out in the notice is passed at the General Meeting
"New Ordinary Shares"	the ordinary shares of £0.15 each in the Company to be created pursuant to the Consolidation
"Notice of General Meeting"	the notice convening the General Meeting, which is set out at the end of this document
"Ordinary Shares"	the ordinary shares in the capital of the Company from time to time.
"Record Date"	6.00 p.m. on 25 November 2020
"Registrar"	Neville Registrars Limited
"Resolutions"	the resolutions set out in the Notice of General Meeting to effect the Capital Reorganisation and " <b>Resolution</b> " shall mean any one of them
"RIS"	a regulatory information service as defined by the Listing Rules
"Shareholders"	holders of Ordinary Shares from time to time and the term " <b>Shareholder</b> " shall be construed accordingly

**"United Kingdom" or "UK"** the United Kingdom of Great Britain and Northern Ireland

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

# LETTER FROM THE CHAIRMAN OF XEROS TECHNOLOGY GROUP PLC

*(Incorporated and registered in England and Wales under the Companies Act 2006,  
with registered number 08684474)*

**Directors:**

Klaas de Boer (*Non-Executive Chairman*)  
Mark James Nichols (*Chief Executive Officer*)  
Paul Michael Denney (*Chief Financial Officer*)  
David Graham Baynes (*Non-Executive Director*)  
David Christopher Armfield (*Senior Independent  
Director*)

**Registered Office:**

Xeros Technology Group Plc  
Unit 2  
Evolution Advanced Manufacturing Park  
Whittle Way  
Catcliffe  
Rotherham  
South Yorkshire  
S60 5BL

Dear Shareholder

## PROPOSED CAPITAL REORGANISATION AND NOTICE OF GENERAL MEETING

### 1. BACKGROUND TO AND REASONS FOR THE PROPOSED CAPITAL REORGANISATION

I am writing to provide you with details of a general meeting of the Company to be held at the offices of Squire Patton Boggs (UK) LLP at Premier Place, 2 & A Half Devonshire Square, London EC2M 4UJ at 10:00 a.m. on 25 November 2020.

The purpose of the General Meeting is to consider and if thought fit approve the Resolutions relating to the Capital Reorganisation (described in more detail below).

The Company currently has in issue 1,994,088,097 Ordinary Shares at the date of this document. As the Company has a large number of Ordinary Shares in issue, the Directors consider that it would be appropriate to undertake the Capital Reorganisation in order that the Company has a lower number of Ordinary Shares in issue and a higher share price, in line with other comparable AIM companies. A consequence of having a large number of shares in issue in the Company, with a low market price, is that small share trades of the Existing Ordinary Shares can result in large percentage movements in the market share price which results in share price volatility. The Board also believes that the Capital Reorganisation should improve the liquidity and marketability of the Company's shares to a range of investors, including institutional investors.

The proposed Capital Reorganisation will comprise the consolidation of every 100 Existing Ordinary Shares of £0.0015 each into one New Ordinary Share of £0.15 each.

#### 1.1 Consolidation

Every 100 Existing Ordinary Shares will be consolidated into one New Ordinary Share.

In anticipation of Resolution 1 being passed by the Shareholders, the Company will immediately prior to the General Meeting and Record Date, issue such number of additional Ordinary Shares as will result in the total number of Ordinary Shares in issue being exactly divisible by 100. On the assumption that no new Ordinary Shares are issued between the date of this document and immediately before the General Meeting, this will result in 3 additional Ordinary Shares being issued. These additional 3 Ordinary Shares will be issued to the Registrar and as these additional Ordinary Shares will only represent a fraction of a New Ordinary Share, this fraction will be sold pursuant to the arrangements for fractional entitlements detailed at paragraph 1.3 below.

No Shareholder will, pursuant to the Capital Reorganisation, be entitled to receive a fraction of a New Ordinary Share. In the event the number of Existing Ordinary Shares attributed to a

Shareholder is not exactly divisible by 100, the Consolidation will generate an entitlement to a fraction of a New Ordinary Share. Such fractional entitlements will be aggregated and sold on the open market (see further explanation regarding fractional entitlements at paragraph 1.3 below).

**Accordingly, following the implementation of the Capital Reorganisation, any Shareholder who as a result of the Consolidation has a fractional entitlement to any New Ordinary Share, will not have a resultant proportionate shareholding of New Ordinary Shares exactly equal to their proportionate holding of Existing Ordinary Shares.**

**Furthermore, any Shareholder who holds fewer than 100 Existing Ordinary Shares as at the Record Date will cease to be a Shareholder. The minimum threshold to receive New Ordinary Shares will be 100 Existing Ordinary Shares.**

## 1.2 Effects of the Capital Reorganisation

For purely illustrative purposes, examples of the effects of the Capital Reorganisation (should shareholders at the General Meeting approve it) are set out below:

<i>Number of Existing Ordinary Shares held</i>	<i>New Ordinary Shares following the Capital Reorganisation</i>
99	0
100	1
1,100	11

The example below shows a holding of Existing Ordinary Shares which will be subject to a fractional entitlement, the value of which will depend on the market value of the New Ordinary Shares at the time of sale.

<i>Number of Existing Ordinary Shares held</i>	<i>New Ordinary Shares following the Capital Reorganisation</i>	<i>Fractional entitlement following the Capital Reorganisation</i>
2,050	20	0.5

Application will be made for the New Ordinary Shares to be admitted to trading on AIM and dealings in the New Ordinary Shares are expected to commence on 26 November 2020.

## 1.3 Fractional entitlements to New Ordinary Shares

As set out above, the Consolidation will give rise to fractional entitlements to a New Ordinary Share where any holding is not precisely divisible by 100. As regards the New Ordinary Shares, no certificates regarding fractional entitlements will be issued. Any New Ordinary Shares in respect of which there are fractional entitlements will be aggregated and sold in the market for the best price reasonably obtainable on behalf of Shareholders entitled to fractions ("**Fractional Shareholders**").

The Company will distribute the proceeds of sale in due proportion to any such Fractional Shareholders. In the event that the net proceeds of sale due to a Fractional Shareholder amount to less than £3.00, the Board is of the view that, as a result of the disproportionate costs, it would not be in the best interests of the Company to distribute such proceeds of sale, which instead shall be retained for the benefit of the Company in accordance with article 4.2 of the Current Articles.

For the avoidance of doubt, the Company is only responsible for dealing with fractions arising on registered holdings. For Shareholders whose shares are held in the nominee accounts of UK stockbrokers, the effect of the Capital Reorganisation on their individual shareholdings will be

administered by the stockbroker or nominee in whose account the relevant shares are held. The effect is expected to be the same as for shareholdings registered in beneficial names, however it is the stockbroker's or nominee's responsibility to deal with fractions arising within their customer accounts, and not the Company's.

#### **1.4 Resulting Share Capital**

The issued share capital of the Company immediately following the Capital Reorganisation, assuming that it is approved by the Shareholders and that no further Existing Ordinary Shares are issued before the General Meeting, is expected to comprise 19,940,881 New Ordinary Shares.

#### **1.5 Rights attaching to New Ordinary Shares and New Articles**

The New Ordinary Shares arising upon implementation of the Capital Reorganisation will have the same rights as the Existing Ordinary Shares including voting, dividend and other rights.

Subject to the passing of Resolution 1, the definition of "Ordinary Shares" in the Current Articles (defined as "*means ordinary shares of 0.15 pence each in the capital of the Company*") will need to be updated in order to refer to the correct nominal value of the New Ordinary Shares. Resolution 2 set out in the Notice of General Meeting is therefore proposed to approve an amendment to the Current Articles. Subject to the passing of Resolution 2, the definition of "Ordinary Shares" in the New Articles will read "*means ordinary shares of £0.15 each in the capital of the Company*". A copy of the New Articles will be available throughout the General Meeting and on request from the Company Secretary.

#### **1.6 Effects on Options and Other Instruments**

The entitlements to Ordinary Shares of holders of securities or instruments convertible into Ordinary Shares (such as share options and warrants) will be adjusted to reflect the Capital Reorganisation. The Company will notify these holders of the Capital Reorganisation in due course.

All warrants and options remain subject to the relevant vesting conditions.

#### **1.7 United Kingdom taxation in relation to the Capital Reorganisation**

For the purposes of UK taxation of chargeable gains, a Shareholder should not be treated as making a disposal of all or part of his holding of Existing Ordinary Shares by reason of the Consolidation. The New Ordinary Shares should be treated as the same asset, and as having been acquired at the same time and at the same aggregate cost as, the holding of Existing Ordinary Shares from which they derive. On a subsequent disposal of the whole or part of the New Ordinary Shares comprised in the new holding, a shareholder may, depending on his or her circumstances, be subject to tax on the amount of any chargeable gain realised.

### **2. ADMISSION OF THE NEW ORDINARY SHARES**

Application will be made for the New Ordinary Shares to be admitted to trading on AIM in place of the Existing Ordinary Shares. Subject to Shareholder approval of Resolution 1, it is expected that Admission will become effective and that dealings in the New Ordinary Shares will commence on 26 November 2020. Following the Capital Reorganisation, the Company's new ISIN Code will be GB00BMGYBJ57.

Shareholders who hold Existing Ordinary Shares in uncertificated form will have such shares disabled in their CREST accounts on the Record Date, and their CREST accounts will be credited with the New Ordinary Shares following Admission, which is expected to take place on 26 November 2020.

Following the Capital Reorganisation, existing share certificates will cease to be valid and new share certificates are expected to be despatched to those Shareholders who hold their Existing Ordinary Shares in certificated form, the week commencing 30 November 2020.

### 3. GENERAL MEETING

Set out at the end of this document is the notice convening the General Meeting to be held on 25 November 2020 at Squire Patton Boggs (UK) LLP at Premier Place, 2 & A Half Devonshire Square, London EC2M 4UJ at 10:00 a.m. at which the Resolutions will be proposed.

### 4. ACTION TO BE TAKEN

Shareholders will find enclosed a Form of Proxy for use at the General Meeting. Please complete the Form of Proxy, following the instructions, and return it to the Registrar, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD as soon as possible, to arrive by 10:00 a.m. on 23 November 2020 or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a business day) at the latest.

If you hold your Ordinary Shares in uncertificated form (that is, in CREST) you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the Notice of the General Meeting set out in Part II of this document). Proxies submitted via CREST must be received by the Company's agent (ID 7RA11) by no later than 10:00 a.m. on 23 November 2020 (or, in the case of an adjournment, not less than 48 hours before the time fixed for the holding of the adjourned meeting (at the discretion of the Directors, excluding any part of a day that is not a Business Day)).

**In light of the COVID-19 pandemic shareholders are urged to exercise their votes by submitting their proxy and appoint the Chair of the General Meeting as his or her proxy. Shareholders and their proxies will not be allowed to attend the meeting in person, as to do so would be inconsistent with current Government guidelines relating to COVID-19 (as published as at the date of this circular), in particular the advice for people to avoid public gatherings, all non-essential travel and social contact. Any shareholder seeking to attend the General Meeting in person will be refused entry. The General Meeting will be purely functional in format to comply with the relevant legal requirements. Accordingly, shareholders are urged to exercise their votes by submitting their proxy and appoint the Chair of the General Meeting as his or her proxy.**

Appointing a proxy in accordance with the instructions set out above will enable your vote to be counted at the General Meeting in your absence.

Shareholders are reminded that, if their Ordinary Shares are held in the name of a nominee, only that nominee or its duly appointed proxy can be counted in the quorum at the General Meeting.

**If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice from your broker, 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 not, from another appropriately authorised independent financial adviser, immediately.**

### 5. RECOMMENDATION

The Directors consider that the Capital Reorganisation is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their aggregate interests of 46,200,000 Existing Ordinary Shares (representing approximately 2.32 per cent. of the Existing Ordinary Shares).

Yours sincerely

**Klaas de Boer**

*Chairman*

*Xeros Technology Group plc*

# XEROS TECHNOLOGY GROUP PLC

*(Incorporated and registered in England and Wales under the Companies Act 1985  
with registered number 08684474)*

## NOTICE OF GENERAL MEETING

**Notice is given** that a general meeting of Xeros Technology Group plc ("**Company**") will be held at Squire Patton Boggs (UK) LLP at Premier Place, 2 & A Half Devonshire Square, London EC2M 4UJ on 25 November 2020 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions of which resolution 1 will be proposed as an ordinary resolution and resolution 2 will be proposed as a special resolution.

Unless the context otherwise requires, words and expressions used in this notice, including in the notes herein, (the "**Notice**") have the meanings given to them in the circular to shareholders dated 9 November 2020, of which this Notice forms part.

### ORDINARY RESOLUTION

1. That, every 100 ordinary shares of £0.0015 each in the capital of the Company in issue ("**Existing Ordinary Shares**") be consolidated into one ordinary share of £0.15 in the capital of the Company ("**New Ordinary Share**"), such New Ordinary Shares having the same rights, and being subject to the same restrictions, as the Existing Ordinary Shares, as set out in articles of association of the Company, and where such consolidation results in any Shareholder being entitled to a fraction of a New Ordinary Share these will be aggregated and sold in the market for the best price reasonably obtainable on behalf of Shareholders entitled to fractions (save that no Shareholder shall be entitled to recover any of such net proceeds of sale unless his entitled exceeds £3.00, and the net proceeds of sale not so distributed as a result shall be retained for the benefit of the Company).

### SPECIAL RESOLUTION

2. That, subject to the passing of resolution 1, the articles of association of the Company be and are hereby amended by deleting the definition of "Ordinary Shares" in Article 1.2(a) and replacing it with the following:  

**"Ordinary Shares"** means ordinary shares of £0.15 each in the capital of the Company.

By Order of the Board

**Paul Michael Denney**

9 November 2020

**Registered office:** Xeros Technology Group plc, Unit 2, Evolution Advanced Manufacturing Park, Whittle Way, Catcliffe, Rotherham, South Yorkshire, S60 5BL

**Registered in England and Wales No. 08684474**

## Notes

### Entitlement to attend and vote

1. **IMPORTANT NOTE REGARDING ATTENDANCE IN PERSON: In light of the COVID-19 pandemic, shareholders and their proxies will not be allowed to attend the meeting in person, as to do so would be inconsistent with current government guidelines relating to COVID-19 (as published as at the date of this circular), in particular the advice for people to avoid public gatherings all non-essential travel and social contact. Any Shareholder seeking to attend the General Meeting in person will be refused entry. Accordingly, shareholders are urged to exercise their votes by submitting their proxy and appoint the Chair of the General Meeting as his or her proxy.**
2. The right to vote at the meeting is determined by reference to the register of members. Only those shareholders registered in the register of members of the Company as at 6.00 p.m. on 23 November 2020 (or, if the meeting is adjourned, 6.00 p.m. on the date which is two working days before the date of the adjourned meeting) shall be entitled to attend by proxy and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) by proxy at the meeting.

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.

Voting on the Resolutions in light of the COVID-19 pandemic will be taken by way of a poll.

### Proxies

3. A shareholder is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company. **However, in light of the COVID-19, shareholders and their proxies will not be allowed to attend the meeting.**

A shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the shareholder may result in the proxy appointment being invalid.

A proxy may only be appointed in accordance with the procedures set out in this note, and note 4 below and the notes to the proxy form. The appointment of a proxy will not preclude a shareholder from attending and voting in person at the meeting. If a shareholder has appointed a proxy and attends the meeting in person, such proxy appointment will automatically be terminated. **However, in light of the COVID-19 pandemic, shareholders are urged to appoint the Chair of the meeting as his or her proxy as given the COVID-19 situation shareholders and their proxies will not be allowed to attend the meeting.**

If no voting indication is given, your proxy will vote or abstain from voting at his or her decision. 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.

In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Registrar, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD and in the case of a member which is a corporation, the revocation notice must be executed in accordance with note 4 below. 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 and must be received by the Registrars not less than 48 hours before the time fixed for the holding of the meeting or any adjourned meeting (or in the case of a poll before the time appointed for taking the poll) at which the proxy is to attend, speak and to vote provided that in calculating such periods no account shall be taken of any part of a day that is not a working day. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Completion of the Form of Proxy or appointment or a proxy through CREST will not prevent a member from attending and voting in person. Any member or his proxy attending the General Meeting has the right to ask any question at the General Meeting relating to the business of the General Meeting. **However, in light of the COVID-19 pandemic, shareholders are urged to appoint the Chair of the meeting as his or her proxy as given the COVID-19 situation shareholders and their proxies will not be allowed to attend the meeting.**

4. A form of proxy is enclosed. When appointing more than one proxy, complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by contacting the Registrar on 0121 585 1131 or the proxy form may be photocopied. State clearly on each proxy form the number of shares in relation to which the proxy is appointed.

To be valid, a proxy form must be submitted as follows:

- you may submit your proxy by post or (during normal business hours only) by hand at the offices of the Registrar, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD no later than 10:00 a.m. on 23 November 2020 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting);

or

- you may submit your proxy electronically at [www.sharegateway.co.uk](http://www.sharegateway.co.uk) by using the Personal Proxy Registration Code as shown on the Form of Proxy. Shareholders can use this service to vote or appoint a proxy online. The same voting deadline of 10:00 a.m. on 23 November 2020 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting) applies. If you need help with voting online, please contact our Registrars, Neville Registrars Limited (0)121 585 1131 or via email at [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk).

Any power of attorney or any other authority under which the form of proxy is signed (or duly certified copy of such power or authority) must be included with the form of proxy.

5. CREST Members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST Sponsored Members, and those CREST Members who have appointed a voting service provider(s), should refer to their CREST Sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made 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 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 Neville Registrars (ID 7RA11) no later than 10:00 a.m. on 23 November 2020 (or, if the meeting is adjourned, no later than 48 hours before the time of any 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 Neville Registrars 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 CREST Sponsored Member or has appointed a voting service provider(s), to procure that his or her CREST Sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST Members and, where applicable, their CREST Sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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

#### Corporate representatives

6. A shareholder which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares. **However, in light of the COVID-19 pandemic, shareholders are urged to appoint the Chair of the meeting as his or her proxy as given the COVID-19 situation shareholders and their proxies will not be allowed to attend the meeting.**

A corporation's form of proxy must be executed pursuant to the terms of section 44 of the Companies Act 2006 or under the hand of a duly authorised officer or attorney.

#### Issued shares and total voting rights

7. As at the date of this document, the Company's issued share capital comprised 1,994,088,097 Ordinary Shares of £0.0015 each. 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 the date of this document is 1,994,088,097.

#### Communication

8. Except as provided above, members who have general queries about the general meeting should contact the Company Secretary at Xeros Technology Group plc, Unit 2, Evolution Advanced Manufacturing Park, Whittle Way, Catcliffe, Rotherham, South Yorkshire, S60 5BL or on +44 114 269 9656 (no other methods of communication will be accepted). You may not use any electronic address provided either:
  - in this notice of general meeting; or
  - any related documents (including the Chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.