

Company number: 01729887

PRIME PEOPLE LIMITED

(the **COMPANY**)

NOTICE OF GENERAL MEETING

Notice is given that a general meeting of the Company will be held at the Company's offices at 2 Harewood Place, London W1S 1BX on 19 July 2022 at 4.30 p.m. to consider and vote on the resolution set out below, which will be proposed as a special resolution:

SPECIAL RESOLUTION

1 THAT:

- 1.1 each of the 2,794,000 issued ordinary shares of £0.10 each in the capital of the Company held by Robert Macdonald be and is hereby redesignated as A shares of £0.10 each in the capital of the Company, having the rights and being subject to the restrictions set out in the articles of association to be adopted pursuant to 1.4 below.
- 1.2 each of the 2,907,721 issued ordinary shares of £0.10 each in the capital of the Company held by Peter Moore be and is hereby redesignated as B shares of £0.10 each in the capital of the Company, having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to 1.4 below.
- 1.3 in accordance with section 551 of the Companies Act 2006, the directors of the Company (**Directors**) be unconditionally authorised to allot up to 500,000 C shares of £0.10 each in the capital of the Company, having the rights and subject to the restrictions set out in the articles of association adopted pursuant to resolution 1.4. Unless renewed, varied or revoked by the Company, this authority shall expire on the date which is five years from the date on which this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
- 1.4 the new articles of association in the form produced to the general meeting are approved and adopted as the articles of association of the Company, in substitution for and to the entire exclusion of the existing articles of association.

By Order of the Board

Indigo Corporate Secretary Limited
Secretary

1 July 2022

Registered office: 2 Harewood Place, London, United Kingdom W1S 1BX

Notes to the notice of general meeting

Entitlement to attend and vote

- 1 The Company specifies that only those members registered on the Company's register of members:
 - 1.1 at 4.30 p.m. on 17 July 2022; or
 - 1.2 if the General Meeting is adjourned, 48 hours prior to the adjourned meeting, shall be entitled to attend and vote at the General Meeting.

Appointment of proxies

- 2 If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the General Meeting and you should have received a form of proxy with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.
- 3 A proxy does not need to be a member of the Company but must attend the General Meeting to represent you. Details of how to appoint the Chairman of the General Meeting or another person as your proxy using the form of proxy are set out in the notes to the form of proxy. If you wish your proxy to speak on your behalf at the General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- 4 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 you may photocopy your form of proxy or contact Neville Registrars Limited to obtain an extra proxy card on +44 (0)121 585 1131.
- 5 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 General Meeting.

Appointment of proxy using hard copy form of proxy

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

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

- 6.1 completed and signed;

- 6.2 sent or delivered to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD; and
- 6.3 received by Neville Registrars Limited no later than 4.30 p.m. on 17 July 2022 (or if the General Meeting is adjourned, 48 hours before the adjourned General Meeting).

In the case of a member which is a company, the form of proxy must be executed under its common seal or signed on its behalf by a director or an officer of the company or an attorney for the company.

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

Appointment of proxy by joint members

- 7 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, 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

- 8 To change your proxy instructions simply submit 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 form of proxy and would like to change the instructions using another hard-copy form of proxy, please contact Neville Registrars on +44 (0)121 585 1131.

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

- 9 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 Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Neville Registrars Limited no later than 4.30 p.m. on 17 July 2022.

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.

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 in person, your proxy appointment will automatically be terminated.

Corporate representatives

- 10 A corporation which is a member 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.

Notes for CREST members

- 11 CREST members who wish to appoint a proxy or proxies through 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. CREST personal members, sponsored CREST members and 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 for them.
- 12 To complete a valid proxy appointment or instruction using the CREST service, the 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 an amendment to the instruction given to a previously appointed proxy must in order to be valid, be transmitted to Neville Registrars Limited, whose CREST participant ID is 7RA11, 48 hours before the time fixed for the meeting (or adjournment thereof). The time of receipt of the instruction will be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Neville Registrars Limited is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change in instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 13 CREST members and, where applicable, 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 apply 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 ensure that his CREST Sponsor or voting service provider(s) take(s)) the necessary action to ensure that a message is transmitted by means of the CREST system by a particular time. CREST members and, where applicable, their

CREST Sponsors or voting service provider(s) should refer to the sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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