

PART IX
NOTICE OF GENERAL MEETING
SANNE GROUP PLC

(Incorporated in Jersey under company number 117625)

NOTICE IS HEREBY GIVEN that a General Meeting of Sanne Group plc (the “**Company**”) will be held at the offices of Addleshaw Goddard LLP at Milton Gate, 60 Chiswell Street, London EC1Y 4AG and remotely via a virtual meeting platform provided by Lumi AGM UK Limited at 11.15 a.m. on 5 October 2021 (or as soon thereafter as the meeting of the holders of Scheme Shares (as defined in the Scheme as referred to in the resolution set out below) convened for 11.00 a.m. on the same day by an order of the Royal Court of Jersey, shall have concluded or been adjourned) for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as a special resolution.

SPECIAL RESOLUTION

THAT for the purpose of giving effect to the scheme of arrangement dated 10 September 2021 (as amended or supplemented) between the Company and the holders of Scheme Shares (as defined in such scheme of arrangement), a print of which has been produced to this meeting and for the purposes of identification signed by the chair of this meeting, in its original form or subject to such modification, addition or condition as may be approved or imposed by the Court (where relevant) and agreed by the Company and Apex Acquisition Company Limited (the “**Scheme**”):

- (a) the directors of the Company (or a duly authorised committee of the directors) be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and
- (b) with effect from the passing of this resolution, the articles of association of the Company be and are amended by the adoption and inclusion of the following new Article 242 after Article 241:

“242. Scheme of Arrangement

242.1 In this Article 242, the “Scheme” means the scheme of arrangement dated 10 September 2021 (as amended or supplemented), between the Company and the holders of its Scheme Shares (as defined in the Scheme) under Article 125 of the Companies Law and as approved by the holders of the Scheme Shares at the meeting convened by the Court (as defined in the Scheme) and as may be modified or amended in accordance with its terms, and (save as defined in this Article), expressions defined in the Scheme shall have the same meanings in this Article.

242.2 Notwithstanding any other provision of these Articles or the terms of any resolution, whether ordinary or special passed by the Company, if the Company issues any shares (other than to Apex Acquisition Company Limited (“**Apex**”) or any subsidiary of Apex, any parent undertaking of Apex or any subsidiary of such parent undertaking, or any nominee of Apex (each an “Apex Company”)) on or after the date of the adoption of this Article and before the Scheme Record Time (as defined in the Scheme), such shares shall be issued subject to the terms of the Scheme and shall be Scheme Shares for the purposes thereof and the new member, and any subsequent holder of such shares (other than Apex, an Apex Company and/or its nominee or nominees), shall be bound by the Scheme accordingly.

242.3 Notwithstanding any other provision of these Articles, subject to the Scheme becoming Effective (as defined in the Scheme), if any shares are issued to any person (other than an Apex Company) (a “**New Member**”) on or after the Scheme Record Time (as defined in the Scheme) (the “Post-Scheme Shares”), such Post-Scheme Shares shall, subject to the Scheme becoming Effective, be immediately transferred to Apex (or such person as Apex may direct) (the “Purchaser”) in consideration of the payment to the New Member of an amount in cash for each Post-Scheme Share equal to the cash

consideration which such New Member would have been entitled to receive for each Post-Scheme Share pursuant to the Scheme had such Post-Scheme Share been a Scheme Share (as applicable, after deduction of any tax and social security contributions their employer or any other company is required to withhold or account for in respect of either that consideration or the issue or transfer of the shares to the New Member).

- 242.4 On any reorganisation of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation) effected after the Effective Date, the value of the consideration per Post-Scheme Share to be paid under Article 242.3 above shall be adjusted by the Board in such manner as the auditors of the Company may determine to be fair and reasonable to reflect such reorganisation or alteration. References in this Article to shares shall, following such adjustment, be construed accordingly.
- 242.5 To give effect to any transfer of Post-Scheme Shares required by this Article, the Company may appoint any person as attorney (under the Powers of Attorney (Jersey) Law 1995, and on the basis that any such appointment shall be irrevocable for a period of one year from the date upon which such New Member is issued the Post-Scheme Shares for that New Member) and/or agent for the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) to execute and deliver as transferor a form or forms of transfer or other instrument(s) or instruction(s) of transfer on behalf of the New Member to transfer the Post-Scheme Shares to the Purchaser or its nominee(s) and do all such other things and execute and deliver all such documents as may in the opinion of such attorney or agent be necessary or desirable to vest the Post-Scheme Shares in the Purchaser or its nominee(s) and pending such vesting to exercise all such rights attaching to the Post-Scheme Shares as the Purchaser may direct. If an attorney or agent is so appointed, the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) shall not thereafter (except to the extent that such attorney or agent fails to act in accordance with the directions of the Purchaser) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed in writing by the Purchaser. The attorney or agent shall be empowered to execute and deliver as transferor a form or forms of transfer or other instrument(s) or instruction(s) of transfer on behalf of the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) in favour of the Purchaser or its nominee(s) and the Company may give a good receipt for the purchase price of the Post-Scheme Shares and may register the Purchaser or its nominee(s) as holder thereof and issue to it certificates for the same. The Company shall not be obliged to issue a certificate to the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) for the Post-Scheme Shares. The Purchaser shall send a cheque drawn on a UK clearing bank (or shall procure that such a cheque is sent) in favour of the New Member (or the relevant transferee or nominee) for the purchase price of each Post-Scheme Share within 14 days of the time on which such Post-Scheme Shares are issued to the New Member.
- 242.6 If the Scheme shall not have become Effective by the applicable date referred to in (or otherwise set in accordance with) clause 6.2 of the Scheme (or such later date, if any, as Apex and the Company may agree and the Court and the Panel on Takeovers and Mergers may allow, if such consent is required), this Article 242 shall be of no effect.

242.7 Notwithstanding any other provision of these Articles, neither the Company nor the Board shall register the transfer of any Scheme Shares effected between the Scheme Record Time and the Effective Date other than to the Purchaser and/or its nominee(s) pursuant to the Scheme.”

By order of the Board

Ian Portal
Company Secretary

Dated 10 September 2021

*Registered office:
IFC 5
St Helier
Jersey
JE1 1ST*

Notes:

1 COVID-19 restrictions

Although COVID-19 restrictions have been lifted at the time of publication of this Document, the UK Government has urged people to maintain social distancing and reduce time spent in crowded areas. Whilst Sanne acknowledges that attendance in person will likely be legally permissible, Scheme Shareholders and Sanne Shareholders are strongly encouraged not to attend the General Meeting in person, and are instead encouraged to attend the General Meeting via the Virtual Meeting Platform.

Sanne Shareholders are strongly encouraged to appoint “the Chair of the meeting” as their proxy. If any other person is appointed as proxy, he or she will be able to attend, submit written questions and/or any objections and vote at the General Meeting remotely via a Virtual Meeting Platform.

Any changes to the arrangements for the General Meeting will be communicated to Sanne Shareholders before the General Meeting, including through Sanne’s website at www.sannegroup.com and by announcement through a Regulatory Information Service.

2 Instructions for accessing the Virtual Meeting Platform

Sanne Shareholders, proxies and corporate representatives will be given the opportunity to attend remotely, submit written questions and vote at the General Meeting via the Virtual Meeting Platform.

Sanne Shareholders, proxies and corporate representatives can access the Virtual Meeting Platform via a mobile web client, which is compatible with the latest browser versions of Chrome, Firefox, Internet Explorer 11 (Internet Explorer v.10 and below are not supported), Edge and Safari and can be accessed using any web browser, on a PC or smartphone device. To attend remotely, submit written questions and/or vote using this method, please go to <https://web.lumiagm.com>.

Once you have accessed <https://web.lumiagm.com> from your web browser, you will be asked to enter the Lumi Meeting ID which is 151-911-973. You will then be prompted to enter your unique Shareholder Reference Number (SRN) and PIN. Your Shareholder Reference Number is your 11 digit code printed on your Form of Proxy. Your PIN is the first 2 and last 2 digits of your SRN. This will authenticate you as a shareholder. Access to the General Meeting via the website will be available from 10.00 a.m., as further detailed below. Your SRN can also be found on your share certificate, or Shareview users (www.shareview.com) will find this under ‘manage your account’ when logged in to the Shareview portal. If you are unable to access your SRN, please contact Equiniti on 0371 384 2050 (from within the UK) or on +44 371 384 2050 (from outside the UK).

Access to the General Meeting will be available from 10:00 a.m. on 5 October 2021, although the voting functionality will not be enabled until the Chair of the General Meeting declares the poll open. Scheme Shareholders will be permitted to submit written questions (via the Virtual Meeting Platform) to the Sanne Directors during the course of the General Meeting. The Chair of the Court Meeting will ensure that all such questions and/or any objections relating to the formal business of the General Meeting are addressed during the General Meeting, unless no response is required to be provided under the Jersey Companies Law or the provision of a response would, at the Chair’s discretion, otherwise be undesirable in the interests of the Company or the good order of the General Meeting.

During the General Meeting, you must ensure you are connected to the internet at all times in order to submit written questions and/or any objections and vote when the Chair commences polling. Therefore, it is your responsibility to ensure connectivity for the duration of the relevant Meeting via your wireless or other internet connection. The Virtual Meeting Guide contains further information on remotely accessing and participating in the General Meeting via the Virtual Meeting Platform and is available on Sanne’s website at www.sannegroup.com.

If you wish to appoint a proxy and for them to attend the virtual meeting on your behalf, please contact Equiniti on telephone number +44 371 384 2050*.

If your shares are held within a nominee and you wish to access the electronic meeting, you will need to contact your nominee immediately. Your nominee will need to have completed a letter of representation and presented this to Equiniti, our registrar, no later than 48 hours before the start of the meeting in order obtain your unique SRN and PIN to access the electronic meeting. If you are in any doubt about your shareholding, please contact our registrar.

* 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. The helpline is open between 8:30 a.m. and 5:30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Equiniti cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

3 Entitlement to attend and vote

Pursuant to Sanne's articles of association and Regulation 41 of the Uncertificated Securities Regulations 2001 (the "CREST Regulations"), only holders of ordinary shares of 1 pence each in the capital of Sanne on the register of members of Sanne as at 6:30 p.m. on 1 October 2021 (each, a "Sanne Shareholder") are entitled to attend (remotely, via the Virtual Meeting Platform) and vote (remotely, via the Virtual Meeting Platform, or by proxy) at this meeting in respect of the number of shares in the capital of Sanne registered in their names at that time and may appoint a proxy to vote instead of them. Changes to entries on register of members of Sanne after 6:30 p.m. on 1 October 2021 (the "Voting Record Time") shall be disregarded in determining the rights of any person to vote at this meeting. Should the General Meeting be adjourned to a time not more than 48 hours (excluding any part of a day that is not a Business Day) after the Voting Record Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote under the arrangements described in these notes (and for the purpose of determining the number of votes they may cast) at the adjourned General Meeting. Should the General Meeting be adjourned for a longer period, to be so entitled members must have been entered on the register of members of Sanne by 6:30 p.m. on the date that is two days (excluding any part of a day that is not a Business Day) prior to the adjourned General Meeting or, if Sanne gives notice of the adjourned General Meeting, at the time specified in such notice.

4 Appointment of proxies

Sanne Shareholders are strongly encouraged to submit proxy appointments and instructions for the General Meeting as soon as possible, using any of the methods (by post, by email, online or electronically through CREST) set out below. Sanne Shareholders are also strongly encouraged to appoint "the Chair of the meeting" as their proxy. If any other person is appointed as proxy, he or she will be able to attend, submit written questions and/or any objections and vote at the relevant Meeting remotely via the Virtual Meeting Platform, as described in the opening pages of this document and the Virtual Meeting Guide.

Sanne Shareholders are entitled to appoint a proxy in respect of some or all of their Sanne Shares and may also appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such holder. Sanne Shareholders who wish to appoint more than one proxy in respect of their holding of Sanne Shares should contact Equiniti for further Forms of Proxy. Alternatively, you may photocopy the enclosed Form(s) of Proxy.

Each Sanne Shareholder present by proxy will be entitled to one vote for each ordinary share which he/she represents. A Sanne Shareholder may appoint more than one proxy in relation to this meeting provided that each proxy is entitled to exercise the rights attaching to a different share or shares held by that member. A proxy need not be a member of Sanne but must attend the meeting virtually for the Sanne Shareholder's vote to be counted. Appointing a proxy does not prevent a member from remotely attending and voting in person under the arrangements set out in these notes if he or she is entitled to do so and so wishes.

Sending Forms of Proxy by post or by hand

You should complete, sign and return the WHITE Form of Proxy for use at the General Meeting so as to be received no later than 11:15 a.m. on 1 October 2021. If the WHITE Form of Proxy is not returned so as to be received by the time mentioned above and in accordance with the instructions on the Form of Proxy it will be invalid.

The WHITE Form of Proxy may be returned by post or, during normal business hours only, by hand to Sanne's registrar, Equiniti, at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA. For your convenience, a freepost facility (for use in the UK only) has been provided with respect to the WHITE Forms of Proxy.

Electronic appointment of proxies through CREST

CREST members who wish to appoint a proxy or proxies for the General Meeting 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 any 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 by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Equiniti (participant ID: RA19) not later than 11:15 a.m. on 1 October 2021 (or, in the case of an adjourned meeting, not less than 48 hours before the time and date set for the adjourned meeting, excluding any part of a day that is not a Business Day). 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 Applications Host) from which Equiniti 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 provider(s), should note that Euroclear 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 any 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. CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

Sanne may treat as invalid a CREST Proxy Instruction in the circumstances set out in the CREST Regulations.

Online appointment of proxies

The WHITE Form of Proxy may alternatively be submitted electronically using the Sharevote service at www.sharevote.com, with Sanne Shareholders and Scheme Shareholders using their Shareholder Reference Number ("**SRN**") as shown on the Form of Proxy and their PIN (being the first two and last two digits of their SRN). For an electronic proxy appointment to be valid, the appointment must be received by Equiniti no later than 11:15 a.m. on 1 October 2021 (or in the case of adjournment(s), not later than 48 hours, (excluding any part of a day that is not a Business Day) before the time fixed for the adjourned meeting(s)). If the WHITE Form of Proxy is not lodged by the relevant time, it will be invalid.

5 Joint holders

In the case of joint holders of ordinary shares, any one such joint holder may tender a vote, whether in person or by proxy, however the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of Sanne in respect of the relevant joint holding (the first named being the most senior).

6 Corporate representatives

A member of Sanne which is a corporation may authorise a person or persons to act as its representative(s) at this meeting. In accordance with the provisions of the Jersey Companies Law, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of Sanne, provided that they do not do so in relation to the same shares.

7 Voting on a poll and announcement of results

Voting on the resolution will be conducted by way of a poll rather than a show of hands. As soon as practicable following the General Meeting, the results of the voting at the meeting and the numbers of all votes cast for and against and the number of votes actively withheld in respect of the resolution will be announced via a Regulatory Information Service and also placed on Sanne's website at www.sannegroup.com.

8 Issued share capital and voting rights

As at 9 September 2021 (being the last practicable date prior to the date of publication of this notice), Sanne's issued share capital consisted of 162,178,754 ordinary shares, carrying one vote each. Sanne holds 98,533 ordinary shares in treasury. Therefore, the total voting rights in Sanne as at such date was 162,178,754 ordinary shares, carrying one vote each.

9 Communications

You may not use any electronic address provided either in this notice or in any related documents (including the enclosed WHITE Form of Proxy) to communicate with Sanne for any purposes other than those expressly stated.