

This document is important and requires your immediate attention. If you are in any doubt about the contents of this document or the action you should take, you should immediately seek your own independent financial advice from your stockbroker, solicitor or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your Ordinary Shares or your depositary interests representing Ordinary Shares (“**Depositary Interests**”) in Vinanz Limited, you should forward this document, together with the accompanying Form of Proxy or Form of Instruction (as appropriate), immediately to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This document does not constitute an offer to issue or sell or a solicitation of any offer to subscribe for or buy ordinary shares in Vinanz Limited.

VINANZ LIMITED

(Incorporated in the British Virgin Islands under the BVI Business Companies Act, 2004 (as amended) with registered number: 2073995)

Notice of Annual General Meeting

Notice of an Annual General Meeting to be held at the offices of Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW at 10:00 a.m. on 27 February 2024 is set out at the end of this document.

Shareholders are requested to complete and return the enclosed Form of Proxy by post or by hand to Computershare Investor Services PLC, located at The Pavilions, Bridgewater Road, Bristol BS99 6ZY, as soon as possible, but in any event so as to arrive no later than 10:00 a.m. (GMT) on 23 February 2024 or by email to #UKCSBRS.ExternalProxyQueries@computershare.co.uk

Holders of Depositary Interests are requested to complete and return the enclosed Form of Instruction by post or by hand to Computershare Investor Services PLC, located at The Pavilions, Bridgewater Road, Bristol BS99 6ZY, as soon as possible, but in any event so as to arrive no later than 10:00 a.m. (GMT) on 23 February 2024 or by email to #UKCSBRS.ExternalProxyQueries@computershare.co.uk.

LETTER FROM THE EXECUTIVE CHAIRMAN VINANZ LIMITED

(Incorporated and registered in the British Virgin Islands with registered number 2073995)

<p><i>Directors:</i></p> <p>David Lenigas Executive Chairman Jeremy Edelman Director Mahesh Pulandaran Non-Executive Director</p>	<p><i>Registered Office:</i></p> <p>Vistra Corporate Services Centre Wickhams Cay II Road Town Tortola British Virgin Islands VG1110</p>
---	--

To the Shareholders and, for information only, to the Option Holders

Dear Shareholders

1. Introduction

I am writing to you to explain the resolutions (“**Resolutions**”) to be proposed at this year’s Annual General Meeting (the “**AGM**”) to be held at the offices of Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW at 10:00 a.m. (GMT) on 27 February 2024 and which are set out in the notice of AGM on page 4 of this document.

2. Business of the AGM – Resolutions

Resolution 1 – Receiving and adopting the Accounts

This Resolution relates to the receiving and adopting of the audited accounts for the financial period ended 31 August 2023, together with the Report of the Directors and the Auditors Report.

Resolutions 2 – Auditors’ Appointment and Remuneration

This Resolution relates to the appointment of Poynton Young as auditors of the Company and authorises the Directors to determine their remuneration.

Resolution 3 – Re-appointment of Director

The Board recommends the re-election of Jeremy Edelman who was appointed as Executive Director and who is subject to re-election in accordance with the Company’s Articles. Mr Edelman, being eligible, offers himself for re-election as a Director of the Company.

Resolution 4 – Authority to Issue Shares

This Resolution relates to the Company’s authority to issue shares in addition to that permitted by Regulation 2.4.1 of the Articles of Association.

With the approval of 75% of the Shareholders of the Company, the Board may be authorised to issue any number of further Shares or other Securities as they shall in their discretion determine.

It is proposed that, the Board be authorised to allot and issue an unlimited number of further Ordinary Shares on a cash and non-cash consideration basis, this authority shall, unless renewed, varied or revoked with the approval of 75% of the Shareholders of the Company, expire on the date which falls 18 months after the date of this AGM (save that the Company may, before such expiry, make offer(s) or enter agreement(s) which would or might require Ordinary Shares to be allotted after such expiry and the Directors may allot and issue such Ordinary Shares in pursuance of such offers or agreements notwithstanding that the authority conferred by this Resolution has expired). This authority also includes the grant and exercise of options, warrants or other rights to acquire Ordinary Shares and the sale of Ordinary Shares held in treasury.

3. Action to be taken by Shareholders

Shareholders who hold their Ordinary Shares in certificated form will find enclosed with this letter a Form of Proxy for use at the AGM.

Whether or not they intend to be present at the AGM, such Shareholders are requested to complete and return the Form of Proxy in accordance with the instructions printed on it so as to arrive to Computershare Investor Services

PLC, located at The Pavilions, Bridgewater Road, Bristol BS99 6ZY as soon as possible and in any event not later than 10:00 a.m. on 22 February 2024, or by email to #UKCSBRS.ExternalProxyQueries@computershare.co.uk

Unless otherwise indicated on the Form of Proxy, or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion withhold from voting.

4. Action to be taken by Depositary Interest holders

Holders of Depositary Interests will find enclosed with this letter a Form of Instruction which may be used to instruct Computershare Investor Services PLC how to vote the number of Ordinary Shares represented by their Depositary Interests.

The Form of Instruction should be completed and returned in accordance with the instructions printed on it so as to arrive to the office of the Depositary, Computershare Investor Services PLC, located at The Pavilions, Bridgewater Road, Bristol BS99 6ZY as soon as possible and in any event not later than 10:00 a.m. (GMT) on 22nd of February 2024, or by email to #UKCSBRS.ExternalProxyQueries@computershare.co.uk

5. Action to be taken for Corporate Sponsored Nominees Voting by CREST

To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) no later than 10:00 am (GMT) on 22nd February 2024.

6. Board Recommendation

The Board considers that each of the Resolutions is in the best interest of the Company, and they unanimously recommend to the Shareholders that they should vote in favour of each of them as they intend to do so in respect of their own beneficial holdings of Ordinary Shares representing at the date of this letter approximately 28.5% of the issued Ordinary Shares of the Company.

Yours faithfully,

David Lenigas

VINANZ LIMITED

(Incorporated in the British Virgin Islands under the BVI Business Companies Act, 2004 (as amended) with registered number: 2073995)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Shareholders of Vinanz Limited (the "**Company**") will be held at 10:00 a.m. (GMT) on 27 February 2024 to consider and, if thought fit, pass Resolutions 1 to 3, which will be proposed as Ordinary Resolutions, and Resolution 4 which is required to be passed by a 75% Resolution of the Shareholders.

ORDINARY RESOLUTIONS

- **Financial Report, Directors' Report and Auditors' Report**

THAT the Financial Report in respect of the Company and its entities for the year ended 31 August 2023, together with the Directors' Report in relation to that financial period and the Auditor's Report in respect of the Financial Report be approved.

- **Appointment and Remuneration of Auditors**

THAT Pointon Young be appointed as the auditors of the Company to hold office until the conclusion of the next annual general meeting at which accounts are laid before the Company and to authorise the Directors to determine

the remuneration of the auditors of the Company.

-
- **Re-Election of a Director**
-

To re-elect Jeremy Edelman who is subject to re-election in accordance with the Company's Articles. Mr Edelman, being eligible, offers himself for re-election as a Director of the Company.

75% RESOLUTION OF THE SHAREHOLDERS

- **Authority to Issue Shares**
-

This Resolution relates to the Company's authority to issue shares in addition to that permitted by Regulation 2.4.1 of the Articles of Association.

With the approval of 75% of the Shareholders of the Company, the Board may be authorised to issue any number of further Shares or other Securities as they shall in their discretion determine.

It is proposed that, the Board be authorised to allot and issue an unlimited number of further Ordinary Shares on a cash and non-cash consideration basis, this authority shall, unless renewed, varied or revoked with the approval of 75% of the Shareholders of the Company, expire on the date which falls 18 months after the date of this AGM (save that the Company may, before such expiry, make offer(s) or enter agreement(s) which would or might require Ordinary Shares to be allotted after such expiry and the Directors may allot and issue such Ordinary Shares in pursuance of such offers or agreements notwithstanding that the authority conferred by this Resolution has expired). This authority also includes the grant and exercise of options, warrants or other rights to acquire Ordinary Shares and the sale of Ordinary Shares held in treasury.

Registered Office:
Vistra Corporate Services Centre
Wickhams Cay II
Road Town
Tortola VG1110
British Virgin Islands

BY ORDER OF THE BOARD
David Lenigas,
Executive Chairman
5 February 2024

Notes:

1. A Shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. A Form of Proxy is enclosed with this Notice for use in connection with this business set out above. To be valid, Forms of Proxy and any power of attorney or other authority under which it is signed must be lodged with Computershare Investor Services PLC, located at The Pavilions, Bridgewater Road, Bristol BS99 6ZY by not later than 10:00 am (GMT) on the 22nd February 2024 or emailed to #UKCSBRS.ExternalProxyQueries@computershare.co.uk
3. Completion and return of a Form of Proxy does not preclude a member from attending and voting at the AGM or at any adjournment thereof in person (if so entitled).
4. In the case of joint holders of Ordinary Shares:
 - each of them may be present in person or by proxy at the AGM and may speak as a Shareholder;
 - if only one of the joint holders is present in person or by proxy he may vote on behalf of all joint holders; and
 - if two or more of the joint holders are present in person or by proxy they must vote as one.
5. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the

votes they may cast), a member of the Company must be entered in the register of members of the Company at 10:00 a.m. on 23 February 2024.

6. As at the close of business on 5 February 2024, the Company's issued shares comprised 128,158,506 shares of no par value. 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 time and date given above is 128,158,506.

Depository Interest holders

The Form of Instruction (accompanying this Notice of Meeting) must be signed by the Depository Interest holder or an attorney duly authorised in writing and deposited at the office of the Depository, Computershare Investor Services PLC, located at The Pavilions, Bridgewater Road, Bristol BS99 6ZY or emailed to #UKCSBRS.ExternalProxyQueries@computershare.co.uk by 10:00 am (GMT) on 22nd February 2024 Any Form of Instruction received after that time will not be valid for the Meeting.

CREST Voting

Holders of Depository Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with 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, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf. In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a "CREST Voting 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). To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) no later than 10:00 am (GMT) on 22nd February 2024. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST. Holders of Depository Interests in CREST and, where applicable, their CREST sponsors or voting service providers 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 transmission of CREST Voting Instructions. It is the responsibility of the Depository Interest holder concerned to take (or, if the Depository Interest holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, Depository Interest holders 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.