

## NOTICE OF GENERAL MEETING

# WANDISCO PLC

*(Incorporated and registered in Jersey under the Companies (Jersey) Law 1991 with number 110497)*

**NOTICE IS HEREBY GIVEN** that a general meeting of WANdisco Plc (“**Company**”) will be held at the offices of Brown Rudnick LLP at 8 Clifford Street, London W1S 2LQ at 10.00 a.m. on 24 July 2023 for the purposes of considering and, if thought fit, passing the following resolution which will be proposed as a special resolution (the “**Resolution**”):

### SPECIAL RESOLUTION

**THAT** pursuant to Article 38(1)(a) of the Companies (Jersey) Law 1991, as amended, the share capital of the Company be and is hereby increased from £10,000,000 comprising 100,000,000 shares of £0.10 each to £30,000,000 comprising 300,000,000 shares of £0.10 each and that in connection therewith the memorandum of association of the Company be and is hereby altered by the deletion of paragraph 4 and the insertion in its place of a new paragraph 4 as follows:

“4. The share capital of the Company is £30,000,000 divided into 300,000,000 shares of £0.10 each.”

By order of the Board

**Larry Webster**

*Company Secretary*

*Registered office:*

47 Esplanade  
St Helier  
Jersey  
JE1 0BD

**Registered in Jersey under the Companies (Jersey) Law 1991 with Company No. 110497**

Date: 5 July 2023

## EXPLANATORY NOTES

### Resolution – Increase in Authorised Share Capital

In working to complete the fundraise process, the Company encountered the requirement under Jersey law to seek shareholder approval to increase its authorised share capital.

As announced by the Company on 4 July 2023, the Company received confirmed orders of \$30 million in respect of its equity fundraise pursuant to which the Company is required to issue a total of 47,528,517 new ordinary shares of £0.10 each in the capital of the Company (the “**New Ordinary Shares**”). As at 4 July 2023 (being the last practicable date prior to publication of this Notice), the Company’s issued ordinary share capital consisted of 67,196,552 Ordinary Shares. Following the issue of the New Ordinary Shares, the Company’s enlarged issued ordinary share capital will be 114,725,069.

As the existing authorised share capital of the Company (the maximum amount of capital that the Company can issue) represents 100,000,000 Ordinary Shares, the Company is therefore required to increase its authorised share capital in order to issue the total number of New Ordinary Shares.

Accordingly, the Resolution proposes that the existing share capital of the Company be increased from £10,000,000 (representing 100,000,000 Ordinary Shares) to £30,000,000 (representing 300,000,000 Ordinary Shares). The proposed increase will enable the Company to issue the New Ordinary Shares and also provides headroom for future fundraising activities and share issuances as may be authorised by shareholders (including for transaction specific purposes). The increase will not, of itself, authorise the directors of the Company to allot and issue the newly created Ordinary Shares without further shareholder authorisation.

The terms of the Company’s memorandum of association (the “**Existing Memorandum**”) will be altered upon the passing of the Resolution to reflect the increase in the Company’s authorised share capital. No other changes to the Existing Memorandum or the articles of association of the Company are proposed other than the increase in authorised share capital as detailed above.

The Resolution is to be passed as a special resolution which requires a 75 per cent. majority of the votes to be cast in favour to be passed.

### Matters to note

As announced on 5 July 2023, the fundraise being undertaken by the Company (the “**Fundraise**”) remains conditional on, among other things, the Resolution being passed and the lifting of the suspension of the Company’s ordinary shares of £0.10 each to trading on AIM.

There can be no guarantee that the Fundraise will be successful nor that the Resolution will be duly passed.

Shareholders should be aware that if the Resolution is not approved at the General Meeting, the Fundraise will not be able to proceed because as previously announced the Company will have run out of working capital and it is therefore likely that the Directors will need to take steps to place the Company into administration.

### Recommendation

The Directors consider the Resolution to be in the best interests of the Company and Shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolution to be proposed at the General Meeting, as they intend to do in respect of the 2,527,608 existing Ordinary Shares held, directly or indirectly, by them representing approximately 3.76 per cent. of the total voting rights of the Company at the date of this Notice.

## PROCEDURAL NOTES

### Entitlement to attend and vote

1. 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 close of business on 20 July 2023 (or, if the meeting is adjourned, close of business on the date which is two working days before the date of the adjourned meeting) shall be entitled to attend 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) at the meeting.
2. 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.
3. Voting on the Resolution will be taken by way of a show of hands unless a poll is demanded.
4. A copy of this Notice can be found at <https://wandisco.com/>.

### Proxies

5. 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. Lodging a form of proxy does not preclude a member from attending and voting at the meeting.
6. 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.
7. A proxy may only be appointed in accordance with the procedures set out in notes 11-16 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.
8. 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.
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 the Registrar, Link Group of PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL and in the case of a member which is a corporation, the revocation notice must be executed in accordance with note 5 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.
10. **Completion of the form of proxy or appointment of a proxy through CREST ordinarily will not prevent a member from attending and voting in person.**
11. 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 +44 (0) 371 664 0300. 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 Registrar is open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. The proxy form may alternatively be photocopied. State clearly on each proxy form the number of shares in relation to which the proxy is appointed.
12. To be valid, a proxy form must be received by post or (during normal business hours only) by hand at the offices of the Registrar, Link Group of PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 10.00 a.m. on 20 July 2023 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).
13. 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.
14. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy, but the vote of the senior (by order in the register of members) who tenders a vote will be accepted to the exclusion of the others.
15. 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.

16. 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 & International 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 the Registrar, Link Group of PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL (CREST ID RA10) no later than 10.00 on 20 July 2023 (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 Link Group 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.
17. CREST Members and, where applicable, their CREST Sponsors or voting service providers should note that Euroclear UK & International 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.
18. 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.
19. Shareholders may also vote online by visiting the shareholder portal at <https://www.signalshares.com/> and following the on-screen instructions. If you have not previously registered for the shareholder portal, you will need your investor code which can be located on your share certificate or by contacting our Registrars, Link Group.

#### **Corporate representatives**

20. 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.

#### **Total Voting Rights**

21. As at 4 July 2023 (being the latest practicable date prior to publication of this Notice), the Company's issued share capital consisted of 67,196,552 ordinary shares of £0.10 each, carrying one vote each. Therefore, the total voting rights in the Company as at 4 July 2023 are 67,196,552.