



**Network International Holdings Plc**

(incorporated in England and Wales under number 11849292)  
(the '**Company**')

Registered office Suite 1, 3rd Floor 11 – 12 St. James's Square,  
London, SW1Y 4LB, United Kingdom

# Notice of Annual General Meeting

The Lincoln Centre  
18 Lincoln's Inn Fields,  
London, WC2A 3ED,  
United Kingdom

12:00 pm on 19 May 2022

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to any aspect of the proposals referred to in the document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other independent professional adviser. If you have sold or otherwise transferred all of your shares, please pass this document, together with the accompanying documents (except for any personalised form of proxy), to the purchaser or transferee, or to the person who arranged the sale or transfer, so that they can pass them to the person who now holds the shares.

**ACCESSING THE 2021 ANNUAL REPORT AND ACCOUNTS**

A printed copy of the 2021 Annual Report and Accounts will only be sent to you if you have opted to receive a paper copy of communication from the Company. You may access the 2021 Annual Report and Accounts by visiting the Company's website <https://investors.networkinternational.ae>. If at any time you would like to change your preference on how you receive documents, please contact our Registrar, the Link Group, whose contact details are set out on page 14. By choosing to receive communications electronically, by email and on our website, you will have access to Company information more quickly. In addition, reducing the need to print shareholder communications supports Network Group's commitment to manage our business' environmental impact and helps us grow our business in a sustainable way.

12 April 2022

**Dear Shareholder,**

I am writing to give you details of our third annual general meeting ('AGM') to be held at 12:00 pm on 19 May 2022. The formal notice of AGM is set out on pages 3 to 5 of this document and an explanation of certain business to be considered and voted on at the AGM is set out on pages 6 to 11.

We are keen to facilitate the full participation by shareholders at our 2022 AGM. While the COVID-19 related restrictions having been lifted by the UK Government, enabling us to hold the AGM in person, to ensure the safety and wellbeing of our shareholders and employees, we propose to hold the AGM as a hybrid meeting, which will allow members to participate electronically or, in person at The Lincoln Centre 18 Lincoln's Inn Fields, London, WC2A 3ED, at 12:00 pm on 19 May 2022. Electronic participation allows you to attend and listen to the proceedings of the AGM, ask questions and vote your shares.

Should you wish to attend the AGM in person, please note that there will be a maximum number of shareholders we are able to admit within safety constraints. Can I therefore refer you to the accompanying letter from Jaishree Razzaq, our Chief Risk Officer and Group Company Secretary, which gives more details of our current plans in relation to the holding of our AGM and how to participate electronically should you so wish. Any changes to our AGM arrangements will be publicised by way of an RNS announcement and our website at <https://investors.networkinternational.ae>. Please be sure to check this website in advance of the meeting for the latest position.

**Proxy Voting**

Your vote remains important to us and we encourage you to appoint your proxy electronically via Signal Shares as detailed in notes 18 to 23 and 25 or, if you are a CREST member, appoint your proxy through the CREST proxy appointment service as detailed in note 24. Please note that the deadline for the receipt by our Registrars of all proxy appointments is 12:00 pm on 17 May 2022.

The Board considers that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. Your Board unanimously recommends that you vote in favour of the resolutions.

Yours faithfully,

**Ron Kalifa, OBE**  
Chairman

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the third Annual General Meeting of Network International Holdings plc (the 'Company') will be held as a hybrid meeting at The Lincoln Centre, 18 Lincoln's Inn Fields, London, WC2A 3ED, United Kingdom, on Thursday, 19 May 2022 at 12:00 pm for the following purposes.

To consider and, if thought fit, pass resolutions 1 to 16, which will be proposed as ordinary resolutions of the Company, and resolutions 17 to 20, which will be proposed as special resolutions of the Company.

### Ordinary Resolutions

#### Annual report and accounts

1. To receive the annual report and accounts for the financial year ended 31 December 2021.

#### Remuneration report

2. To approve the Directors' remuneration report for the financial year ended 31 December 2021, as set out on pages 140 to 157 of the annual report and accounts 2021.

#### Directors

3. To re-elect Rohinton Kalifa, OBE as a director.
4. To re-elect Nandan Mer as a director.
5. To re-elect Darren Pope as a director.
6. To re-elect Anil Dua as a director.
7. To re-elect Victoria Hull as a director.
8. To re-elect Rohit Malhotra as a director.
9. To re-elect Habib Al Mulla as a director.
10. To re-elect Diane Radley as a director.
11. To re-elect Monique Shivanandan as a director.
12. To re-elect Suryanarayan Subramanian as a director.

#### Auditors

13. To re-appoint KPMG LLP as auditors until the conclusion of the next annual general meeting at which the accounts are laid.
14. To authorise the audit committee for and on behalf of the board to determine the remuneration of the auditors.

#### Political donations

15. That, in accordance with section 366 of the Companies Act 2006, the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect are authorised to:
  - (a) make political donations to political parties and or independent election candidates, not exceeding £100,000 in total;
  - (b) make political donations to political organisations other than political parties, not exceeding £100,000 in total; and
  - (c) incur political expenditure not exceeding £100,000 in total,provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000 during the period beginning with the date of the passing of this resolution and ending at the close of business on 30 June 2023, or the conclusion of the next annual general meeting of the Company after the passing of this resolution, whichever is earlier.

For the purpose of this resolution the terms "political donations", "political parties", "independent election candidates", "political organisations" and "political expenditure" have the meanings set out in sections 363 to 365 of the Companies Act 2006.

### Authority to allot shares

16. That

- (a) the Directors be authorised to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company
  - (i) in accordance with article 6 of the Company's articles of association, up to a maximum nominal amount of £18,703,389 (such amount to be reduced by the nominal amount of any equity securities (as defined in article 7 of the Company's articles of association) allotted under paragraph (ii) below in excess of £18,703,389); and
  - (ii) comprising equity securities (as defined in article 7 of the Company's articles of association) up to a maximum nominal amount of £37,406,778 (such amount to be reduced by any shares allotted or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue (as defined in article 7 of the Company's articles of association);
- (b) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, or the close of business on 30 June 2023, whichever is earlier; and
- (c) all previous unutilised authorities under section 551 of the Companies Act 2006 shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Companies Act 2006 by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

### Special resolutions

#### General authority to dis-apply pre-emption rights

17. That

- (a) in accordance with article 7 of the Company's articles of association, the Directors be given power to allot equity securities for cash;
- (b) the power under paragraph (a) above (other than in connection with a rights issue, as defined in article 7 of the Company's articles of association) shall be limited to the allotment of equity securities having a nominal amount not exceeding in aggregate £2,805,508;
- (c) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or at the close of business on 30 June 2023, whichever is earlier.

#### Additional authority to dis-apply pre-emption rights

18. That

- (a) in addition to any authority granted under resolution 17, the Directors be given power
  - (i) subject to the passing of resolution 17, to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority conferred on them by that resolution under section 551 of that Act; and
  - (ii) to allot equity securities as defined in section 560(3) of that Act (sale of treasury shares) for cash, in either case as if section 561 of that Act did not apply to the allotment or sale, but this power shall be
    - (A) limited to the allotment of equity securities up to a maximum nominal amount of £2,850,508; and
    - (B) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice;
- (b) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or at the close of business on 30 June 2023, whichever is earlier; and
- (c) the Company may, before this power expires, make an offer or enter into an agreement, which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

### Market purchase of own shares

19. That, in accordance with section 701 of the Companies Act 2006 (the 'Act'), the Company is generally and unconditionally authorised to make market purchases (within the meaning of section 693 of the Act) of ordinary shares in the capital of the Company ('Ordinary Shares') on such terms and in such manner as the Directors of the Company may determine provided that
- (i) the maximum number of Ordinary Shares that may be purchased under this authority is 56,110,169;
  - (ii) the maximum price which may be paid for any Ordinary Share purchased under this authority (exclusive of expenses payable by the Company in connection with the purchase) shall not be more than the higher of
    - (A) an amount equal to 105% of the average of the middle market prices shown in the quotations for the Ordinary Shares in the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that Ordinary Share is purchased; and
    - (B) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out;
  - (iii) the minimum price which may be paid shall be the nominal value of that Ordinary Share (exclusive of expenses payable by the Company in connection with the purchase);
  - (iv) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, or at the close of business on 30 June 2023, whichever is earlier, unless renewed before that time; and
  - (v) the Company may make a contract or contracts to purchase Ordinary Shares under this authority before its expiry which will or may be executed wholly or partly after the expiry of this authority and may make a purchase of Ordinary Shares in pursuance of any such contract.

### Notice period for general meetings

20. That a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice.

#### Registered office

Suite 1, 3rd Floor  
11 - 12 St. James's Square,  
London, SW1Y 4LB,  
United Kingdom

Registered number 11849292  
12 April 2022

#### By order of the Board,

#### Jaishree Razzaq

Chief Risk Officer and Group Company Secretary

## Explanatory notes to the Notice of AGM

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 16 (inclusive) are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 17 to 20 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

### Ordinary resolutions

#### Resolution 1 – receipt of annual report and accounts

The Directors must present the Company's annual report and accounts to the AGM.

#### Resolution 2 – approval of the Directors' remuneration report

Shareholders are asked to approve the Directors' remuneration report set out on pages 140 to 157 of the annual report and accounts. This vote is advisory, and the Directors' entitlement to remuneration is not conditional on it.

#### Resolutions 3-12 – re-election of Directors

In accordance with the UK Corporate Governance Code and the Company's articles of association, each Director who wishes to remain in office will submit him/herself for re-election by shareholders at the AGM. Biographical details of the Directors standing for re-election, including the reasons why their contributions are important to the Company's long-term sustainable success, are set out in Appendix 1.

#### Resolutions 13-14 – re-appointment and remuneration of the auditors

The Board is proposing the re-appointment of KPMG LLP as the Company's auditors, following the recommendation of the audit committee. Resolution 14 authorises the audit committee to determine the auditors' remuneration.

#### Resolution 15 – political donations expenditure

Part 14 of the Companies Act 2006, amongst other things, prohibits the Company and its subsidiaries from making EU political donations or from incurring political expenditure in respect of a political party or other political organisation or an independent election candidate unless authorised by the Company's shareholders. Aggregate donations made by the Group of £5,000 or less in any 12-month period will not be caught.

Neither the Company nor any of its subsidiaries has any intention of making any political donations or incurring any political expenditure. However, the Companies Act 2006 defines "political party", "political organisation", "political donation" and "political expenditure" widely. For example, bodies, such as those concerned with policy review and law reform or with the representation of the business community or sections of it, which the Company and/or its subsidiaries may see benefit in supporting, may be caught.

Accordingly, the Company wishes to ensure that neither it nor its subsidiaries inadvertently commits any breaches of the Companies Act 2006 through the undertaking of routine activities, which would not normally be considered to result in the making of political donations and political expenditure being incurred.

As permitted under the Companies Act 2006, the resolution covers the Company and extends to all companies which are subsidiaries of the Company at any time the authority is in place. The proposed authority will expire at the next annual general meeting of the Company or at the close of business on 30 June 2023, whichever is earlier.

#### Resolution 16 – authority to allot shares

At the last AGM held on 20 May 2021, the shareholders authorised the Board, under section 551 of the Companies Act 2006, to allot ordinary shares without the prior consent of shareholders for a period expiring at the conclusion of the earlier of the forthcoming AGM or, the close of business on 30 June 2022.

The Company has exercised this authority by allotting 11,101,690 ordinary shares of 10p each representing approximately 2.02% of the then current issued share capital of the Company on a non-pre-emptive basis. These shares were issued towards the stock component of the purchase consideration for acquisition of the DPO Group as announced on 29 September 2021.

It is proposed to renew this authority and to authorise the Board to allot ordinary shares or grant rights to subscribe for or convert any security into shares in the Company for a period expiring at the conclusion of the next AGM or 30 June 2023, whichever is earlier.

Paragraph (a)(i) of resolution 16 will allow the Directors to allot ordinary shares up to a maximum nominal amount of £18,703,389 representing approximately one-third (33.33%) of the Company's existing issued share capital, calculated as at 12 April 2022 (being the latest practicable date prior to publication of this circular). In accordance with institutional guidelines issued by The Investment Association, paragraph (a)(ii) of the resolution will allow Directors to allot, including the ordinary shares referred to in paragraph (a)(i) of the resolution, further of the Company's ordinary shares in connection with a pre-emptive offer by way of a rights issue to ordinary shareholders up to a maximum nominal amount of £37,406,778, representing approximately two-thirds (66.66%) of the Company's existing issued share capital, calculated as at 12 April 2022. As at 12 April 2022, the Company does not hold any shares in treasury.

The Directors have no present intention of exercising this authority. However, if they do exercise the authority, the Directors intend to follow best practice as regards its use, as recommended by the Investment Association.

Resolution 16 will be proposed as an ordinary resolution to renew this authority until the conclusion of the next annual general meeting or the close of business on 30 June 2023, whichever is earlier.

## Special resolutions

### Resolution 17 – general authority to dis-apply pre-emption rights

At the last AGM held on 20 May 2021, the shareholders authorised the Board, under sections 570 to 573 of the Companies Act 2006, to allot shares for cash without first being required to offer such shares to existing shareholders.

The Company has exercised this authority by allotting 11,101,690 ordinary shares of 10p each representing approximately 2.02% of the then current issued share capital of the Company on a non-pre-emptive basis. These shares were issued towards the stock component of the purchase consideration for acquisition of the DPO Group as announced on 29 September 2021.

It is proposed that this authority also be renewed in line with institutional shareholder guidelines. If approved, the resolution will authorise the Directors, in accordance with the articles of association, to issue shares in connection with a rights issue or other pre-emptive offer and otherwise to issue shares for cash up to a maximum nominal amount of £2,805,508 which includes the sale for cash on a non pre-emptive basis of any shares the Company may hold in treasury. The £2,805,508 maximum nominal amount of equity securities to which this authority relates represents approximately 5% of the issued share capital of the Company as at 12 April 2022. As at 12 April 2022, the Company does not hold any shares in treasury.

The Directors do not intend to issue more than 7.5% of the issued share capital of the Company for cash on a non pre-emptive basis in any rolling three-year period (other than in connection with an acquisition or specified capital investment as described in the Pre-emption Group's Statement of Principles) without prior consultation with shareholders.

Resolution 17 will be proposed as a special resolution to renew this authority until the conclusion of the next AGM or the close of business on 30 June 2023, whichever is earlier.

### Resolution 18 – additional authority to dis-apply pre-emption rights

Resolution 18 requests further shareholder approval, by way of a separate special resolution in line with the best practice guidance issued by the Pre-Emption Group, for the Directors to allot equity securities or sell treasury shares for cash without first being required to offer such securities to existing shareholders. The proposed resolution reflects the Pre-emption Group 2015 Statement of Principles for the disapplication of pre-emption rights (the Statement of Principles) and will expire on 30 June 2023 or at the conclusion of next year's annual general meeting, whichever is the earlier.

The authority granted by this resolution, if passed

- (A) will be limited to the allotment of equity securities and sale of treasury shares for cash up to an aggregate nominal value of £2,805,508, which represents approximately 5% of the issued share capital of the Company as on 12 April 2022 (being the latest practicable date prior to publication of this circular); and
- (B) will only be used in connection with an acquisition or other capital investment of a kind contemplated by the Statement of Principles, and which is announced contemporaneously with the allotment, or has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The authority granted by this resolution would be in addition to the general authority to disapply pre-emption rights under resolution 17. The maximum nominal value of equity securities which could be allotted if both authorities were used would be £5,611,016, which represents approximately 10% of the issued share capital of the Company as at 12 April 2022.

Resolution 18 will be proposed as a special resolution to renew this authority until the conclusion of the next AGM or the close of business on 30 June 2023, whichever is earlier.

### **Resolution 19 – market purchase of own shares**

The shareholders of the Company empowered the Directors by way of a special resolution on 20 May 2021, to purchase the Company's ordinary shares in the market, and it is proposed that this authority be renewed. The power given by the resolution will only be exercised if the Board is satisfied that any purchase will increase the earnings per share of the ordinary share capital in issue after the purchase and, accordingly, that the purchase is in the interests of shareholders. The Board will also give careful consideration to gearing levels of the Company and its general financial position. The purchase price would be paid out of distributable profits.

The Companies Act 2006 permits certain listed companies to hold shares in treasury, as an alternative to cancelling them, following a purchase of own shares by the Company. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options and share awards under the Company's employees' share schemes.

Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the company's assets may be made to the company in respect of the treasury shares.

If the Board exercises the authority conferred by this resolution, they may consider holding those shares in treasury, rather than cancelling them. The Board believes that holding shares in treasury would provide the Company with greater flexibility in the management of its share capital. The Board will also consider using the treasury shares to satisfy share options awards under the Company's employees' share schemes.

The maximum number of shares which may be purchased under the proposed authority will be 56,110,169 shares representing approximately 10% of the issued ordinary share capital of the Company as at 12 April 2022. The price paid for shares will not be less than the nominal value (of £0.10 per share) nor more than the higher of (a) 5% above the average of the middle market quotation of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days preceding the day on which the shares are purchased; and (b) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out.

This resolution will be proposed as a special resolution to provide the Company with the necessary authority. The authority will expire on 30 June 2023 or at the conclusion of next year's annual general meeting, whichever is earlier.

### **Resolution 20 – notice period for general meetings**

The notice period required by the Companies Act 2006 for general meetings of the Company is clear 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. (Annual general meetings must always be held on at least 21 clear days' notice.) This resolution, if passed, authorises the calling of general meetings other than an annual general meeting on not less than 14 clear days' notice, and will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting. The flexibility offered by this resolution will be used where, taking into account the circumstances, the Directors consider this appropriate in relation to the business to be considered at the meeting and in the interests of the Company and shareholders as a whole. This resolution will be proposed as a special resolution.



## Appendix 1

### Directors Seeking Re-Election

At the start of 2022, the Nomination Committee conducted a thorough process to review the skills, experience and knowledge of the individual Directors, conducted a gap analysis by mapping the results against the strategic priorities and main trends affecting the long-term success of the Company, and agreed the experiential requirements of additional Directors. This process led to the appointment of Monique Shivanandan to the Remuneration Committee, following Ali Mazanderani's resignation from the Board in September 2021.

Suryanarayan Subramanian, who was nominated for appointment to the Board pursuant to the relationship agreement between the Company and Emirates NBD Bank PJSC ('ENBD'), has continued as a Director at the Company's request. He has informed the Board that with effect from 1 January 2020, he no longer holds the position of the Group Chief Financial Officer of ENBD. ENBD has also informed by its letter dated 16 July 2020 that Suryanarayan Subramanian does not represent ENBD's interest on the Company's Board. Accordingly, the Board acknowledges that in accordance with Provision 10 of the Code, Suryanarayan Subramanian cannot presently be regarded as independent, but is satisfied that since 1 January 2020, there is no ongoing conflict of interest.

The performance of the Directors is monitored by the Chairman on an ongoing basis and, additionally in the case of the CEO and CFO, the Remuneration Committee. In addition, a formal and rigorous annual evaluation of the performance of the Board, its Committees, the Chairman and individual Directors was carried out early in 2022. Based on the outputs from the review and monitoring processes described above, the Board believes that all of the Directors standing for election or re-election at the 2022 AGM continue to perform effectively and that their diverse, extensive and complementary experience will be valuable in the development and execution of the Company's strategy and the creation of shareholder value. The Board also believes that the skills, experience and knowledge of each Director being proposed for election or re-election (as described in their biographies below) and the contribution that each makes to the Board's deliberations is, and continues to be, important in delivering the Company's long-term sustainable success.

Each of the non-executive Directors standing for election or re-election has given assurance to the Board that they remain committed to their role and will ensure that they devote sufficient time to it, including attendance at Board and Committee meetings. The Board has determined that each of Darren Pope, Victoria Hull, Habib Al Mulla, Anil Dua, Diane Radley and Monique Shivanandan, is independent.

In reaching the above determination of independence, the Board considered the following (which was fully disclosed on page 117 of the 2021 annual report and accounts and in paragraph 6.9 on page 201 of the Additional Information Section of the Prospectus published prior to the IPO).

- › Habib Al Mulla is related to the Vice Chairman of ENBD, by virtue of being married to the Vice Chairman of ENBD's sister;
- › Habib Al Mulla is the Executive Chairman of Baker McKenzie Habib Al Mulla, and is a UAE lawyer with over 30 years' experience. As the head of Baker McKenzie Habib Al Mulla's Disputes practice, Habib Al Mulla may occasionally be contacted by ENBD in the context of providing general advice or clarification in his area of expertise but in the vast majority of engagements other partners from within Baker McKenzie Habib Al Mulla have ultimate responsibility for the relevant engagement. However, Habib Al Mulla has himself never had a business relationship with the Vice Chairman of ENBD nor with ENBD; and
- › Habib Al Mulla has confirmed to the Board that he is not acting for or with ENBD and will at all times act independently without influence from the Vice Chairman of ENBD or ENBD. Accordingly, the Board has concluded that Habib is independent, as defined in the Code.

## Biographical details of the Directors standing for re-election

---

### Ron Kalifa, OBE

#### Chairman

Appointed to the Board as Chairman in March 2019.

#### Committee memberships

Chair of Nomination Committee and a member of Remuneration Committee

---

Ron brings to the Board significant experience in the payments industry, having been CEO of Worldpay for over 10 years, building and leading Worldpay into a premier global payments company. In 2018, Ron was awarded an OBE for services to Financial Services and Technology.

Ron Kalifa chaired the Independent Review of UK Fintech published by the UK Government in February 2021.

---

#### Current external appointments

Chairman of FutureLearn, Non-Executive Director, England & Wales Cricket Board, Non-Executive Director, Court of the Bank of England, Non-Executive Director, Transport For London, Trustee of the Royal Foundation of the Duke and Duchess of Cambridge, Member, Build Back Better Council, United Kingdom.

---

### Nandan Mer

#### Group Chief Executive Officer

Appointed to the Board as Chief Executive Officer in February 2021.

#### Committee memberships

-

---

Nandan brings to the Board more than 31 years' experience in building and growing businesses, and has a strong background in payments, consumer finance and corporate banking, in addition to the Middle East and African markets. Prior to joining Network International, Nandan had an 11-year career at Mastercard, serving as Strategy Head for International Markets, President for the Japanese business and Head of Global Consumer Credit and Loyalty Solutions. He has also held senior positions at American Express, Citigroup and United Bank for Africa.

---

#### Current external appointments

-

---

### Darren Pope

#### Senior Independent Non-Executive Director

Appointed to the Board as the Senior Independent Director in March 2019.

#### Committee memberships

Chair of Audit Committee and member of Nomination Committee and Risk & Technology Committee

---

Darren brings to the Board over 31 years' experience in the financial services industry.

Darren has served as CFO and Board Member of TSB Bank plc, and has held a number of other senior positions at Lloyds Banking Group, Egg plc and Prudential plc. He was the senior independent director of Equinity Group plc. He is a qualified accountant.

---

#### Current external appointments

Independent Non-Executive Director, Virgin Money UK plc, Chairman of UK Subsidiary of Silicon Valley Bank.

---

### Anil Dua

#### Independent Non-Executive Director

Appointed to the Board as an Independent non-executive Director in January 2020.

#### Committee memberships

Member of Audit Committee

---

Anil brings to the Board extensive experience operating in the pan-African financial services sector. Anil is Founding Partner at Gateway, a private equity fund specialising in dynamic growth markets including Africa, the Middle East and Asia.

Prior to this, Anil worked for over 35 years with Standard Chartered Bank in Asia, Africa, Europe and US, where he held various roles including Regional CEO West Africa and Regional Head of Origination and Client Coverage, Africa.

---

#### Current external appointments

Non-Executive Director, Liquid Telecom, Non-Executive Director, African Export Import Bank, Independent Non-Executive Director, Heirsholdings Oil and Gas Limited.

---

### Victoria Hull

#### Independent Non-Executive Director

Appointed to the Board as an Independent non-executive Director in March 2019.

#### Committee memberships

Chair of Remuneration Committee and member of Nomination Committee

---

Victoria brings to the Board senior level experience across many diverse sectors, including an extensive corporate governance and Remuneration Committee background. She is a former Executive Director of Invensys plc, a FTSE 100 global industrial and software company, and former Executive Director of Telewest Communications plc. Also a qualified lawyer, her legal career commenced at Clifford Chance LLP in 1986 where she gained knowledge and experience working internationally on M&A for both public and private companies.

---

#### Current external appointments

Senior Independent Director, Ultra Electronics plc, Independent Non-Executive, Director, Alphawave Group plc, Independent Non-Executive Director, IQE plc.

---

---

**Rohit Malhotra****Group Chief Financial Officer  
and Group Chief Strategy Officer**

Appointed to the Board as  
Chief Financial Officer in June 2020.

**Committee memberships**

-

Rohit brings to the Board more than 21 years of experience in financial activities. Prior to joining Network International in 2010, he was the Head of Financial Policy and Processes at Emirates NBD Bank. Prior to that, he was one of the senior team leads in the Global Balance Sheet Reporting function of American Express, working closely with the Investor Relations team and before that he managed the Financial Planning activities for Nestle's South Asia Region.

**Current external appointments**

-

---

**Habib Al Mulla****Independent Non-Executive Director**

Appointed to the Board as an  
Independent non-executive  
Director in March 2019.

**Committee memberships**

Member of Nomination Committee

Dr Habib brings to the Board extensive experience in UAE law. Dr Habib was Chairman of the CI Arb (Chartered Institute of Arbitrators) UAE Committee, Chairman of the board of trustees for the Dubai International Arbitration Centre ('DIAC'), and on the Board of Governors of American University in Dubai. Dr Habib was the architect of the legal framework establishing the Dubai International Financial Centre. Dr Habib also served as Chairman of the Legislative Committee of the Dubai Financial Services Authority ('DFS A'). Dr Habib has held numerous government positions, including as a member of the UAE Federal National Council, the federal parliament of the UAE, member of the Legislative Committee, member of the Economic Committee, Director of the Institute of Advanced Legal and Judicial Studies, in charge of training judges and prosecutors in the Emirate of Dubai and Chairman of the UAE Jurists Association.

**Current external appointments**

Partner, Baker McKenzie Habib Al Mulla.

---

**Diane Radley****Independent Non-Executive Director**

Appointed to the Board as  
an Independent non-executive  
Director in January 2021.

**Committee memberships**

Chair of the Risk & Technology Committee and member  
of Audit Committee and Remuneration Committee

Diane brings to the Board extensive experience of the African market. She specialises in finance, audit and risk related matters. Diane was previously Chief Executive Officer at Old Mutual Investment Group from 2011 to 2016 having held the position of Group Finance Director from 2008. She has also led the Transaction Services Group at PwC South Africa.

**Current external appointments**

Non-Executive Director, Transaction Capital Limited ('JSE'), Non-Executive Director, Murray and Roberts Holdings Limited ('JSE'), Non-Executive Director, Base Resources Limited ('ASX'), Non-Executive Director, Redefine Properties Limited ('JSE').

---

**Monique Shivanandan****Independent Non-Executive Director**

Appointed to the Board as an  
Independent non-executive  
Director in January 2021.

**Committee memberships**

Member of Audit Committee and Risk & Technology Committee and  
member of Remuneration Committee with effect from 14 February 2022.

Monique specialises in technology transformation in financial services with a specific focus on business transformation leveraging technology and Fintech advisory. She was Group Chief Information Officer at Chubb leading a team of over 5,000 employees globally, delivering change, and service & information security. She has acted as a technology leader and digital transformation advisor, holding senior roles at Aviva, BT Group and Capital One Financial.

**Current external appointments**

Member of digital advisory board, Fannie Mae. Group Chief Information Security ('CISO'), HSBC.

---

**Suryanarayan Subramanian****Non-Executive Director**

Appointed to the Board as a  
non-executive Director in March 2019.

**Committee memberships**

-

Surya brings to the Board over 30 years' experience in Banking and Finance, being Chief Financial Officer of the Emirates NBD Group in Dubai from September 2010 until January 2020, and before that primarily in South East Asia and the Far East with Standard Chartered Bank and Royal Bank of Canada, covering various CFO roles in geographic and business structures across Wholesale Banking, Retail and Wealth Management. He has also worked with the Ministry of Finance and Accounting and Corporate Regulatory Authority in Singapore.

**Current external appointments**

Independent Chair of Audit Committee, Kuwait Food Co (Americana).

## NOTES TO THE NOTICE

### Notes

1. While the COVID-19 related restrictions have been lifted by the UK Government, the Board recommends that you continue to monitor and review the UK Government guidance and consider whether your travel to, and attendance at, the AGM is necessary.
2. The Company is pleased to be able to hold the AGM as a hybrid meeting, which will allow Shareholders to participate electronically as an alternative to attendance in person. Electronic participation allows shareholders to attend and listen to the proceedings of the AGM, ask questions and vote their shares at the AGM electronically in real time should they wish to do so. The details of joining the AGM by electronic means are set out below.
3. In order to join the AGM electronically and ask questions via the platform, Shareholders will need to connect to the following site <https://web.lumiagm.com>. Lumi is available as a mobile web client, compatible with the latest browser versions of Chrome, Firefox, Internet Explorer 11 (Internet Explorer V10 and lower are not supported), Edge and Safari and can be accessed using any web browser, on a PC or smartphone device.
4. Once you have accessed <https://web.lumiagm.com> from your web browser on a tablet or Computer, you will be asked to enter the Lumi Meeting ID which is 148-694-313. You will then be prompted to enter your unique 11 digit Investor Code (IVC) including any leading zeros and 'PIN'. Your PIN is the last 4 digits of your IVC. This will authenticate you as a shareholder.

Your IVC can be found on your share certificate, or Signal Shares users ([signalshares.com](http://signalshares.com)) will find this under 'Manage your account' when logged in to the Signal Shares portal. You can also obtain this by contacting Link, our Registrar, by calling +44 (0) 371 277 1020\*.

Access to the AGM will be available from the meeting start time, although the voting functionality will not be enabled until the Chairman of the meeting declares the poll open. During the AGM, you must ensure you are connected to the internet at all times in order to vote when the Chairman commences polling on the Resolutions. Therefore, it is your responsibility to ensure connectivity for the duration of the AGM via your wi-fi. A user guide to the Website is available on our website at: <https://investors.networkinternational.ae/investors/shareholder-information/aggm-information/>.

If you wish to appoint a proxy other than the Chair of the meeting and for them to attend the virtual meeting on your behalf, please submit your proxy appointment in the usual way before contacting Link Group on +44 (0) 371 277 1020\* in order to obtain their IVC and PIN. It is suggested that you do this as soon as possible and at least 48 hours (excluding non-business days) before the meeting.

5. If your shares are held within a nominee and you wish to attend the electronic meeting, you will need to contact your nominee as soon as possible. Your nominee will need to present a corporate letter of representation to Link Group, our registrar, as soon as possible and at least 72 hours (excluding non-business days) before the meeting, in order that they can obtain for you your unique IVC and PIN to enable you to attend the electronic meeting.
6. Shareholders wishing to attend the meeting, are asked to register their attendance as soon as practicable by sending an email to the Registrar at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk).
7. The rules around capacity at the venue and changes in health and safety requirements, may however mean shareholders cannot ultimately attend the meeting. Given this uncertainty, we recommend that all shareholders appoint the Chair of the meeting as proxy. You are strongly encouraged to exercise your right to cast your votes in respect of the business of the general meeting by voting via proxy or using our electronic voting facility in accordance with the instructions below. This will ensure that your vote is counted even if attendance at the meeting is restricted or you or any other proxy you might appoint are unable to attend in person.
8. Attendees will be required to comply with any health and safety measures imposed at the AGM venue in accordance with any instructions from the Company and any guidance from the UK Government in force on the day of the AGM.
9. The AGM will be conducted as a hybrid meeting in the presence two Directors at the AGM venue or, if that is not possible, a location to be determined by the Board; and shareholders will be able to participate electronically as explained in these Notes and on the Company's website. Any changes to the AGM arrangements will be announced via RNS and also on the Company's website <https://investors.networkinternational.ae/>.

It will remain important for you to consider the risks for yourself, taking into account whether you and those you meet have been vaccinated or are at greater risk, and whether your travel to and attendance at the AGM is necessary.

\* Lines are open from 9.00 am to 5.30 pm Monday to Friday, calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate.

10. We would encourage members to participate in the meeting electronically or appoint the Chairman of the AGM as their proxy, and if not, a proxy of their choice, and register a voting instruction and to submit any questions in advance. As a part of the electronic participation in the AGM, the members will have access to the webcast of the meeting, including responses to questions submitted. To the extent that related or overlapping questions are received, we would propose to deal with them together to properly address the substance of all questions, without the need for unnecessary repetition.
11. The Company also intends to take other actions to minimise the number of people required to be present at the AGM venue, and the length of time they are present. Such actions are likely to include not serving refreshments and reducing the number of Company personnel that would usually be present to discuss matters not directly relating to the AGM.

#### **Possible changes in AGM venue or time**

12. The Company will continue to monitor UK Government's guidelines in relation to the COVID-19 situation and consider the implications for the AGM.
13. Under the Company's articles of association, the Board may, after the Notice of AGM has been sent out, decide also to hold the meeting at one or more additional places. In addition, the articles of association permit the Chair to adjourn the meeting even before it has commenced to another time and/or place if, in the Chair's opinion, doing so would facilitate the conduct of the business. The meeting may also be adjourned to a different time and/or place if, at the time of the meeting a quorum is not present, or otherwise with the consent of the meeting.
14. Changes, if any, made in advance of the meeting will be notified to members via <https://investors.networkinternational.ae/> and in accordance with the articles of association.
15. If the AGM is adjourned at the time of the meeting (either for lack of quorum or otherwise in accordance with the Company's articles of association), members will be notified on <https://investors.networkinternational.ae/> and in accordance with the articles of association.

#### **Entitlement to Attend and Vote**

16. Voting ahead of the AGM.

Your vote is important whether you are able to attend the AGM or not and you are strongly encouraged to vote on all resolutions by completing and returning a Proxy Form to the Company's Registrar, The Link Group, either in hard copy or online as set out below.

To be entitled to attend and vote at the Meeting (and for the purposes of the determination by the Company of the votes that may be cast in accordance with Regulation 41 of the Uncertified Securities Regulations 2001), only those members registered in the Company's register of members at close of business on 17 May 2022 (or, if the Meeting is adjourned, close of business on the date which is two business days before the adjourned Meeting) shall be entitled to attend and vote at the Meeting. Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

#### **Website Giving Information Regarding the Meeting**

17. A copy of this Notice, information regarding the AGM, including the information required by Section 311A of the Act, is available from <https://investors.networkinternational.ae/>.

#### **Appointment of Proxies**

18. If you are a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to access, speak and vote at the Meeting. You can appoint a proxy only using the procedures set out in these notes.
19. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
20. 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, please indicate on your proxy submission how many shares it relates to.
21. 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 Meeting.

#### **Appointment of Proxy Using Hard Copy Proxy Form**

22. A hard copy form of proxy has not been sent to you, but you can request one directly from the registrars, Link Group general helpline team on Tel: 0371 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. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. Or via email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or via postal address at Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL. In the case of a member which is a company, the proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

## NOTES TO THE NOTICE CONT.

The form of proxy and power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of such power or authority must be received by the Company's registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL not later than 48 hours before the time appointed for the meeting. Completion and return of the form of proxy will not prevent you from attending and voting at the meeting instead of the proxy, if you wish. You must inform the Company's registrars in writing of any termination of the authority of a proxy. For the purposes of determining the time for delivery of proxies, no account has been taken of any part of a day that is not a working day.

For the purposes of determining the time for delivery of proxies, no account has been taken of any part of a day that is not a working day.

### Appointment of a Proxy Online

23. You may submit your proxy electronically using the Share Portal service at [signalshares.com](https://signalshares.com). Shareholders can use this service to vote or appoint a proxy online. The same voting deadline of 48 hours (excluding non-working days) before the time of the meeting applies. Shareholders will need to use their Investor Code ('IVC') printed on their share certificate. If you need help with voting online, please contact our Registrar, Link Group portal team on 0371 664 0391. 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. Lines are open between 09:00-17:30, or via email at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk).

### Appointment of Proxies Through Crest

24. CREST members who wish to appoint a proxy or proxies by utilising the 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 (available from <https://euroclear.com/site/public/EUI>). 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 made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ('EUI') specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID: RA10) by 12:00 pm on 17 May 2022. 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 the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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 a 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.

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 as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.

If you wish to appoint a proxy other than the Chair of the meeting and for them to attend the virtual meeting on your behalf, please submit your proxy appointment in the usual way before contacting Link Group on +44 (0) 371 277 1020\* in order to obtain their IVC and PIN. It is suggested that you do this as soon as possible and at least 48 hours (excluding non-business days) before the meeting.

### Proxymity Voting

25. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [proxymity.io](https://proxymity.io). Your proxy must be lodged by 12:00 pm on 17 May 2022 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Proxymity will then contract with your underlying institutional account holder directly to accept their vote instructions through the platform.

### Appointment of Proxy by Joint Members

26. 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

27. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off times for receipt of proxy appointments (see above) also apply 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 hardcopy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Link Group as per the communication methods shown in note 22. 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

28. 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 Link Group, at the address shown in note 22. 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 Link Group no later than 48 hours before the Meeting. 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

29. 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.

### Persons with Information Rights

30. A person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of members in relation to the appointment of proxies does not apply to a Nominated Person. The rights described can only be exercised by registered members of the Company.

Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.

### Issued Shares and Total Voting Rights

31. As at 12 April 2022, the Company's issued share capital comprised 561,101,690 Ordinary Shares of GBP 0.10 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 on 12 April 2022 is 561,101,690. The website referred to in note 17 will include information on the number of shares and voting rights Voting on a Poll.

### Voting at the electronic AGM

32. All resolutions will be put to vote on a poll. This will result in a more accurate reflection of the views of shareholders by ensuring that every vote is recognised, including the votes of all shareholders who are unable to attend the meeting but who appoint a proxy for the meeting. On a poll, each shareholder has one vote for every share held.

33. After the resolutions have been proposed, voting options will appear on the screen. Press or click the option that corresponds with the way in which you wish to vote, "For", "Against" or "Abstain". Once you have selected your choice, you will see a message on your screen confirming that your vote has been received. If you make a mistake or wish to change your voting instruction, simply press or click the correct choice until the poll is closed on that resolution. If you wish to cancel your "live" vote, please press "Cancel".

34. Please note that an active internet connection is required in order to successfully cast your vote when the Chairman commences polling on the resolutions. It is your responsibility to ensure connectivity for the duration of the meeting.

### Questions at the Meeting

35. Under Section 319A of the Act, any shareholder attending a meeting of the Company has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting, but no such answer need be given if:

- › answering the question would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information;
- › the answer has already been given on a website in the form of an answer to a question; or
- › it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

\* Lines are open from 9.00 am to 5.30 pm Monday to Friday, calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate.

## NOTES TO THE NOTICE CONT.

### Website Publication of Audit Concerns

36. Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Companies Act 2006 (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

### Documents on Display

37. Copies of the service contracts of the executive Directors and the non-executive Directors' terms of appointment are available for inspection at the registered office of the Company during normal business hours from the date of this notice and at the place of the meeting for a period from 15 minutes immediately before the meeting until its conclusion.

### Listing Rule 9.8.6 updates to disclosures

38. The details of the ordinary shares beneficially owned by Directors as on 31 December 2021 have been provided on page 155 of the 2021 Annual Report and Accounts. As required pursuant to Listing Rule 9.8.6, the table below provides updated details of ordinary shares beneficially owned for the period from 31 December 2021 to 12 April 2022 being the date of this Notice.

Director	Ordinary shares owned beneficially on 31 December 2021	Date of transaction	Number of shares	Nature of Transaction	Ordinary shares owned beneficially on 12 April 2022
Ron Kalifa	599,156				599,156
Nandan Mer	80,885				80,885
Darren Pope	8,824				8,824
Anil Dua	-				-
Victoria Hull	66,319				66,319
Rohit Malhotra	187,536				187,536
Habib Al Mulla	-				-
Diane Radley	15,000	15 March 2022	15,000	Share Purchase	30,000
Monique Shivanandan	-				-
Suryanarayan Subramanian	-				-