

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 are recommended immediately to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant, fund manager or other independent professional adviser who, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000, or from an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

Copies of this Document are being sent to Shareholders. If you have sold or otherwise transferred all of your ordinary shares in World High Life Plc please forward this Document and the accompanying form of proxy on at once to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or transferred part only of your holding in ordinary shares in World High Life plc you should retain this Document and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.



**NOTICE OF
ANNUAL GENERAL MEETING**

Notice of the Annual General Meeting of the Company to be held at 7-9 Swallow Street, London, W1B 4DE on 31 December 2020 at 12:00 noon is set out on pages 4 to 5 of this document. A form of proxy is also enclosed at the end of this document for use at the Meeting. Forms of proxy should be completed and returned to the Company's Registrars, Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or by e-mail to voting@shareregistrars.uk.com as soon as possible and in any event so as to be received not later than 48 hours (excluding non-working days) before the time fixed for the Meeting which is at 12:00 noon on 29 December 2020.

In light of the UK Government's current response to the COVID-19 outbreak, which includes restrictions on all gatherings of more than six people and does not permit people from separate households to mix, the Directors have adopted measures it considers reasonable and necessary to safeguard the Directors and its Shareholders. In particular:

- **the Directors will ensure that the minimum number of persons are physically in attendance to ensure that the quorum requirements for the Meeting are met.**
- **Shareholders will not be permitted to attend the Annual General Meeting, and if they attempt to do so, will be refused entry to the meeting.**
- **voting at the Annual General Meeting will be carried out by way of poll so that votes cast in advance and the votes of all Shareholders appointing the Chairman of the Annual General Meeting as their proxy can be taken into account.**
- **As usual, the results of the Annual General Meeting will be announced as soon as practicable after it has taken place.**

Copies of this Document are available for download from the Company's website: www.worldhighlife.uk



Registered Office
2nd Floor
7-9 Swallow Street
London
W1B 4DE

7 December 2020

To the Shareholders and, for information only, to the Option Holders and Warrant Holders
Notice of Annual General Meeting

Dear Shareholder,

I am writing to explain the resolutions to be proposed at this year's Annual General Meeting which is to be held at 12:00 noon on 31 December 2020 at 7-9 Swallow Street, London, W1B 4DE ("**AGM**"). The resolutions are set out in the Notice of Annual General Meeting on pages 4 to 5 of this document.

Ordinary business at the AGM

Resolution 1 - Annual Report and Accounts

This is an ordinary resolution to receive and adopt the audited Statement of Accounts and the Reports of the Directors and the Auditor of the Company for the year ended 30 June 2020.

Resolution 2 - Auditors' reappointment and remuneration

The resolution relating to the auditors' re-appointment and remuneration are usual business for the Annual General Meeting.

Special business at the AGM

Resolution 3 – Section 551 authority

This is an Ordinary Resolution authorising the directors to allot and issue ordinary shares and grant rights to subscribe for shares up to an aggregate nominal value of £2,300,000. The authority will expire at the commencement of the next Annual General Meeting following this meeting or 31 December 2021, whichever is the earlier to occur.

Resolution 4 – Section 570 authority and dis-application of Section 561(1)

This is a Special Resolution authorising the directors to issue equity securities wholly for cash on a non-pre-emptive basis pursuant to the authority conferred by resolution number 3 above. This will allow the Board to allot shares without recourse to the Shareholders so that it can move quickly from time to time as it deems appropriate. This authority will expire at the commencement of the next Annual General Meeting following this meeting or 31 December 2021, whichever is the earlier to occur.

COVID-19 and AGM proceedings

In light of the UK government's current response to the COVID-19 outbreak, which includes restrictions on indoor gatherings, the Company is adopting the following AGM arrangements in order to ensure that the health and safety of our Shareholders, Directors, employees and other key stakeholders is protected:

- The AGM will be held at the Company's registered office located at 7-9 Swallow Street, London, W1B 4DE. However, given the current restrictions regarding Covid-19 the Company means Shareholders will not be permitted to attend the General Meeting, and if they attempt to do so, will be refused entry to the meeting.
- The AGM will only address the formal matters contained in the Notice of Annual General Meeting.
- In accordance with the Company's Articles, the quorum necessary to constitute the AGM is two members in person or proxy, therefore two officers of the Company (who are also Shareholders) will be in attendance to form the quorum and conduct the business of the Meeting.
- It is not currently known what restrictions will be in place at the time of the AGM so we would urge shareholders to check the Company's website for any changes as a result of new Government guidelines.
- Voting at the Annual General Meeting will be carried out by way of poll. All Shareholders are urged to appoint the Chairman of the Meeting as their proxy, with voting instructions. Please refer to the Notes to the Notice of General Meeting for more information regarding proxy voting.

The UK government may change current restrictions or implement further measures relating to the holding of general meetings prior to the AGM. Any changes to the AGM (including the arrangements outlined above) will be made available on the Company's website at www.worldhighlife.uk and by means of the Regulatory Information Service.

Form of Proxy

A Form of Proxy for use at the AGM is enclosed. Please complete and sign the Form of Proxy and return it to the Company's Registrars so as to arrive to Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or by e-mail to voting@shareregistrars.uk.com no later than 48 hours (**excluding non-working days**) before the time fixed for the AGM which is at 12:00 noon on 29 December 2020.

The return of the form of proxy does not normally prevent you from attending the AGM and voting in person, however given the unprecedented circumstances resulting from the COVID-19 outbreak, and as noted above, unless the UK government relaxes the current measures Shareholders who attempt to attend the meeting in person will not be admitted to the Meeting.

Board Recommendation

The Board considers that each of the Ordinary Resolutions and the Special Resolution are in the best interests of the Company and its Shareholders as a whole and it unanimously recommends to Shareholders that they should vote in favour of each of them.

Yours faithfully

Robert Payment
Chief Executive Officer

WORLD HIGH LIFE PLC

(incorporated and registered in England and Wales no. 11797850)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of World High Life Plc (the “**Company**”) will be held on 31 December 2020 at 12:00 noon at 7-9 Swallow Street, London, W1B 4DE for the purpose of considering and, if thought fit, passing the following resolutions, of which resolution 1, 2 and 3 will be proposed as ordinary resolutions and resolution 4 as a special resolution:

ORDINARY BUSINESS

- Resolution 1: To receive and consider the Annual Report and Accounts for the year ended 30 June 2020 together with the Directors’ Report and Auditors’ Report thereon.
- Resolution 2: To re-appoint PKF Littlejohn LLP as auditors of the Company to act as such until the conclusion of the next Annual General Meeting of the Company at which the accounts are laid before the members and to authorise the Directors of the Company to fix their remuneration.

SPECIAL BUSINESS

- Resolution 3: THAT, in accordance with section 551 of the Companies Act 2006 (“**CA 2006**”), the Directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (the “**Rights**”) up to an aggregate nominal amount of £2,300,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the commencement of the next Annual General Meeting of the Company or 31 December 2021, whichever is earlier to occur, save that the Company may, before such expiry, make offer(s) or enter agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.
- Resolution 4: THAT, conditional on the passing of Resolution 3 above, and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) for cash pursuant to the authority conferred by Resolution 3 or by way of a sale of treasury shares, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to:
- (a) the allotment of equity securities in connection with an offer of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or arrangements as the Directors may deem necessary or expedient in relation to the treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and
 - (b) the allotment of equity securities (otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £2,300,000; and provided that this power shall expire on the

commencement of the next Annual General Meeting of the Company or 31 December 2021, whichever is earlier to occur (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) or agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements notwithstanding that the power conferred by this resolution has expired.

By Order of the Board

Heytesbury Corporate LLP
Company Secretary

Dated: 7 December 2020

Registered office:

2nd Floor

7-9 Swallow Street

London

W1B 4DE

Notes:

- 1 A member of the Company entitled to attend, speak and vote at the meeting convened by this notice may appoint one or more proxies to attend, speak and vote in his place. A proxy need not be a member of the Company. A form of proxy is enclosed for use at this meeting.
- 2 Completing and returning a form of proxy does not preclude a member from attending and voting at the Meeting.
- 3 To be valid, a form of proxy and, if applicable, any authority under which it is signed, or a notarially certified copy of such authority must be lodged at Share Registrars Ltd at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or by e-mail to voting@shareregistrars.uk.com not later than 12:00 noon on 29 December 2020. A form of proxy is enclosed.
- 4 For the purposes of determining who is entitled to attend or vote (whether on a show of hands or a poll) at the meeting a person must be entered on the register of members not later than 12:00 noon on 29 December 2020, or if the meeting is adjourned, you must be entered on the register 48 hours (excluding non-working days) prior to the date of any adjourned meeting.
- 5 In the case of joint holders of shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- 6 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy the proxy form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together.
- 7 As at the close of business on 4 December 2020 (the last business day prior to the publication of this notice), the Company's issued ordinary share capital comprised 230,119,819 ordinary shares of 1p 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 as at the time and date given above is 230,119,819.

