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If you have sold or transferred all of your registered holding of ordinary shares in the Company, please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

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# Tungsten Corporation plc

(the "Company")

(Registered in England and Wales with no. 07934335)

## NOTICE OF ANNUAL GENERAL MEETING

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Notice of the Annual General Meeting of the Company to be held at the offices of Tungsten Corporation plc at Pountney Hill House, 6 Laurence Pountney Hill, London EC4R 0BL, on Friday, 15 October 2021 at 11.00 a.m. is set out on pages 5 to 8 of this document and the recommendation of the Directors is set out on page 4.

A Form of Proxy for use at the Annual General Meeting is enclosed. However, a proxy may also be appointed by CREST members, by using the CREST electronic proxy appointment service. To be valid, any instrument appointing a proxy must be received by Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA as soon as possible but in any event so as to arrive no later than 11.00 a.m. on Wednesday, 13 October 2021.

**In the lead up to the annual general meeting, we are closely monitoring the impact of the COVID-19 virus in the United Kingdom and how this may affect the arrangements for the AGM.**

**For the safety of others, in line with UK Government guidance and legislation, you should not attend the AGM in person if you are experiencing any of the symptoms connected with COVID-19 or are otherwise required to isolate or quarantine. We will ask you to comply with any health and safety measures we put in place, which could include lateral flow tests before entering the venue, social distancing and wearing a face covering once inside. We will refuse entry if you are displaying any symptoms or are not complying with the health and safety measures we have put in place.**

**We will continue to monitor developments closely and if circumstances change such that we are required to adapt our proposed arrangements for this AGM, we will communicate such change through public announcement and publication on our website.**

# Tungsten Corporation PLC

(Registered in England and Wales with no. 07934335)

## Directors

Tony Bromovsky, Chairman  
Paul Cooper, Chief Executive Officer  
Andrew Coulsen, Independent Non-Executive Director  
Andrew Doman, Independent Non-Executive Director  
Nicholas Wells, Independent Non-Executive Officer

## Registered Office

Pountney Hill House  
6 Laurence Pountney Hill  
London EC4R 0BL

Dear Shareholder,

## 2021 Annual General Meeting

### 1. Introduction

This letter accompanies the 2021 Annual Report (the "Annual Report") and gives details of the business to be transacted at the Annual General Meeting ("AGM") of the Company. The Notice of the Annual General Meeting is given on pages 5 to 8 of this document.

### 2. Summary of the resolutions to be proposed at the Annual General Meeting

#### Resolution 1: Reports and Accounts (Ordinary Resolution)

The Directors are required to present the Directors' report and the accounts for the financial year ended 30 April 2021 to shareholders for formal adoption at the meeting.

#### Resolution 2: Director's Remuneration Report (Ordinary Resolution)

Although it is not a requirement for Companies listed on the AIM market, the Company is putting a resolution to approve the Directors' remuneration report before shareholders in general meeting. The remuneration report is set out on pages 61 to 66 of the Annual Report and Accounts for the financial year ended 30 April 2021.

Please note that the vote on the Directors' remuneration report is advisory in nature and no director's remuneration is conditional upon the passing of the resolution.

#### Resolutions 3 and 4: Election of Directors (Ordinary Resolution)

In accordance with the Company's Articles of Association, all Directors should be subject to election by shareholders at the next Annual General Meeting following their appointment. Mr Andrew Coulsen and Mr Paul Cooper will therefore offer themselves for election at the meeting.

Mr Coulsen's biography is set out on page 46 of the Annual Report.

Mr Cooper's biography is set out below:

Paul Cooper joined Tungsten from NTT Limited, Europe's leading provider of IT services, where he was most recently the Regional Director for NTT in Europe, with ultimate strategic, operational and financial responsibility for eleven European countries generating annual revenues of \$900M, encompassing 2500 employees. He has spent a total of 21 years with Dimension Data and NTT (who merged in 2019), initially joining Dimension Data in 1999 in Australia as a member of the finance team. Paul moved to Dimension Data UK in 2004 and was appointed as Chief Financial Officer for Dimension Data UK in 2006. In 2011, Paul assumed the role of Chief Operating Officer for Dimension Data UK, leading the company through various continuous improvement and business transformation programs. Paul was appointed Chief Financial Officer for Dimension Data in Europe in October 2017, and before taking his most recent role as NTT Regional Director, Europe in October 2019. Online technology has been a cornerstone of his career.

Paul holds a Bachelor of Commerce degree from the Australian National University and also qualified with CPA Australia in 2001.

#### Resolution 5: Re-election of Directors (Ordinary Resolution)

The Articles of Association of the Company require that one third of the Directors retire by rotation from office at each AGM. Mr Tony Bromovsky will therefore retire from office and offer himself for re-election at the meeting.

Mr Bromovsky's biography is set out on page 46 of the Annual Report.

#### Resolution 6: Appoint auditor (Ordinary Resolution)

The Company is required to appoint its auditor at each general meeting at which accounts are laid before the Company, to hold office until the end of the next AGM. This resolution proposes the re-appointment of BDO LLP as auditor.

#### Resolution 7: Authority to set the auditor's remuneration (Ordinary Resolution)

This resolution gives authority to the Audit Committee of the Company to determine the remuneration of the auditor.

#### Resolution 8: Authority to allot securities (Ordinary Resolution)

Resolution 8(A) asks shareholders to grant the Directors authority under section 551 of the Companies Act 2006 (the "2006 Act") to allot shares or grant subscription or conversion rights up to a maximum aggregate nominal value of £184,745.42, being approximately one-third of the nominal value of the issued ordinary share capital of the Company as at 20 September 2021.

In accordance with the latest institutional guidelines issued by the Investment Association, resolution 8(B) asks shareholders to grant the Directors authority to allot, inclusive of any ordinary shares issued pursuant to the exercise of the authority granted by resolution 8(A), ordinary shares in connection with a pre-emptive offer by way of a rights issue to ordinary shareholders up to a maximum aggregate nominal amount of up to £369,490.84, representing approximately two thirds of the Company's issued share capital as at 20 September 2021. This additional authority is to be applied to rights issues only, and the Board considers it desirable that the Company has the maximum flexibility permitted by corporate governance guidelines in managing the Group's capital resources and responding to market developments.

The authorities granted under resolution 8 will expire at the end of the next AGM.

#### **Resolutions 9 and 10: Dis-application of pre-emption rights (Special Resolutions)**

If the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings. There may be circumstances, however, when it is in the interests of the Company to be able to allot new equity securities for cash other than on a pre-emptive basis.

Resolution 9 deals with the authority of the directors to allot new shares or other equity securities pursuant to the authority given by Resolution 8, or sell treasury shares, for cash without the shares or other equity securities first being offered to shareholders in proportion to their existing holdings. Such authority shall only be used in connection with a pre-emptive offer, or otherwise, up to an aggregate nominal amount of £27,711.81, being approximately 5% of the total issued ordinary share capital of the company as at 20 September 2021. As at 20 September 2021 the company holds no treasury shares.

The Pre-emption Group Statement of Principles supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities (and sales of treasury shares for cash) representing no more than an additional 5% of issued ordinary share capital (exclusive of treasury shares), to be used only in connection with an acquisition or specified capital investment. The Pre-emption Group's Statement of Principles defines 'specified capital investment' as meaning one or more specific capital investment related uses for the proceeds of an issuance of equity securities, in respect of which sufficient information regarding the effect of the transaction on the company, the assets, the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, and in line with the template resolutions published by the Pre-emption Group, Resolution 10 seeks to authorise the directors to allot new shares and other equity securities pursuant to the authority given by Resolution 8, or sell treasury shares, for cash up to a further nominal amount of £27,711.81, being approximately 5% of the total issued ordinary share capital of the company as at 20 September 2021, only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. If the authority given in Resolution 10 is used, the Company will publish details of the placing in its next annual report.

If these resolutions are passed, the authorities will expire at the end of the next AGM.

The Board considers the authorities in resolutions 9 and 10 to be appropriate in order to allow the company flexibility to finance business opportunities or to conduct a rights issue or other pre-emptive offer without the need to comply with the strict requirements of the statutory pre-emption provisions.

The Board intends to adhere to the provisions in the Pre-emption Group's Statement of Principles not to allot shares for cash on a non-pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company within a rolling three-year period other than (i) without prior consultation with shareholders or (ii) in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The Directors have no present intention of issuing new shares other than pursuant to employee share plans, but the Directors consider that the authority sought is appropriate as it provides the Company with the necessary flexibility to take advantage of business opportunities as they arise.

#### **Resolution 11: Purchase of own shares (Special Resolution)**

Resolution 11 seeks authority for the Company to make market purchases of its own ordinary shares, such authority being limited to the purchase of 10 per cent of the ordinary shares in issue as at 20 September 2021.

The maximum price payable for the purchase by the Company of its own ordinary shares will be limited to an amount equal to the higher of (i) one hundred and five per cent of the average of the middle market quotations of the Company's ordinary shares, as derived from The London Stock Exchange Daily Official List for the five business days prior to the purchase; and (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System. The minimum price payable by the Company for the purchase of its own ordinary shares will be £0.00438 per share (being the amount equal to the nominal value of an ordinary share).

The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account other investment opportunities. The authority would only be exercised if and when, in the light of market conditions prevailing at the time, they believe that the effect of such purchases will be in the best interests of shareholders generally. This authority shall expire at the conclusion of the Company's next Annual General Meeting (except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

Company law allows the Company to hold, in treasury, any shares purchased by it using its distributable profits. Such shares will remain in issue and will be capable of being re-sold by the Company or used in connection with its share schemes.

At the date of this Notice the Company does not hold any treasury shares. The authority set out in this resolution will expire at the end of the next AGM.

### **3. Annual General Meeting and Action to be taken**

The Annual General Meeting is being convened at 11.00 a.m. on Friday 15 October 2021, and will be held at the offices of Tungsten Corporation plc at Pountney Hill House, 6 Laurence Pountney Hill, London EC4R 0BL. The Notice of Annual General Meeting is set out on pages 5 to 8 of this document.

**In the lead up to the Annual General Meeting, we are closely monitoring the impact of the COVID-19 virus in the United Kingdom and how this may affect the arrangements for the AGM. Should you wish to attend the AGM in person, you will be able to do so provided this is possible under the prevailing UK Government restrictions in place at the time of the meeting.**

**For the safety of others, in line with UK Government guidance and legislation, you should not attend the AGM in person if you are experiencing any of the symptoms connected with COVID-19 or are otherwise required to isolate or quarantine. We will ask you to comply with any health and safety measures we put in place, which could include lateral flow tests before entering the venue, social distancing and wearing a face covering once inside. We will refuse entry if you are displaying any symptoms or are not complying with the health and safety measures we have put in place.**

**Should you wish to attend the meeting, please can you register your intention to do so as soon as possible by ticking the box on your proxy card when returning it, or otherwise informing the Company's registrar, Equiniti Limited. This will allow us to properly implement social distancing and other health and safety measures for the meeting given the pandemic.**

**We will continue to monitor developments closely and if circumstances change such that we are required to adapt our proposed arrangements for this AGM, we will communicate such change through public announcement and publication on our website.**

**You are asked to complete and sign the enclosed Form of Proxy and return it, together with any power of attorney or other authority under which it is signed or certified by a notary or an office copy thereof in accordance with the instructions printed on it to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA as soon as possible and, in any event, to arrive by no later than 11.00 a.m. on Wednesday 13 October 2021. Alternatively, if you hold your ordinary shares in un-certificated form, you may use the CREST electronic proxy appointment service, details of which are set out in Note (v) to the Notice of Annual General Meeting.**

### **4. Recommendation**

The Board believes that all of the resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole.

Accordingly, the Board unanimously recommends that shareholders vote in favour of all of the resolutions, as the Directors intend to do in respect of their own beneficial shareholdings in the Company.

Yours faithfully

**Tony Bromovsky**  
Chairman

# Tungsten Corporation plc

(Registered in England and Wales with no. 07934335)

NOTICE is hereby given that the Annual General Meeting of Tungsten Corporation plc (the "Company") will be held at the offices of the Company at Pountney Hill House, 6 Laurence Pountney Hill, London EC4R 0BL, on Friday 15 October 2021, commencing at 11.00 a.m. (the "Meeting") for the following purposes:

## Ordinary business

To consider and, if thought fit, to pass the following resolutions, which will be proposed as ordinary resolutions:

1. To receive and adopt the Company's financial statements together with the reports thereon of the Directors and auditors for the year ended 30 April 2021.
2. To approve the Director's remuneration report for the year ended 30 April 2021, as set out on pages 61 to 66 of the Annual Report and Accounts.
3. To elect Andrew Coulsen as a director of the Company.
4. To elect Paul Cooper as a director of the Company.
5. To re-elect Tony Bromovsky as a director of the Company.
6. To appoint the auditors, BDO LLP, as auditors of the Company until the conclusion of the next Annual General Meeting.
7. To authorise the Directors to set the auditors' remuneration.

## Special business

To consider and, if thought fit, pass the following resolutions of which resolution 8 will be proposed as an ordinary resolution and resolutions 9, 10 and 11 will be proposed as special resolutions:

### 8. Authority to allot (Ordinary Resolution)

That the directors be and are hereby authorised generally and unconditionally to exercise all the powers of the Company to allot relevant securities (as defined in section 551 of the Companies Act 2006):

- (A) up to a nominal amount of £184,745.42
- (B) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of £369,490.84 (such amount to be reduced by any allotments made under paragraph (A) above) in connection with an offer by way of a rights issue:
  - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - ii. to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or laws of, any territory or any matter.

The authorities conferred on the directors to allot securities under paragraph (A) and (B) will expire at the end of the next annual general meeting of the Company (or, if earlier, on the date which is 15 months after the date on which this resolution is passed), unless previously revoked or varied by the Company, and such authority shall extend to the making before such expiry of an offer or an agreement that would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred hereby had not expired.

### 9. General authority to disapply pre-emption rights (Special Resolution)

That, if Resolution 8 is passed, the directors be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution (set out in this Notice of Meeting) as if section 561 of the Companies Act 2006 did not apply to any such allotment, provided that such power to be limited:

- (A) To the allotment of equity securities for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (B) of Resolution 8, by way of a rights issue only):
  - iii. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - iv. to holders of other equity securities as required by the rights of those securities or, as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or laws of, any territory or any matter; and

- (B) in the case of the authority granted under paragraph (A) of Resolution 8 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (A) above) of equity securities up to a nominal amount of £27,711.81 (being 5% of the Company's issued share capital, as at 20 September 2021),

and shall expire at the end of the next annual general meeting of the Company (or, if earlier, on the date which is 15 months after the date on which this resolution is passed) (unless previously revoked or varied by the Company in general meeting), provided that the Company may before that date make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

**10. Additional authority to disapply pre-emption rights for purposes of acquisitions or capital investments (Special Resolution)**

That if resolution 8 is passed, the Directors be given power in addition to any authority granted under resolution 9 above, to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution (set out in this Notice of Meeting) as if section 561 of the Companies Act 2006 did not apply to any such allotment, provided that such power to be:

- (A) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £27,711.81 being not more than 5 per cent of the issued ordinary share capital (excluding treasury shares) of the Company as at 20 September 2021 being the latest practicable date prior to publication of the notice of meeting; 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 Directors 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,

and shall expire at the end of the next annual general meeting of the Company (or, if earlier, on the date which is 15 months after the date on which this resolution is passed) (unless previously revoked or varied by the Company in general meeting), provided that the Company may before that date make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

**11. Purchase of own shares (Special Resolution)**

THAT the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Companies Act 2006 (the "Act") to make market purchases (as defined in section 693 of the Act) of ordinary shares of £0.00438 each in the capital of the Company ("ordinary shares") provided that:

- 11.1 the maximum number of ordinary shares hereby authorised to be purchased is 12,653,796;
- 11.2 the minimum price (exclusive of expenses) which may be paid for such ordinary shares is £0.00438 per share, being the nominal amount thereof;
- 11.3 the maximum price (exclusive of expenses) which may be paid for such ordinary shares shall be an amount equal to the higher of (i) five per cent. above the average of the middle market quotations for such shares taken from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made and (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System;
- 11.4 the authority hereby conferred shall (unless previously renewed or revoked) expire at the conclusion of the Company's next Annual General Meeting (except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time; and
- 11.5 the Company may make a contract to purchase its own ordinary shares under the authority conferred by this resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own ordinary shares in pursuance of any such contract.

By Order of the Board

**Patrick Clark**  
**Company Secretary**

20 September 2021

**Registered office:**  
Pountney Hill House  
6 Laurence Pountney Hill London EC4R 0BL

## Notes:

(i) The right to vote at the meeting is determined by reference to the register of members. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended) and section 360B of the Companies Act 2006 (the "2006 Act"), only those persons entered in the register of members of the Company (the "Register") as at 6.30 p.m. on Wednesday 13 October 2021 (the "Specified Time") shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at such time. Changes to entries on the Register for certificated and uncertificated shares of the Company after the Specified Time shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting. Should the Annual General Meeting be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned Annual General Meeting. Should the Annual General Meeting be adjourned for a longer period, to be so entitled, members must have been entered on the Register by 6.30 p.m. on the day which is two business days prior to the adjourned Annual General Meeting or, if the Company gives notice of the adjourned Annual General Meeting, at the time specified in such notice.

(ii) In the lead up to the Annual General Meeting, we are closely monitoring the impact of the COVID-19 virus in the United Kingdom and how this may affect the arrangements for the AGM. Should you wish to attend the AGM in person, you will be able to do so provided this is possible under the prevailing UK Government restrictions in place at the time of the meeting

For the safety of others, in line with UK Government guidance and legislation, you should not attend the AGM in person if you are experiencing any of the symptoms connected with COVID-19 or are otherwise required to isolate or quarantine. We will ask you to comply with any health and safety measures we put in place, which could include lateral flow tests before entering the venue, social distancing and wearing a face covering once inside. We will refuse entry if you are displaying any symptoms or are not complying with the health and safety measures we have put in place.

Should you wish to attend the meeting, please can you register your intention to do so as soon as possible by ticking the box on your proxy card when returning it, or otherwise informing the Company's registrar, Equiniti Limited. This will allow us to properly implement social distancing and other health and safety measures for the meeting given the pandemic.

We will continue to monitor developments closely and if circumstances change such that we are required to adapt our proposed arrangements for this AGM, we will communicate such change through public announcement and publication on our website.

(iii) A shareholder entitled to attend and vote at the Annual General Meeting convened by the above Notice is entitled to appoint a 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. The right to appoint a proxy does not apply to any person to whom this notice is sent who is a person nominated under section 146 of the 2006 Act to enjoy information rights (a "Nominated Person").

A shareholder may appoint more than one proxy in relation to the Annual General 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.

A proxy may only be appointed in accordance with the procedures set out in notes (iv) and (v) below 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.

(iv) 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 Company's registrar Equiniti Limited, by calling 0371 384 2030 (callers from overseas should contact the Equiniti overseas helpline on +44 121 415 7047). Lines are open from 8.30 a.m. to 5.30 p.m. UK time Monday to Friday or the proxy form may be photocopied. State clearly on each proxy form the number of shares in relation to which the proxy is appointed.

To be valid, the proxy form (together with the power of attorney or other authority (if any) under which it is signed or certified by a notary or office copy of the same) must be received by post or (during normal business hours only) by hand at the offices of the Company's registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, by no later than 11.00 a.m. on Wednesday 13 October 2021 (or, if the meeting is adjourned, no later than 48 hours (excluding non-business days) before the time of any adjourned meeting).

- (v) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual which can be viewed at [www.euroclear.com](http://www.euroclear.com). 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 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 Equiniti Limited (ID RA19) no later than 11.00 a.m. on Wednesday 13 October 2021 (or if the Annual General Meeting is adjourned, no later than 48 hours (excluding non-business days) 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 Equiniti Limited is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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 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. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

- (vi) 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.
- (vii) In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall 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.
- (viii) Copies of all letters of appointment between the Company and its Non-executive Directors are available for inspection at the registered office of the Company during normal business hours, and will be available for inspection at offices of Tungsten Corporation plc, Pountney Hill House, 6 Laurence Pountney Hill, London EC4R 0BL, at least 15 minutes prior to the commencement of, and during the continuance of, the Annual General Meeting.
- (ix) The information required to be published by s.311(A) of the 2006 Act (information about the contents of this notice and numbers of shares in the company and voting rights exercisable at the meeting and details of any members' statements, members' resolutions and members' items of business received after the date of this notice) may be found at <https://www.tungsten-network.com>.
- (x) A Nominated Person may under an agreement between him/her and the member who nominated him/her, have a right to be appointed (or to have someone else appointed) as a proxy entitled to attend and speak and vote at the Annual General Meeting. Nominated Persons are advised to contact the member who nominated them for further information on this and the procedure for appointing any such proxy.
- (xi) If a Nominated Person does not have a right to be appointed, or to have someone else appointed, as a proxy for the Annual General Meeting, or does not wish to exercise such a right, he/she may still have the right under an agreement between himself/herself and the member who nominated him/her to give instructions to the member as to the exercise of voting rights at the Annual General Meeting. Such Nominated Persons are advised to contact the members who nominated them for further information on this.
- (xii) To facilitate entry to the meeting, shareholders are requested to bring with them suitable evidence of their identity. Persons who are not shareholders of the Company (or their appointed proxy) will not be admitted to the Annual General Meeting unless prior arrangements have been made with the Company. For security reasons, all hand luggage may be subject to examination prior to entry to the Annual General Meeting. Cameras, tape recorders, laptop computers and similar equipment may not be taken into the Annual General Meeting. We ask all those present at the Annual General Meeting to facilitate the orderly conduct of the meeting and reserve the right, if orderly conduct is threatened by a person's behaviour, to require that person to leave.
- (xiii) Each of the resolutions to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. It is also in line with recommendations made by the Shareholder Voting Working Group and Paul Myners in 2004. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website and notified to the UK Listing Authority once the votes have been counted and verified.