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If you sell or transfer or have sold or transferred all of your Existing Ordinary Shares, please send this document (but not the accompanying Form of Proxy) to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

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## **HELLENIC DYNAMICS PLC**

(Incorporated in England and Wales with Registered Number 06374598)

### **Proposed Capital Reorganisation Notice of General Meeting**

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A notice convening the General Meeting to be held at 9:00 a.m. on 20 November 2023 at Shakespeare Martineau LLP, 60 Gracechurch Street, London, EC3V 0HR is set out at the end of this document. A Form of Proxy for use at the General Meeting is enclosed with this document and instructions for its completion and return are set out in the Form of Proxy. The Form of Proxy should be returned to the Company's registrars, SLC Registrars, at, P.O. Box 5222, Lancing, BN99 9FG (or by email at [proxy@slcregistrars.com](mailto:proxy@slcregistrars.com)) as soon as possible and in any event so as to be received by 9:00 a.m. on 16 November 2023, being 48 hours prior to the time appointed for the holding of the General Meeting.

You should read the whole of this document. Your attention is drawn to the letter from the Chairman includes a recommendation that you vote in favour of the resolutions to be proposed at the General Meeting.

The Directors, whose names and details are set out on page 5 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

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## EXPECTED TIMETABLE OF EVENTS

Publication and posting to Shareholders of this document	26 October 2023
Latest time for receipt of Forms of Proxy for the General Meeting	9:00 a.m. on 16 November 2023
General Meeting	9:00 a.m. on 20 November 2023
	<i>On or around:</i>
Record date for the consolidation, subdivision and reclassification of the Existing Ordinary Shares	6:00 p.m. on 20 November 2023
Admission of the New Ordinary Shares	8:00 a.m. on 21 November 2023
CREST accounts credited with the New Ordinary Share	Shortly after 8:00 a.m. on 21 November 2023
Despatch of definitive share certificates in respect of the New Ordinary Shares	By 4 December 2023

The dates and times given are indicative only and are based on the Company's current expectations. As at the date of posting, certain dates above need to be agreed and, therefore, may be subject to change. If any of the expected times and/or dates above change, the revised times and/or dates will be notified to the Shareholders by announcement through a Regulatory Information Service.

All references to time in this document are to London (UK) time.

## DEALING CODES

<b>LEI</b>	213800IM978BOB5QZA69
<b>ISIN</b>	GB00B86TNX04
<b>Sedol</b>	B86TNX0

## **DEFINITIONS**

Act	the Companies Act 2006, as amended from time to time
Admission	admission of the New Ordinary Shares to listing on the Official List and to trading on the Main Market of the London Stock Exchange
Board or Directors	the directors of the Company whose names appear on page 5 of this document
Capital Reorganisation	the Share Consolidation, Share Subdivision and Share Reclassification
Company or Hellenic	Hellenic Dynamics plc
Consolidated Share	ordinary shares of £0.10 (10p) each in the capital of the Company resulting from the Share Consolidation
CREST	the paperless share settlement system and system for the holding and transfer of shares in uncertified form in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
CREST Manual	the Manual, as amended from time to time, produced by Euroclear describing the CREST system and supplied by Euroclear to users and participants thereof
CREST Member	a person who has been admitted by Euroclear as a system member (as defined in the CREST Regulations)
CREST Participant	a person who is, in relation to CREST, a system participant (as defined in the CREST Regulations)
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended
CREST Sponsor	a CREST Participant admitted to CREST as a CREST Sponsor
Deferred Shares	deferred shares of £0.001 (0.1p) each in the capital of the Company resulting from the Capital Reorganisation
Euroclear	Euroclear UK & International Limited, a company incorporated in England and Wales with registered number 02878738, whose registered office is at 33 Cannon Street, London EC4M 5SB, the operator of CREST
Existing Ordinary Shares	ordinary shares of £0.001 (0.1p) each in the capital of the Company prior to the Capital Reorganisation
FCA of Financial Conduct Authority	The UK's Financial Conduct Authority
Form of Proxy	the form of proxy accompanying this document for use at the GM
Founder Share	a legacy class of share with limited rights of £1 (100p) each in the capital of the Company
General Meeting or GM	the general meeting of the Company convened for 9:00 a.m. on 20 November 2023, the notice of which is set out at the end of this document
London Stock Exchange	London Stock Exchange Group plc
Member	a CREST Member admitted to CREST as a Sponsored Member
New Articles	new articles of association proposed to be adopted at the General Meeting

New Ordinary Shares	ordinary shares of £0.001 (0.1p) each in the capital of the Company resulting from the Capital Reorganisation
Options	holders of options in the Company
Overseas Shareholders	Shareholders who are citizens or nationals of, or who are resident in, jurisdictions outside of the United Kingdom
Record Date	6.00 p.m. on 20 November 2023
Register of Members	the Company's register of members
Registrars	SLC Registrars Limited, the Company's registrars
Resolutions	the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting at the end of this document
Share Consolidation	the proposed consolidation of the Company's share capital as described in this document
Share Reclassification	the proposed reclassification of the Company's share capital as described in this document
Share Subdivision	the proposed subdivision of the Company's share capital as described in this document
Shareholders	holders of Existing Ordinary Shares and, on the Capital Reorganisation taking effect, holders of New Ordinary Shares
UK or United Kingdom	the United Kingdom of Great Britain and Northern Ireland
Warrants	holders of warrants in the Company

For the purposes of this document, all references to "GBP", "£" and "pence" are to the lawful currency of the United Kingdom unless otherwise stated.

## LETTER FROM THE CHAIRMAN OF THE COMPANY

### HELLENIC DYNAMICS PLC

(Incorporated in England and Wales with registered number 06374598)

#### **Directors:**

Sir Anthony Jolliffe, Non-executive Chairman  
Davinder Rai, Chief Executive Officer  
Filippos Papadopoulos, Non-executive Director  
Joseph Colliver, Non-executive Director

#### **Registered Office:**

21 Arlington Street  
London  
SW1A 1RN

*To the holders of Existing Ordinary Shares, Warrants and Options*

**Dear Shareholder**

#### **Proposed Capital Reorganisation Proposed Adoption of New Articles Notice of General Meeting**

#### **1. Introduction**

The purpose of this document is to explain the details of, and reasons for, the Capital Reorganisation that the Directors are proposing to undertake. To be implemented, the Capital Reorganisation requires the approval of Shareholders at a general meeting. Accordingly, at the end of this document, is a notice convening a general meeting of the Company to consider and, if thought fit, approve the Capital Reorganisation.

#### **2. Background to and reasons for the Capital Reorganisation**

Having successfully completed a reverse takeover and admission to the UK's Official List and to trading on the London Stock Exchange's Main Market for listed Securities as the only medical cannabis cultivator on 5 December 2022, the Company inherited the current share capital structure of 12,530,000,000 Ordinary Shares in issue as well as 2,270,182 legacy Founder Shares. As Hellenic now matures to an operational and, soon to be, revenue generating Company, the Directors feel that the Company would benefit from repositioning its share price and reducing the number of shares in issue. Not only does this more closely align the Company with its counterparts within its industry, it also allows the Company to use its share capital as a currency for acquisitions and raising growth capital, better enabling it for shareholder value creation.

The Company has already made significant strides in advancing its business towards revenue generation. Since Admission, the Company has completed the Phase One development of its facility which comprised demolition and construction activities across the whole 200,000 square meter site, refurbishment and rebuilding of certain buildings, connection of all utilities and drainage, fibre connectivity and the installation of state-of-the-art cultivation systems and related cultivation equipment from industry-leading suppliers. The work was carried out in compliance with the Company's construction and installation licence application and, in addition, the work programme was extended to include certain Phase Two works to accelerate the site's future production capacity expansion. Importantly, the management team has been able to deliver the expanded project in line with the Company's initial development budget.

At the same time as the Company was concluding its facility development, it sought to expand its cultivation strategy and advanced discussions with a number of licensed European medicinal cannabis producers to have their own dedicated white label cultivation facilities by way of a Hellenic Dynamics Product Outsourcing Development ("POD") agreement. Subsequently, the Hellenic Dynamics entered into an MOU with Deutsche Medizinalcannabis GmbH, which trades as Demecan Holding, to grow and supply medical cannabis flowers from

Demecan provided cultivars in an indoor cultivation area of 1,000 square meters capable of producing circa 1,200 kg of medical cannabis flowers per annum under Good Agricultural and Collection Practice ("GACP"). Demecan will then process the delivered flowers in its own EU-GMP facilities for onward sale to the German market. The Company is also continuing to advance other such discussions and anticipates entering into a binding agreement with Demecan.

Following the implementation of its facility development plan noted above, the Company reached an important milestone and, on 11 October 2023, announced that cultivation of medical cannabis flowers had begun in accordance with its memorandum of understanding announced on 22 March 2023 with Elgo Dimitra - the public research institute overseen by the Greek Ministry of Agriculture.

The Company considers that it has now established one of the most sophisticated cultivation facilities at one of the lowest capex costs in the European cannabis market and, as it moves to the next steps of cultivation and production, it will do so as one of the lowest cost producers in the market. It is the objective the Company to now seek suitable structured medium-term finance to support further cultivation and to expand its POD unit concept.

As announced earlier today, the Company has entered into such a lending facility ("Lending Facility") for up to US\$3 million, which may be drawn down in tranches and against which US\$450,000 has been advanced immediately. The Lending Facility provides that drawn down amounts may be converted into ordinary shares in certain circumstances and, as a result, a condition of the Lending Facility is that the Company is able to issue new ordinary shares calculated by reference to the volume weighted average share price of a period prior to any conversion.

Against this background, the Company is, therefore, seeking shareholder approval now for the Share Capital Reorganisation as set out in this circular.

### 3. The Capital Reorganisation

English company law prohibits the issue of shares at a price below their nominal value. In such situations, companies typically seek to reorganise their capital structures with the effect of lowering the nominal value of their shares. In this instance, the Company is also looking to increase its share price and reduce the number of shares in issue. At present, the issued ordinary share capital of the Company comprises 12,530,000,000 Ordinary Shares of £0.001 each.

The Directors are proposing a capital reorganisation by way of the:

- (i) **Share Consolidation:** consolidate every 100 Existing Ordinary Shares held on the Record Date into one ordinary share of £0.10 each (the "Consolidated Share")
- (ii) **Share Subdivision and Share Reclassification:** subdivide and reclassify each Consolidated Share into 99 Deferred Shares and one New Ordinary Share of £0.001 each

Each of the proposals set out in (i) and (ii) above is to be effected by the passing of Resolution 1 to be proposed at the General Meeting.

The New Ordinary Shares will have the same rights as the Existing Ordinary Shares including voting, dividend and other rights.

It is likely that the Consolidation will result in fractional entitlements to a New Ordinary Share where any holding is not precisely divisible by 100. No certificates will be issued for fractional entitlements to New Ordinary Shares. Shareholders with a shareholding of less than 100 Existing Ordinary Shares will not be entitled to any Consolidated Shares and Shareholders with a holding in excess of 100 Existing Ordinary Shares, but which is not exactly divisible by 10 will have their holding in the Consolidated Shares rounded down to the nearest whole number. For example, a Shareholder holding 220 Existing Ordinary Shares would receive 2 Consolidated Shares with his fractional entitlement of 20 Existing Ordinary Shares being aggregated with fractional entitlements from other Shareholders and sold in the marketplace with the proceeds being retained by the Company.

The Deferred Shares will have no right to vote or participate in the capital of the Company save in respect of insolvency and the Company will not issue any certificates or credit CREST accounts in respect of them. The Deferred Shares will not be admitted to trading on any exchange.

The Company's issued share capital following the Capital Reorganisation will be as follows:

	<i>At present</i>	<i>Proposed</i>
Number of Ordinary Shares (having nominal value of £0.001 each)	12,530,000,000	125,300,000
Indicative share price (as at close of business on 24 October 2023)	0.07p	7.0p
Number of Warrants	437,784,810	4,377,848
Exercise price	0.3p	30p
Number of Options	1,282,688,148	12,826,881
Exercise price	0.1975p	19.75p
Number of Founder Shares (having nominal value of £1.00 each)	2,270,182	2,270,182
Number of Deferred Shares	-	12,397,770,000

*The number of Options and Warrants will be subject to individual holdings and the deduction of fractional entitlements.*

#### 4. Adoption of New Articles

In preparation for the Share Capital Reorganisation, and in order to bring the Company's articles in line with current market practice, the Company is proposing to adopt new articles of association ("New Articles"). Resolution 3 has been proposed to shareholders as a special resolution and a copy of the Company's existing articles and proposed New Articles can be found on the Company's website, [www.hellenicdynamics.com/](http://www.hellenicdynamics.com/).

The rights attached to the Deferred Shares will be set out in the New Articles, which the Board propose to adopt at the Meeting. The New Articles will also be available for inspection at the Meeting at least 15 minutes prior to the start of the meeting and up until the close of the Meeting.

#### 5. Dealing and Settlement

The Capital Reorganisation will be effected by reference to Shareholders and their holdings of Existing Ordinary Shares on the register as at the close of business on the Record Date and is conditional on permission being granted by the Financial Conduct Authority and/or the London Stock Exchange for the New Ordinary Shares to be admitted to trading.

Subject to the Resolution being passed, it is expected that dealings in and settlement in CREST of the Existing Ordinary Shares will continue until the close of business on 20 November 2023 when, in the case of Existing Ordinary Shares held in certificated form, the register will be closed for transfers. The registration of uncertificated holdings in respect of Existing Ordinary Shares will be disabled. It is expected that Admission of the New Ordinary Shares will become effective and that dealings in the New Ordinary Shares will commence at 8.00 a.m. on 21 November 2023.

It is intended that new share certificates will be sent to Shareholders, who hold their shares in certificated form, on completion of the Capital Reorganisation. These new share certificates will set out the number of New Ordinary Shares owned by a Shareholder on completion of the Capital Reorganisation and will replace existing share certificates. Definitive certificates for the New Ordinary Shares to be issued in certificated form are expected to be despatched by post by 4 December 2023. Temporary documents of title will not be issued. Pending despatch of definitive share certificates, transfers of New Ordinary Shares held in certificated form will be certified against the register held by SLC Registrars Limited. Shareholders who hold their Existing Ordinary Shares in uncertificated form are expected to have their CREST accounts credited with the New Ordinary Shares on 21 November 2023.

In the event the Resolutions are passed and the Company is required to apply for a new ISIN and SEDOL, the details of this will be announced by a regulatory news service in due course.

## **6. Overseas Shareholders**

The implications of the Capital Reorganisation and the Share Capital Reduction on Overseas Shareholders may be affected by the laws of their respective jurisdictions. Overseas Shareholders should inform themselves about and observe all applicable legal requirements in such jurisdictions. It is the responsibility of Overseas Shareholders to satisfy themselves as to the full observance of the laws of each relevant jurisdiction in connection with the Capital Reorganisation and the Share Capital Reduction, including the obtaining of any governmental, exchange control or other consents which may be required, compliance with other necessary formalities which are required to be observed and/or the payment of any taxes due in each jurisdiction. Overseas Shareholders who are in any doubt about their position should consult their professional advisers in the relevant territory.

## **7. Taxation**

The Directors have been advised that for the purposes of UK taxation of chargeable gains, the receipt of the New Ordinary Shares arising from the Capital Reorganisation will result from a reorganisation of the share capital of the Company. Accordingly, a Shareholder should not be treated as making a disposal of all or part of his holding of Existing Ordinary Shares by reason of the Capital Reorganisation.

## **8. General Meeting**

Your attention is drawn to the notice convening the General Meeting of the Company, set out at the end of this document, to be held at 9.00 a.m. on 20 November 2023. At the General Meeting the following Resolutions will be proposed, of which, Resolutions 1 and 2 shall be proposed as ordinary resolutions and Resolution 3 shall be proposed as a special resolution.

### **1. Resolution 1: Consolidation of Share Capital**

THAT, subject to the approval of Resolutions 2 and 3, in accordance with section 618 of the Act the 12,530,000,000 ordinary shares having a nominal value of £0.001 (0.1p) each in the capital of the Company be consolidated into 125,300,000 ordinary shares having a nominal value of £0.10 (10p) (such that every, 100 ordinary shares having a nominal value of £0.001 each, will be consolidated into one ordinary share having a nominal value of £0.10 each), such shares having the rights and restrictions set out in the New Articles and that fractions of issued shares arising on consolidation be aggregated and sold and the proceeds retained by the Company.

### **2. Resolution 2: Sub-Division and Reclassification of Shares**

THAT, subject to the approval of Resolutions 1 and 3, in accordance with section 618 of the Act, each ordinary share of £0.10 each in the capital of the Company be and it is sub-divided and reclassified into one (1) ordinary share of £0.001 each and ninety-nine (99) deferred shares of £0.001 each in the capital of the Company, with each share having the rights and restrictions set out in the New Articles.

### **3. Resolution 3: Adoption of New Articles**

THAT, subject to and conditional upon the passing of Resolutions 1 and 2 above, with effect from the conclusion of the meeting, the proposed articles of association produced to the meeting and, and for purposes of identification, initialled by the Chairman, be adopted as the new articles of association of the Company in substitution of the existing articles of association of the Company (the "New Articles").

## **9. Action to be taken**

You will find enclosed with this document a Form of Proxy in respect of the General Meeting. **Whether or not you propose to attend the General Meeting in person, you are asked to complete the Form of Proxy and return it to the Company's registrars, SLC Registrars, P.O. Box 5222, Lancing, BN99 9FG or by email at**



**proxy@slcregistrars.com, so as to arrive as soon as possible, but in any event, so as not to be received any later than 9.000 a.m. on 16 November 2023.** Completion and return of the Form of Proxy will not preclude you from attending and voting at the General Meeting in person if you wish.

#### **10. Recommendation**

**The Directors unanimously consider that the Capital Reorganisation is in the best interests of the Company and the Shareholders as a whole.**

Accordingly, your Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their own beneficial holdings which, in aggregate, amount to 1,417,185,489 Existing Ordinary Shares, representing approximately 11.31 per cent. of the Company's existing issued ordinary share capital.

Yours faithfully,

Sir Anthony Jolliffe  
Chairman

## HELLENIC DYNAMICS PLC

(Incorporated England and Wales with registered number 06374598)

### NOTICE OF GENERAL MEETING

**Notice is hereby given that** the General Meeting of Hellenic Dynamics plc (the “Company”) will be held at 9:00 a.m. on 20 November 2023 at Shakespeare Martineau LLP, 60 Gracechurch Street, London, EC3V 0HR for the purposes of considering and, if thought fit, passing the resolution, of which resolutions 1 and 2 will be proposed as ordinary resolutions and resolution 3 will be proposed as a special resolution.

### ORDINARY RESOLUTIONS

#### **Resolution 1: Consolidation of Share Capital**

THAT, subject to the approval of Resolutions 2 and 3, in accordance with section 618 of the Companies Act 2006 (CA 2006) the 12,530,000,000 ordinary shares having a nominal value of £0.001 each in the capital of the Company be consolidated into 125,300,000 ordinary shares having a nominal value of £0.10 (ten pence) (such that every, 100 ordinary shares having a nominal value of £0.001 each, will be consolidated into one ordinary share having a nominal value of £0.10 each), such shares having the rights and restrictions set out in the New Articles (as defined below) and that fractions of issued shares arising on consolidation be aggregated and sold and the proceeds retained by the Company.

#### **Resolution 2: Sub-Division and Reclassification of Shares**

THAT, subject to the approval of Resolutions 1 and 3, in accordance with section 618 of CA 2006, each ordinary share of £0.10 each in the capital of the Company be and it is sub-divided and reclassified into one (1) ordinary share of £0.001 each and ninety-nine (99) deferred shares of £0.001 each in the capital of the Company, with each having the rights and restrictions (save as to nominal value) set out in the New Articles.

### SPECIAL RESOLUTION

#### **Resolution 3: Adoption of New Articles**

THAT, subject to and conditional upon the passing of Resolutions 1 and 2 above, with effect from the conclusion of the meeting, the proposed articles of association produced to the meeting and, and for purposes of identification, initialled by the Chairman, be adopted as the new articles of association of the Company in substitution of the existing articles of association of the Company (the “New Articles”).

### BY ORDER OF THE BOARD

**Company Secretary**

.....

For and on behalf of  
Ben Harber  
Hellenic Dynamics plc

*Registered Office:*

21 Arlington Street  
London  
SW1A 1RN

25 October 2023

## Notice of Meeting Notes:

The following notes explain your general rights as a shareholder and your right to attend and vote at this General Meeting or to appoint someone else to vote on your behalf.

- 1) Pursuant to the Company's Articles of Association, a member of the Company entitled to attend and vote at the meeting convened by this notice ("General Meeting") is entitled to appoint one or more proxies to exercise any of his rights to attend, speak and vote at that meeting on his behalf.
- 2) If a member appoints more than one proxy, each proxy must be entitled to exercise the rights attached to different shares. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 3) A proxy may only be appointed using the procedures set out in these notes and the notes to the form of proxy. To validly appoint a proxy, a member must complete, sign and date the enclosed form of proxy and deposit it at the office of the Company's registrars, SLC Registrars, P.O. Box 5222, Lancing, BN99 9FG or by email at [proxy@slcregistrars.com](mailto:proxy@slcregistrars.com), by 9.00 a.m. on 16 November 2023 (or, in the event that the General Meeting is adjourned, not less than 48 hours, excluding non-working days, before the time fixed for the holding of the adjourned meeting). Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be enclosed with the form of proxy.
- 4) In order to revoke a proxy appointment, a member must sign and date a notice clearly stating his intention to revoke his proxy appointment and deposit it at the office of the Company's registrars, SLC Registrars, P.O. Box 5222, Lancing, BN99 9FG prior to commencement of the General Meeting. If the revocation is received after the time specified, the original proxy appointment will remain valid unless the member attends the General Meeting and votes in person.
- 5) Pursuant to the Articles of Association, any corporation which is a member of the Company may authorise one or more persons (who need not be a member of the Company) to attend, speak and vote at the General Meeting as the representative of that corporation. A certified copy of the board resolution of the corporation appointing the relevant person as the representative of that corporation in connection with the General Meeting must be deposited at the office of the Company's registrars, SLC Registrars, P.O. Box 5222, Lancing, BN99 9FG prior to the commencement of the General Meeting. If the revocation is received after the time specified, the original corporate representative appointment will remain valid unless the member attends the General Meeting and votes in person.
- 6) In the case of joint holders, where more than one of the joint holders purports to appoint a proxy in respect of the same shares, 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).
- 7) The right to vote at the General Meeting shall be determined by reference to the register of members of the Company. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those persons whose names are entered on the register of members of the Company at the close of business on 16 November 2023 (or, in the event of any adjournment, at the close of business on the date which is two days prior to the adjourned meeting) shall be entitled to attend and vote in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to vote at the General Meeting.
- 8) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual (available via [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.
- 9) In order for a proxy appointment or instruction made by means of the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (7RA01) by the latest time for proxy appointments set out in paragraph 3 above. 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 Company's agent 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.
- 10) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore, apply in relation to the 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 (as amended).

- 11) Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
- 12) Any shareholder attending the General Meeting 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 General Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.
- 13) You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
- 14) A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at [www.hellenicdynamics.com/investor](http://www.hellenicdynamics.com/investor).
- 15) At the time of publication of this document, (being the latest practicable date prior to the publication of this notice) the issued share capital of the Company consisted of 12,530,000,000 Ordinary Shares of £0.001 (0.1p) each in the capital of the Company. Each Ordinary share carries one vote. The Company held no shares in treasury, therefore the total voting rights in the Company as at publication of this document were 12,530,000,000 Ordinary Shares of £0.001 (0.1p) each in the capital of the Company.