

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (FSMA) if you are resident in the United Kingdom, the Financial Services (Jersey) Law 1998 if you are resident in Jersey or, if not, from another appropriate authorised independent financial adviser.

If you have sold or otherwise transferred all of your Shares, please forward this document 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. If you have sold or otherwise transferred only part of your holding of Shares, you should retain these documents.

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## **ACCELER8 VENTURES PLC**

*(a company incorporated in Jersey, Channel Islands under the Companies (Jersey) Law 1991  
(as amended) with registered number 134586)*

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### **NOTICE OF GENERAL MEETING**

Your attention is drawn to the letter from the Chairman of the Company on pages 3 to 5 of this document, which contains a unanimous recommendation by the Directors that you vote in favour of each of the resolutions to be proposed at the General Meeting referred to below. Shareholders should read the whole of this document and not rely just on the summarised information set out in the letter.

This document includes forward-looking statements concerning the Company. Forward-looking statements are based on current expectations and projections about future events. These forward-looking statements are subject to risks, uncertainties and assumptions about the Company. The Company undertakes no obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise, save to the extent required by applicable laws and regulations.

Notice of a General Meeting of Acceler8 Ventures Plc, to be held at 11 a.m. on 27 April 2026 at the Company's premises at 28 Esplanade, St. Helier, Channel Islands, Jersey JE2 3QA, is set out in Part 2 of this document.

Whether or not you are able to attend the General Meeting, please complete and submit an online form of proxy in accordance with the instructions set out in this document or, if a hard copy is requested, details on how to complete the form are set out in notes 12 and 13 on page 12 of this document. Appointment of a proxy will not preclude Shareholders from attending and voting at the General Meeting should they choose to do so.

Shareholders are requested to submit the proxy, whether electronic or hard copy, to the Company's registrars, MUFG Corporate Markets, as soon as possible and, in any event, so as to arrive no later than 11 a.m. on 23 April 2026.

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## PART 1

### LETTER FROM THE CHAIRMAN OF ACCELER8 VENTURES PLC

*(Incorporated and registered in Jersey with registered number 134586)*

## ACCELER8 VENTURES PLC

*Directors:*

David Jeffrey Williams  
Giles Kirkley Willits

*Registered Office:*

28 Esplanade  
St. Helier  
JE2 3QA  
Jersey

8 April 2026

Dear Shareholder

### Notice of General Meeting

I am pleased to inform you that a general meeting of Acceler8 Ventures Plc (the **Company**) will be held at the Company's premises at 28 Esplanade, St. Helier, Channel Islands, Jersey JE2 3QA on 27 April 2026 at 11 a.m. (the **GM**).

The formal notice convening the GM is set out on pages 6 to 8 of this document (the **Notice of Meeting**). Explanatory notes and further information on each of the resolutions to be considered at the meeting appear on pages 9 and 10 of this document.

### Ratification of issuance of convertible loan notes and disapplication of pre-emption rights

As announced on 29 August 2025, the Company raised £380,000 through the issue of unsecured convertible loan notes (**Existing CLNs**) to certain investors in the Company (the **Prior Fundraise**). The Prior Fundraise was to raise funds to support the Company's modest working capital requirements in pursuit of an initial transaction.

### New fundraising

As announced on 8 April 2026, the boards of directors of the Company and Intuitive Investments Group PLC (**IIG**) have reached agreement in principle for a possible all-share offer by the Company for the entire issued and to be issued ordinary share capital of IIG (the **Possible Offer**), alongside the proposed admission of the enlarged group to a listing on the equity shares (commercial companies) category of the Official List maintained by the Financial Conduct Authority and to trading on the London Stock Exchange's main market (**Admission**) (together, the Possible Offer and Admission being the **Proposed Transaction**).

The Company now intends to raise up to £1,000,000 gross through the issue of unsecured convertible loan notes (**2026 CLNs**) at an interest rate of 8 per cent. per annum, payable-in-kind and convertible into new Shares in certain circumstances, including on the earlier of (i) immediately prior to completion of an initial transaction (as defined by UKLR 13.4.1) and (ii) the third anniversary of the 2026 CLNs.

It is intended that the 2026 CLNs will convert into ordinary shares in the Company on the basis of:

- a) in the event that the Proposed Transaction proceeds to completion, a price of 34 pence per ordinary share in the Company, otherwise;
- b) at a 30 per cent. discount to a 20-trading day volume weight average price as at close on the last trading day prior to the third anniversary of the issuance of the 2026 CLNs, or in the event

the Company completes an initial transaction under UKLR 13.4 before such third anniversary, a 30 per cent. discount to the prevailing share price per ordinary share of the Company applicable to such initial transaction.

The proposed 2026 CLNs will be issued to investors in order to raise funds to support the Company's working capital requirements. The Company seeks shareholder approval in connection with the New Fundraise of up to an aggregate nominal amount of £32,000 (reflecting the estimated principal and accrued interest if the 2026 CLNs were to convert in relation to the Possible Offer (as defined below) on or before 31 December 2026).

### **Amendment of the articles of association**

The Company's Shares are currently admitted to the equity shares (shell companies) listing category of the Official List of the Financial Conduct Authority and are trading on the Main Market of the London Stock Exchange plc. The admission to the Official List and to trading on the Main Market took place at 8.00 a.m. on 19 July 2021 (**Admission**), following the publication of a prospectus issued on 13 July 2021 (the **Prospectus**). On 29 July 2024 the new UK Listing Rules (**UKLR**) came into force which included new eligibility and continuing obligations which apply to the Company. For shell companies that were listed on the Official List before 29 July 2024, and shell companies that were in-flight applicants (as defined in the UKLRs), the UKLRs provide certain derogations from those eligibility requirements and continuing obligations.

These transitional provisions in relation to listed shell companies expired on 29 July 2025. From 30 July 2025, as the Company continues to be a listed shell company, it is required to make any changes necessary to ensure its full compliance with the rules set out in UKLR 13. These changes include making changes to the Company's Articles to ensure these comply with UKLR 13.2.1R (Time period for initial transaction to be completed).

UKLR 13.2.1R requires completion of an initial transaction within 24 months from Admission, extendable with shareholder approval for a further 3 years (consisting of 3 further 12-month periods, with shareholder approval to extend for each 12-month period before the end of the prior 12-month period). A 6-month extension is also permitted in certain limited circumstances (as set out in UKLR 13.2.1R) to allow for an initial transaction to be completed. In order to comply with UKLR 13.2.1R, certain changes are being proposed to the Company's Articles to set out the time period requirements for completing an initial transaction which applies to the Company from 30 July 2025. It is intended that the Articles will be amended to incorporate provisions required by UKLR 13.2.1R(1), confirming that the Company will complete an initial transaction on or before 30 July 2027 (unless extended in accordance with the UKLRs), otherwise it will cease operations. A copy of the consolidated version of the Articles, incorporating these changes is enclosed with this document.

### **Recommendation**

In the opinion of the Directors, each of the resolutions to be proposed at the GM are in the best interests of the Company and Shareholders as a whole.

Accordingly, the Directors of the Company recommend that Shareholders vote in favour of the resolutions at the GM, as the Directors intend to do in respect of their own beneficial holdings of Shares, which amount to approximately 50 per cent. of the issued Shares.

### **Attendance**

I hope that you will come to the GM, if you can.

The Company is committed to reducing paper and improving efficiency in its shareholder communications. You will not receive a hard copy form of proxy for the GM in the post automatically. You may request a hard copy form of proxy directly from the Company's registrars, MUFG Corporate Markets. Details on how to request and complete a hard copy form of proxy are set out in notes 6, 12 and 13 on pages 11 and 12 of this document.

Whether or not you intend to attend the GM, I would strongly encourage you, regardless of the number of Shares you own, to vote on the resolutions in the manner detailed in pages 11 to 13 of this document, either electronically, via CREST, Proxymity or by completing and returning a hard copy form of proxy (available on request from the Company's registrars) as soon as possible and in any event not later than 11 a.m. on 23 April 2026.

Further information regarding proxy appointments can be found on pages 11 to 13 of this document. Completion and submission or return of the form of proxy does not prevent you from attending and voting at the meeting in person.

This notice also includes instructions to enable you to vote electronically and details of how to register to do so. The resolutions set out in this Notice of Meeting will be voted on by way of a poll. All valid proxy votes (whether submitted electronically or in hard copy form) will be included in the poll to be taken at the meeting.

The other Director and I look forward to seeing you at the meeting.

In addition, Shareholders are encouraged to submit questions, no later than 7 days prior to the GM, via email to the Company Secretary at [AcquisitionCo@jtcgroup.com](mailto:AcquisitionCo@jtcgroup.com). To the extent that it is appropriate to do so, the Company will endeavour to publish these questions and the Company's responses on the Company's website, <https://acceler8.ventures>, as soon as practicable after the GM. To ask a question, please email [AcquisitionCo@jtcgroup.com](mailto:AcquisitionCo@jtcgroup.com) with details of your shareholder number or other evidence of entitlement to attend the GM.

Yours faithfully

**David Jeffreys Williams**  
*Chairman*

## PART 2

### NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT Acceler8 Ventures Plc (the **Company**) will hold a general meeting at the Company's premises at 28 Esplanade, St. Helier, Channel Islands, Jersey JE2 3QA at 11 a.m. on 27 April 2026.

Resolutions 1, 2, 4 and 5 will be proposed as special resolutions. Resolution 3 will be proposed as an ordinary resolution. All resolutions will be voted on by poll.

You will be asked to consider and if thought fit to pass the resolutions below.

#### **Ratification of issuance of Existing CLNs in connection with the Prior Fundraise**

1. That any authority exercised by the Directors in accordance with Article 2.1 of the Articles to exercise all the powers of the Company to issue the Existing CLNs and to allot Shares in the Company in connection with the conversion of the Existing CLNs be and is hereby approved, confirmed and ratified up to an aggregate nominal amount of £16,000.

#### **Ratification of disapplication of pre-emption rights in connection with the Prior Fundraise**

2. That, subject to the passing of Resolution 1, and pursuant to and in accordance with Article 3.9 of the Articles, the issue of the Existing CLNs and the allotment of Shares in the Company in connection with the conversion of the Existing CLNs be hereby approved, confirmed and ratified for the purposes of Article 3.1 of the Articles.

#### **Authority to allot Shares in connection with New Fundraise**

3. That the Directors be generally and unconditionally authorised in accordance with Article 2.2 of the Articles to exercise all the powers of the Company to allot Shares in the Company and/or to grant rights to subscribe for or to convert any security into Shares (**Rights**) up to an aggregate nominal amount of £32,000.

This authority shall expire at the end of the next annual general meeting of the Company after this resolution is passed, or, if earlier, at the close of business on 27 July 2027 (unless previously renewed, varied or revoked by the Company), save that the Company may, before such expiry, make an offer or agreement 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 pursuant to such an offer or agreement as if this authority had not expired.

#### **Disapplication of pre-emption rights in connection with New Fundraise**

4. That subject to the passing of Resolution 3 and pursuant to and in accordance with Article 3.9 of the Articles, the Directors be generally and unconditionally authorised to allot Equity Securities for cash pursuant to the general authority conferred on them by Resolution 3 as if Article 3.1 of the Articles did not apply to such allotment, provided that this power shall be limited to the allotment of Equity Securities for cash pursuant to the authority in Resolution 3 up to an aggregate nominal amount of £32,000 with such authority to expire at the end of the next annual general meeting after this resolution is passed (or, if earlier, at the close of business on 27 July 2027), but, in each case, prior to its expiry the Company may make offers and enter into agreements which would, or might, require Equity Securities to be allotted after the authority expires and the Directors may allot Equity Securities under any such offer or agreement as if the authority had not expired.

#### **Amendment of articles of association**

5. That with effect from the conclusion of the meeting at which this resolution is proposed, the Articles produced to the meeting be amended by inserting the following new article as Article 33:

### **33 Timetable for initial transaction**

33.1 In this Article 33, unless the context otherwise requires:

- (a) **'founding shareholder'** means a Member who founded or established the Company;
- (b) **'initial transaction'** has the meaning given to the term in UKLR 13.4.2 R and UKLR 13.4.3 G;
- (c) **'public shareholder'** means a Member of the Company who is not a founding shareholder, a shell company sponsor or a Director;
- (d) **'public shareholder majority'** means a resolution of public shareholders passed on a poll at a meeting of public shareholders by public shareholders representing a simple majority of the total voting rights of public shareholders who, being entitled to vote, do so in person or by proxy; such meeting to be convened and held as a separate meeting of the public shareholders, to which all the provisions in these Articles as to general meetings shall apply;
- (e) **'shell company sponsor'** means a person who provides any of the following to the Company: (a) capital or other finance to support the operating costs of the Company; (b) financial, advisory, consultancy or legal services; (c) facilities or support services; or (d) any other material contribution to the establishment and ongoing operation of the Company; and
- (f) **'UKLR'** means the UK Listing Rules of the Financial Conduct Authority and references to UKLR section numbers are to the relevant sections in the UK Listing Rules sourcebook, as amended from time to time.

33.2 If the Company has not completed an initial transaction on or before 30 July 2027 (**Initial Period**), it will cease operations on that date, unless the time period to complete an initial transaction is extended in accordance with Article 33.3

33.3 The Initial Period can be extended before the end of that period by three further periods of 12 months, up to a total of 36 months, provided that:

- (a) the first 12-month extension to the Initial Period is approved by public shareholder majority before the end of that period; and
- (b) any further 12-month extension periods are approved by public shareholder majority before the end of the prior 12-month period.

33.4 The extension period referred to in Article 33.3 can be further extended for a period of up to 6 months where, before the end of the period referred to in Article 33.3, provided that:

- a) the approval of shareholders for an initial transaction, where such approval is sought by the Company for the purposes of satisfying the conditions in UKLR 13.4.17G, has been obtained but the initial transaction has not completed;
- b) a general meeting has been convened to obtain the approval of shareholders for an initial transaction, where such approval is sought by an issuer for the purposes of satisfying the conditions in UKLR 13.4.17G;
- c) the Company has made an announcement in accordance with UKLR 13.4.17G; and
- d) an agreement for an initial transaction has been entered into but the initial transaction has not been completed.

33.5 Any such further extension under Article 33.4 must be notified to a regulatory information service before the end of the Initial Period or the periods referred to in Article 33.3 or 33.4, as applicable.

33.6 If the Company completes an initial transaction on or before the end of the Initial Period (or as extended in accordance with Articles 33.3 or 33.4) and ceases to be listed on the equity shares (shell

*companies) category of the Official List, this Article 33 shall cease to apply and shall have no further effect.*

By order of the Board

**David Jeffreys Williams**

*Chairman*

Acceler8 Ventures Plc

8 April 2026

### **Further information on the proposed resolutions**

The notes on the following pages provide a brief explanation of the proposed resolutions set out in the Notice of Meeting above.

Resolution 3 will be proposed as an ordinary resolution, taken as a poll. This means that for this resolution to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 1, 2, 4 and 5 will be proposed as special resolutions, taken as a poll. This means that for each of those resolutions to be passed, at least two-thirds of the votes cast must be in favour of such resolution.

### **Resolutions 1 and 2 – ratification of issuance of Existing CLNs and waiver of pre-emption rights in connection with the Prior Fundraise**

The Company did not seek shareholder approval at the time of the Prior Fundraise, so now seeks subsequent shareholder approval in connection with the Prior Fundraise in accordance with the Articles.

Article 3.10 of the Articles states that a special resolution under Article 3.9 of the Articles shall not be proposed in respect of a specific allotment unless it is recommended by the directors and there has been circulated, with the notice for the meeting at which the resolution is to be decided, a proposal to the Shareholders entitled to have that notice a written statement by the directors setting out (i) their reasons for making the recommendations; and (ii) the amount to be paid to the Company (if known) in respect of the Equity Securities to be allotted.

In accordance with Article 3.10, the directors hereby recommend resolution 2 on the basis that the Prior Fundraise provided necessary working capital to support the Company's operational requirements whilst progressing an initial transaction. The Company has received £380,000 following the issuance of the Existing CLNs and so no further amounts are due to the Company in relation to the Prior Fundraise.

### **Resolution 3 – authority to allot Shares in connection with the New Fundraise**

The Directors may only allot Shares or grant Rights if authorised to do so by Shareholders. This resolution will, if passed, give authority for the Directors to allot Shares or grant Rights in accordance with Article 2.2 of the Articles up to a maximum aggregate nominal amount of £32,000.

This authority shall expire at the end of the Company's next annual general meeting after this resolution is passed (or, if earlier, at the close of business on 27 July 2027).

As at the date of this Notice, the Company does not hold any treasury shares. As at 7 April 2026, being the latest practicable date prior to the publication of this Notice, this amount represents 0 per cent of the total ordinary share capital in issue (excluding treasury shares).

### **Resolution 4 – disapplication of pre-emption rights in connection with the New Fundraise**

Pursuant to Article 3.1 of the Articles, if the directors wish to allot Equity Securities for cash, they must in the first instance offer them to existing Shareholders in proportion to their holdings.

Resolution 4, in accordance with Article 3.9 of the Articles, will therefore, subject to the passing of Resolution 3, empower the Directors to allot Equity Securities, pursuant to the authority granted under Resolution 3, for cash, without application of the pre-emption rights contained in Article 3.1 of the Articles in certain circumstances.

The purpose of Resolution 4 is to empower the Directors to allot new Equity Securities pursuant to the authority given by Resolution 2 for cash up to a nominal value of £32,000.

This authority will expire at the end of the next annual general meeting of the Company after this resolution is passed, or, if earlier, at the close of business on 27 July 2027.

In accordance with Article 3.10, the directors hereby recommend resolution 4 on the basis that the New Fundraise provides necessary working capital to support the Company's operational requirements whilst progressing an initial transaction. Up to £1,000,000 will be paid to the Company in connection with the New Fundraise.

## **Resolution 5 – Amendment of the Articles**

In order to comply with UKLR 13.2.1R, certain changes are being proposed to the Company's Articles to set out the time period requirements for completing an initial transaction which will apply to the Company from 30 July 2025. A copy of the consolidated version of the Articles, incorporating these changes, is enclosed with this document.

## Notes to the Notice of General Meeting

### Entitlement to vote

1. Voting at the GM will be carried out on a poll.
2. Only those Shareholders entered on the Register at the close of business on 23 April 2026 or, in the event that this meeting is adjourned, on the Register as at close of business on the day two days before the date of any adjourned meeting, shall be entitled to vote at the meeting in respect of the number of Shares registered in their names at that time. Changes to the entries on the Register after the close of business on 23 April 2026 or, in the event that this meeting is adjourned, on the Register after the close of business on the day two days before the date of the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting. This is the time specified by the Company for the purposes of regulation 40 (1) of the Companies (Uncertificated Securities) (Jersey) Order 1999.

### Website giving information regarding the meeting

3. Information regarding the meeting, including the notice of the meeting is available in the Key Documents section on the Company's website at <https://acceler8.ventures/investors/>.

### Appointment and instruction of proxies and electronic voting

4. As a Shareholder of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend and vote at the meeting.
5. The return of a completed proxy form, electronic filing, Proxymity or any CREST proxy instruction (as described in the notes below) 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. Unless otherwise indicated on the Form of Proxy, CREST or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion withhold from voting.
6. You may request a hard copy form of proxy directly from the Company's registrars, MUFG Corporate Markets by emailing [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com) or by calling them on 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.
7. A proxy does not need to be a Shareholder of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman, please insert the full name of your chosen proxy on your proxy form where indicated. If you sign and return your proxy form with no name inserted, the Chairman will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
8. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different Shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of Shares to which it applies, the specific proxy form shall be counted first, regardless of whether it was sent or received before or after the blank proxy form, and any remaining Shares in respect of which you are the registered holder will be apportioned to the blank proxy form. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, hard copy forms of proxy may be obtained by contacting the Company's registrars, MUFG Corporate Markets on 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. Alternatively, you can email MUFG Corporate Markets at [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com).
9. To direct your proxy how to vote on the resolutions, mark the appropriate box on your proxy form with an 'X'. To abstain from voting on a resolution, select the relevant vote 'withheld' box. 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

### Proxy voting

10. Shareholders can vote electronically via the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.com/>.

You will need to log into your Investor Centre account or register if you have not previously done so. Once you have setup your account you will need to add your shareholding by clicking 'Add Holding' in the 'Portfolio' section and following the on-screen instructions. You will require your Investor Code (IVC) to add your shareholding. You can find your IVC on your share certificate or by contacting our Registrar, MUFG Corporate Markets.



Proxy votes must be received no later than 11 a.m. on 23 April 2026 or if the meeting is adjourned, not less than 48 hours before the time fixed for the holding of the meeting or in the case of a poll, not less than 48 hours before the time appointed for taking the poll.

11. You can vote either:
- (a) electronically via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufig.com/>.
  - (b) by requesting a hard copy proxy form from the Company's registrars, MUFG Corporate Markets and completing the proxy form; and/or
  - (c) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
  - (d) If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io).

12. To be valid, any proxy form or other instrument appointing a proxy must be:
- (a) completed and signed;
  - (b) sent or delivered to MUFG Corporate Markets, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL or delivered by hand to MUFG Corporate Markets, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL; and
  - (c) received by MUFG Corporate Markets no later than 11 a.m. on 23 April 2026 or if the meeting is adjourned, not less than 48 hours before the time fixed for the holding of the meeting or in the case of a poll, not less than 48 hours before the time appointed for taking the poll.

13. In the case of a Shareholder which is a corporation, the proxy form must be executed in any of the following ways: (i) under its common seal; (ii) not under its common seal but otherwise in accordance with the Articles or constitution; or (iii) signed on its behalf by a duly authorised officer of the company or its authorised attorney.

Any power of attorney or any other authority under which a proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

14. To change proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to any amended instructions. Any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact MUFG Corporate Markets at PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL or on 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. Alternatively, you can email MUFG Corporate Markets at [shareholderenquiries@cm.mpms.mufig.com](mailto:shareholderenquiries@cm.mpms.mufig.com).

If you submit more than one valid proxy appointment, either by paper or electronic communication, the appointment received last will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.

15. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s) who will be able to take the appropriate action on their behalf.
16. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, MUFG Corporate Markets (CREST Participant ID: RA10), no later than 11 a.m. on 23 April 2026 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
17. CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) 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 sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
18. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.
19. Proximity Voting - if you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by 11 a.m. on 23 April 2026 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity'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. An electronic proxy appointment via the

Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

20. 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 Register in respect of the joint holding (the first-named being the most senior).
21. In order to revoke a proxy instruction you will need to inform the Company by sending a hard copy notice clearly stating your intention to revoke your proxy appointment to MUFG Corporate Markets, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. In the case of a Shareholder which is a corporation, 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 MUFG Corporate Markets no later than 11 a.m. on 23 April 2026.

#### **Corporate representatives**

22. 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 they do not do so in relation to the same Shares.

#### **Issued shares and total voting rights**

23. As at the opening of business on 7 April 2026 (being the last practicable date prior to publication of this document), the Company's issued share capital comprised 750,000 Shares of £0.01 each. Each 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 opening of business on 7 April 2026 is 750,000. As at the date of this document, the Company does not hold any Shares in treasury.

#### **Voting**

24. Shareholders are requested to vote in advance of the GM either electronically, via CREST or by completing and returning the enclosed form of proxy not later than 11 a.m. on 23 April 2026. The results will be published on our website [www.acceler8.ventures](http://www.acceler8.ventures) and will be released to the London Stock Exchange.
25. At the meeting itself, the votes on each resolution at the meeting will be taken by poll rather than a show of hands. The results will be published on our website [www.acceler8.ventures](http://www.acceler8.ventures) and will be released to the London Stock Exchange.

#### **Communication**

26. Except as provided above, Shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):
  - (a) by post to MUFG Corporate Markets, Central Square, 29 Wellington Street, Leeds, LS1 4DL; or
  - (b) by email to [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com); or
  - (c) by telephone on 0371 664 0300 (calls are charged at the standard geographic rate and will vary by provider) or from outside the UK on +44 (0)371 664 0300 (calls charged at applicable international rates). Lines are open Monday to Friday from 09:00 to 17:30, excluding public holidays in England and Wales.

You may not use any electronic address provided either in this document or any related documents (including the proxy form) to communicate with the Company for any purpose other than those expressly stated.

## PART 3

### DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

<b>Company</b>	Acceler8 Ventures Plc
<b>Articles</b>	the articles of association of the Company as adopted by special resolution on 28 June 2022
<b>Board or the Directors</b>	the directors of the Company whose names appear at the top of page 3 of Part 1 of this document
<b>Chairman</b>	the chairman of the General Meeting
<b>Directors</b>	the directors of the Company
<b>Equity Securities</b>	(a) Shares in the Company; or (b) rights to subscribe for, or to convert securities into, Shares in the Company
<b>Existing CLNs</b>	£380,000 unsecured convertible loan notes issued by the Company to certain investors on 28 August 2025
<b>General Meeting or GM</b>	the general meeting of the Company to be convened by the notice on pages 6 to 8 of this document
<b>Issued Share Capital</b>	the number of Shares in issue as at the opening of business on 7 April 2026 (being the last practicable date prior to the publication of this document)
<b>New Fundraise</b>	the proposing fundraising to be conducted by the Company, pursuant to which the Company intends to raise up to £1,000,000 through the issue of the 2026 CLNs
<b>Prior Fundraise</b>	the fundraising conducted by the Company, as announced on 29 August 2025, pursuant to which the Company raised £380,000 through the issue of the Existing CLNs
<b>Register</b>	the register of members of the Company
<b>Shareholders</b>	holders of any Share
<b>Shares</b>	ordinary shares of £0.01 each in the capital of the Company