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.

ACCELER8 VENTURES PLC

(incorporated in Jersey under the laws of Jersey with registered number 134586)

AMENDMENT OF MEMORANDUM OF ASSOCIATION

PROPOSED ISSUE OF NEW SHARES AS A BONUS ISSUE

PROPOSED ISSUE OF CONSIDERATION SHARES IN CONNECTION WITH THE PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND TO BE ISSUED SHARE CAPITAL OF IIG

PROPOSED ISSUE OF NEW SHARES IN CONNECTION WITH CONVERSION OF SECURITIES

GENERAL AUTHORITIES TO ISSUE NEW SHARES

ADOPTION OF NEW ARTICLES OF ASSOCIATION

CIRCULAR TO SHAREHOLDERS AND NOTICE OF GENERAL MEETING

Your attention is drawn to the letter from the Chairman of the Company on pages 5 to 10 of this document, which contains a recommendation by the Independent Director 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.

Notice of a General Meeting of Acceler8 Ventures Plc, to be held at 9:30 a.m. on 3 August 2026 at the Company's registered office at 28 Esplanade, St. Helier, Channel Islands, Jersey JE2 3QA, is set out in Part 3 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 20 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 (Jersey) Limited, as soon as possible and, in any event, so as to arrive no later than 9:30 a.m. on 30 July 2026.

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.

CONTENTS

PART 1
EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Event	**Expected time and/or date** [(i)]
Posting of availability of this General Meeting Notice	Monday 13 July 2026
Publication of General Meeting notice	Monday 13 July 2026
Latest time and date for receipt of the Forms of Proxy	9:30 a.m. on Thursday 30 July 2026
Record date for voting at the General Meeting	6:00 p.m. on Thursday 30 July 2026
General Meeting	9:30 a.m. on Monday 3 August 2026
Record date for Bonus Issue	4:30 p.m. on Monday 3 August 2026
Publication of results of General Meeting	by no later than 8:00 a.m. on Tuesday 4 August 2026

The following dates and times associated with the Scheme are indicative only and are subject to change and will depend on, among other things, the date on which the Conditions to the Scheme are satisfied or, if capable of waiver, waived, and the date on which the Court sanctions the Scheme.

Court Sanction Hearing	a date expected to be in Q3 2026, subject to satisfaction (or, if applicable, waiver) of the relevant Conditions (**D**)
Bonus Issue of Shares	D+1 Business Day
Despatch of share certificates for Bonus Shares	Within 14 days after issue
Conversion dates for 2025 CLNs and 2026 CLNs	D+4 Business Days
Scheme Record Time	6.00 p.m. on D+4 Business Days
Expected Effective Date of the Scheme	D+5 Business Days
Cancellation of admission to trading of Shares on the LSE	by 8:00 a.m. on D+6 Business Days
Cancellation of admission to trading of IIG Shares on the Specialist Fund Segment	by 8:00 a.m. on D+6 Business Days
Consideration Shares issued to IIG Shareholders	by 8:00 a.m. on D+6 Business Days
Admission of Enlarged Issued Share Capital becomes effective and commencement of the dealings in Shares on the equity shares (commercial companies) category and Main Market	by 8:00 a.m. on D+6 Business Days
CREST members' accounts credited in respect of Consideration Shares (where applicable)	on or soon after 8.00 a.m. on D+6 Business Days
Latest date for despatch of share certificates for Consideration Shares	Within 14 days after the Effective Date

Notes:

(i) *All times shown are London times unless otherwise stated. The dates and times given are indicative only and may be subject to change. If any of the times and/or dates above change, the revised times and/or dates will be notified to Shareholders by announcement through a Regulatory Information Service.*

(ii) *These times and dates are indicative only and will depend, amongst other things, on the dates upon which: (i) the Conditions are satisfied or (where permitted) waived; and (ii) the Court sanctions the Scheme.*

(iii) *All dates by reference to "D+1", "D+4", "D+5" and "D+6" will be to the date falling the number of indicated Business Days immediately after date D, as indicated above.*

(iv) *Subject to the satisfaction (or, where applicable waiver) of the Conditions to the Acquisition, the "Effective Date" of the Scheme will be the date on which the court order approving the Scheme is delivered to the Registrar of Companies in England and Wales.*

PART 2

LETTER FROM THE CHAIRMAN OF ACCELER8 VENTURES PLC

(Incorporated and registered in Jersey with registered number 134586)

ACCELER8 VENTURES PLC

Directors:	*Registered Office:*
David Williams (*Chairman and Independent Director*)	28 Esplanade
Giles Kirkley Willits (*Non-Executive Director*)	St. Helier
	JE2 3QA
	Jersey

13 July 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 registered office at 28 Esplanade, St. Helier, Channel Islands, Jersey JE2 3QA on 3 August 2026 at 9:30 a.m. (the **General Meeting**).

The formal notice convening the General Meeting is set out on pages 11 to 14 of this document (the **Notice of Meeting**). Explanatory notes and further information on each of the resolutions to be considered at the General Meeting appear on pages 15 to 18 of this document.

On 30 June 2026, the independent directors of IIG and the Company announced a recommended all-share offer for the entire issued and to be issued share capital of IIG (the **Acquisition**) pursuant to rule 2.7 of the City Code on Takeovers and Mergers. The Acquisition is to be effected by way of a court-sanctioned scheme of arrangement of IIG under Part 26 of the Companies Act 2006 (the **Scheme**).

The purpose of the General Meeting is to seek approval from Shareholders for: (i) the removal of the Company's authorised share capital from its Memorandum; (ii) the allotment and issue of Bonus Shares to existing Shareholders and disapplication of pre-emption rights in connection with the Bonus Shares; (iii) the allotment and issue of the Consideration Shares and disapplication of pre-emption rights in connection with the Consideration Shares; (iv) the allotment and issue of the Helikon Shares and disapplication of pre-emption rights in connection with the Helikon Shares; (v) the allotment and issue of new Shares and disapplication of pre-emption rights up to the limits specified in resolutions 9, 10 and 11 to be considered at the General Meeting; and (vi) the adoption of the New Articles, in each case as further explained in this document.

The purpose of the Scheme is to provide for the Company to become the owner of the entire issued and to be issued ordinary share capital of IIG. This is to be achieved by transferring the IIG Shares held by IIG Shareholders to the Company, in consideration for which the Company will allot and issue 2.6797 new Shares (the **Consideration Shares**) to IIG Shareholders for each IIG Share held (the **Exchange Ratio**).

In connection with the Acquisition, the Company will apply for the Shares (including the Consideration Shares) to be admitted to listing on the equity shares (commercial companies) category of the Official List of the Financial Conduct Authority and to trading on the Main Market of the London Stock Exchange (**Admission**).

On the basis of the middle market closing price of 80 pence per Share on the last Business Day prior to the commencement of the Offer Period, the Exchange Ratio values the fully diluted share capital of IIG at approximately £596 million. As a result of the Acquisition, IIG Shareholders will own approximately 99.00 per cent. and Shareholders will own approximately 1.00 per cent. of the enlarged issued ordinary share capital of the Company on Admission.

The Acquisition will constitute an initial transaction for the Company under the UK Listing Rules. Following completion of the Acquisition, IIG will become a wholly-owned subsidiary of the Company and the combined group's principal activity will be conducted through Hui10 (IIG's principal investment), supporting the continued expansion of its retailer connectivity infrastructure, deployment of its technology platforms and overall strategic development.

The Scheme is expected to become effective during August 2026, subject to the satisfaction or, where applicable, waiver of the conditions set out in the Scheme Document, including the approval of the Scheme by IIG shareholders at the Court Meeting, the sanction of the Scheme by the Court, and the approval of the Consideration Shares Resolution by Shareholders at the General Meeting.

The Company will also be required to produce a prospectus in connection with Admission which will be published in due course.

Amendment of memorandum of association

The Company proposes to remove its authorised share capital from its Memorandum (which is currently £12,500 divided into 1,250,000 ordinary shares of £0.01 each) by amending its Memorandum.

Resolution 1 seeks authority for the Directors to remove the authorised share capital of the Company by amending the Memorandum, to provide the Company with flexibility to allot any Shares without the need for Shareholder approval to increase the authorised share capital. A copy of the amended Memorandum incorporating this change is enclosed with this document.

Bonus Issue

In order to recognise the strategic value of the Company to IIG Shareholders in achieving Admission, the Board has conditionally declared an issue of Shares by way of bonus issue to Shareholders (the **Bonus Issue**) on the basis of 3.0411 bonus shares for every 1 Share held (the **Bonus Shares**). The Bonus Issue is conditional upon the sanction of the Scheme by the Court.

The Bonus Shares will be issued to Shareholders who are on the Register as at the record time and date, being as at the close of trading on the Main Market of the London Stock Exchange on the later of (i) the date on which the IIG Resolutions are passed; and (ii) the date on which the resolutions to be considered at the General Meeting are passed, currently anticipated to be 3 August 2026 (the **Bonus Issue Record Date**).

The Bonus Shares will be issued to Shareholders on the Register as at the Bonus Issue Record Date, on the Business Day after the date on which the Court Sanction Hearing takes place. Accordingly, the date on which it is anticipated that the Bonus Shares will be issued is currently 7 August 2026, being four Business Days prior to expected Admission. Each Shareholder's entitlement will be calculated by reference to the number of Shares registered in their name at the Bonus Issue Record Date.

Resolutions 2, 3 and 4 seek authority for the Directors to (i) allot the Shares in connection with the Bonus Issue, (ii) disapply pre-emption rights in connection with the allotment of the Bonus Shares, and (iii) capitalise the Company's reserves for the purpose of paying up such Bonus Shares in full at par.

The Bonus Issue is conditional upon the passing of Resolutions 1 - 4 at the General Meeting and the sanction of the Scheme by the Court. The Scheme is not conditional upon the Bonus Issue being completed or upon the passing of the resolutions to approve the Bonus Issue.

As announced on 17 June 2025 and 8 April 2026, the Company has previously raised additional capital through the issuance of unsecured convertible loan notes in the amounts of £380,000 (the **2025 CLNs**) and £1,000,000 (the **2026 CLNs**). The conversion of the 2025 CLNs and 2026 CLNs into Shares will not have taken place on or prior to the Bonus Issue Record Date and accordingly no Bonus Shares will be issued in respect of any Shares that result from the conversion of the 2025 CLNs and 2026 CLNs.

The Bonus Issue will result in a maximum of 2,280,825 additional Shares being issued. Fractions of Bonus Shares will not be allotted or issued to Shareholders.

Subject to the passing of Resolution 4, the Bonus Issue will be effected by way of a capitalisation of reserves, whereby amounts standing to the credit of the Company's share premium account will be applied in paying up in full at par the new Shares to be allotted and issued, credited as fully paid, to Shareholders. The Bonus Issue is permitted under the Companies Law, which provides that a Jersey company (i) may apply a share premium account in paying up unissued shares to be allotted to members as fully paid bonus shares and (ii) may, by special resolution, apply a capital redemption reserve in issuing shares to be allotted as fully paid bonus shares. Resolution 4 seeks authority of Shareholders, by special resolution, to apply the capital redemption reserve in paying up the Bonus Shares.

The Bonus Shares issued pursuant to the Bonus Issue will be issued credited as fully paid and will rank *pari passu* in all respects with the existing Shares, including the right to receive and retain all dividends and other distributions (if any) declared, made or paid by reference to a record date on or after the date of their allotment.

No action is required by Shareholders in connection with the Bonus Issue. The Shares to be issued pursuant to the Bonus Issue will be allotted automatically to Shareholders on the Register at the Bonus Issue Record Date, pro rata to their existing holdings. Shareholders are not required to make any application, election or payment in order to receive the Shares to be issued under the Bonus Issue. The Bonus Shares to be issued pursuant to the Bonus Issue will be issued free of subscription cost to Shareholders.

The Bonus Issue is not being made to Shareholders in any jurisdiction where to do so would or might contravene local securities laws or regulations.

Shareholders who hold their Shares in certificated form will be sent new share certificates in respect of the Shares to which they are entitled under the Bonus Issue. It is expected that such certificates will be despatched within 14 days of the date of allotment of the Bonus Shares. Pending the despatch of such certificates, transfers of the Bonus Shares may be certified against the Register.

Shareholders who hold their Shares in uncertificated form through CREST will have their CREST accounts credited with their entitlements to the Bonus Shares. It is expected that CREST accounts will be credited on or around the date of allotment.

Given the Bonus Shares will be issued prior to Admission, application will be made for the Shares issued pursuant to the Bonus Issue to be admitted to listing in the equity shares (shell companies) category of the Official List and to trading on the Main Market when they are issued. Application will then be made for the Shares issued pursuant to the Bonus Issue to be admitted to listing in the equity shares (commercial companies) category of the Official List and to trading on the Main Market as part of Admission.

Shareholders are advised to consult their own professional tax advisers regarding the tax consequences of the Bonus Issue in light of their particular circumstances.

Consideration Shares

As described above, pursuant to the Acquisition, holders of IIG Shares at the Scheme Record Time will be entitled to receive 2.6797 Consideration Shares for each IIG Share held.

In order for the Company to allot and issue the Consideration Shares to IIG Shareholders, the Company is required to seek the approval of Shareholders at the General Meeting.

Resolutions 5 and 6 seek authority for the Directors to (i) allot the Consideration Shares under the Acquisition and (ii) disapply pre-emption rights in respect of the allotment of the Consideration Shares. The Acquisition is conditional upon the passing of Resolution 5 at the General Meeting.

Subject to the passing of Resolution 5 and satisfaction of the other Conditions, it is expected that the Consideration Shares will be allotted on the Effective Date, being the date on which the Scheme becomes effective in accordance with its terms.

The Consideration Shares to be issued pursuant to the Acquisition will be issued credited as fully paid and will rank *pari passu* in all respects with the existing Shares, including the right to receive and retain all dividends and other distributions (if any) declared, made or paid by reference to a record date on or after the Effective Date. Fractions of Consideration Shares will not be allotted or issued to IIG Shareholders.

Application will be made for the Consideration Shares to be admitted to listing in the equity shares (commercial companies) category of the Official List and to trading on the Main Market as part of Admission.

Helikon Shares

On 15 December 2025, IIG announced that it had entered into an investment agreement with UK investment manager Helikon Investments Limited (**Helikon**), pursuant to which Helikon agreed, subject to applicable conditions and certain milestone events being achieved, to provide up to £30 million of equity funding to support Hui10's continued development (the **Investment Agreement**).

Helikon has separately agreed to receive Shares in the Company upon the achievement of Milestone 2 and Milestone 3 (as defined below) under the Investment Agreement, rather than shares in IIG (**Helikon Shares**), to the extent that achievement of the milestones take place post-Admission. The remaining milestones under the Investment Agreement are as follows:

- Milestone 2: a £7.5 million equity investment conditional upon receipt of official communication from the Ministry of Finance to the General Administration of Sport instructing commencement of the Sports Lottery paperless trial and announcement of such trial; and

- Milestone 3: a £17.5 million equity investment conditional upon receipt of official communication from the Ministry of Finance to the General Administration of Sport confirming go-ahead of a national roll-out of paperless lottery to all sports lottery shops and announcement of such roll-out.

Resolutions 7 and 8 seek authority for the Directors to (i) allot the Helikon Shares to be issued pursuant to the Investment Agreement; and (ii) disapply pre-emption rights in respect of the allotment of the Helikon Shares.

The subscription price for Milestone 2 under the Investment Agreement is the lower of a 15% discount to the 30-day volume weighted average share price (**VWAP**) preceding announcement of the relevant milestone, or a pre-money fully diluted valuation of IIG of £200 million. The subscription price for Milestone 3 under the Investment Agreement is the lower of a 15% discount to the 30-day VWAP preceding announcement of Milestone 3, or a pre-money fully diluted valuation of £400 million. Accordingly, the shareholder authorities in relation to the Helikon Shares have been calculated on the basis of a fully diluted valuation of IIG of £200 million for Milestone 2 and £400 million for Milestone 3 under the Investment Agreement. As the relevant share prices cannot be determined at the date of this document, the Independent Director considers it reasonable to calculate the shareholder authorities based on the fully diluted valuations.

General authority to allot Shares and disapply pre-emption rights

The Directors are seeking a general authority to allot Shares pursuant to Article 2.2 of the Articles, conditional on Admission. Resolution 9, if passed, will authorise the Directors to allot Shares or grant rights to subscribe for or convert securities into Shares: (a) up to an aggregate nominal amount of £2,507,261 (representing approximately one-third of the Enlarged Issued Share Capital) without restriction; and (b) pre-emptively up to an aggregate nominal amount of £5,014,522 (representing approximately two-thirds of the Enlarged Issued Share Capital, to be reduced by any allotments under paragraph (a)) in connection with a pre-emptive offer. This authority will expire at the end of the Company's next annual general meeting or, if earlier, at the close of business on 3 November 2027.

Resolution 10 seeks to disapply the pre-emption rights contained in Article 3.1 of the Articles in respect of the authority granted under Resolution 9. If passed, Resolution 10 will empower the Directors to allot Equity Securities for cash: (a) by way of a pre-emptive offer to ordinary shareholders or holders of Equity Securities; or (b) otherwise than by way of a pre-emptive offer, up to an aggregate nominal amount of £752,178 (representing approximately 10 per cent. of the Enlarged Issued Share Capital). This authority will expire at the end of the Company’s next annual general meeting or, if earlier, at the close of business on 3 November 2027.

Resolution 11 seeks an additional power to disapply pre-emption rights up to an aggregate nominal amount of £752,178 (representing a further 10 per cent. of the Enlarged Issued Share Capital) to be used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine 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. This authority will expire at the end of the Company’s next annual general meeting or, if earlier, at the close of business on 3 November 2027.

The Directors have no present intention of exercising these powers and the Independent Director believes it is in the best interests of Shareholders for the Directors to have this flexibility to allot Equity Securities for cash in line with the Company’s strategy following Admission. These authorities shall replace the authorities approved by Shareholders set out at resolutions 7 and 8 of the annual general meeting of the Company held on 17 June 2026.

New articles of association

In connection with the Acquisition and Admission, the Company proposes to adopt new articles of association (the **New Articles**) in substitution for, and to the exclusion of, the Company's existing articles of association. The New Articles are being adopted to reflect the Company's transition from the equity shares (shell companies) category to the equity shares (commercial companies) category of the Official List. The New Articles will:

- remove the provisions of Article 33 of the existing articles (which set out the timetable and requirements for the Company to complete an initial transaction under UKLR 13.4, and which will cease to apply on completion of the Acquisition);

- delete Article 7.6 of the existing articles (which contains a broad power of the Board to suspend the registration of share transfers, which is not a requirement under Jersey law); and

- amend Article 10 of the existing articles to reduce the notification threshold for disclosure of interests in shares from 5 per cent. to 3 per cent., reflecting the Company’s voluntary adoption of a lower threshold than that required under DTR 5 of the FCA’s Disclosure Guidance and Transparency Rules.

A copy of the consolidated version of the New Articles, incorporating these changes is enclosed with this document. Resolution 12 seeks approval for the adoption of the New Articles.

Recommendation

In the opinion of the Independent Director, each of the resolutions to be proposed at the General Meeting are in the best interests of the Company and Shareholders as a whole.

Accordingly, the Independent Director recommends that Shareholders vote in favour of the resolutions at the General Meeting, as the Directors who hold Shares and certain other shareholders have irrevocably undertaken to do in respect of their own entire beneficial holdings of Shares, representing, in aggregate, 56.67 per cent. of the existing issued ordinary share capital of the Company.

Responsibility

The Directors, whose names are set out on page 5 of Part 2 of this document, accept responsibility for the information contained in this document (including any expressions of opinion) (other than the information for which responsibility is taken by the Independent Director). 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 for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Independent Director accepts responsibility for the conclusion of the recommendation contained in this document. To the best of the knowledge and belief of the Independent Director (who has taken all reasonable care to ensure that such is the case), the information contained in this document for which the Independent Director accepts responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

Attendance

I hope that you will come to the General Meeting, 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 General Meeting 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 19 and 20 of this document.

Whether or not you intend to attend the General Meeting, I would strongly encourage you, regardless of the number of Shares you own, to vote on the resolutions in the manner detailed in pages 19 to 21 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 9:30 a.m. on 30 July 2026.

Further information regarding proxy appointments can be found on pages 19 to 21 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.

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 General Meeting, via email to the Company Secretary at 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 General Meeting. To ask a question, please email AcquisitionCo@jtcgroup.com with details of your shareholder number or other evidence of entitlement to attend the General Meeting.

Yours faithfully

David Williams

Chairman

PART 3

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 9:30 a.m. on 3 August 2026.

Resolutions 2, 5, 7 and 9 will be proposed as ordinary resolutions. Resolutions 1, 3, 4, 6, 8, 10, 11 and 12 will be proposed as special resolutions. All resolutions will be voted on by poll.

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

Authority to remove the authorised share capital of the Company

1. THAT the authorised share capital of the Company of £12,500 divided into 1,250,000 ordinary shares of £0.01 each be removed and that the Memorandum of the Company be amended accordingly.

Authority to allot Shares in connection with the Bonus Shares

2. THAT subject to the passing of Resolution 1 and Resolution 4, in addition to all existing powers granted to the Directors to authorise the allotment of Shares, the Directors be generally and unconditionally authorised in accordance with Article 2.2 of the Articles to exercise all 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 a maximum aggregate nominal value of £22,808.25 in connection with the Bonus Issue (with fractional entitlements hereby disapplied), such authority to 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 3 November 2027), save that the Company may, before such expiry, make an offer or agreement which would or might require Shares to be allotted 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.

3. **Disapplication of pre-emption rights in connection with the Bonus Shares**

   THAT subject to the passing of Resolution 2 and Resolution 4, 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 2 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 in connection with the Bonus Issue up to a maximum aggregate nominal value of £22,808.25 and shall expire at the end of the next annual general meeting after this resolution is passed (or, if earlier, at the close of business on 3 November 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.

Capitalisation of reserves in connection with the Bonus Shares

4. THAT subject to the passing of Resolution 1, the Directors be and are hereby authorised to capitalise any part of the amount standing to the credit of any of the Company's reserve accounts (including, without limitation, the share premium account, capital redemption reserve, or any other reserve or account of the Company which is available for the purpose, whether or not the same would be lawfully distributable by way of cash dividend) and to apply the same in paying up in full at par up to 2,280,825 Shares, such Shares to be allotted and distributed credited as fully paid to all Shareholders whose names appear on the register of members of the Company at the close of business on the Bonus Issue Record Date, pro rata to their existing holdings of Shares at such date, with fractional entitlements being hereby disapplied.

Authority to allot Shares in connection with the Consideration Shares

5. THAT subject to the passing of Resolution 1, in addition to all existing powers granted to the Directors to authorise the allotment of Shares, the Directors be generally and unconditionally authorised in accordance with Article 2.2 of the Articles to exercise all powers of the Company to

allot Shares in the Company and/or to grant Rights up to a maximum aggregate nominal value of £7,446,782.97 in connection with the issue of the Consideration Shares (with fractional entitlements hereby disapplied), such authority to 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 3 November 2027), save that the Company may, before such expiry, make an offer or agreement which would or might require Shares to be allotted 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 the Consideration Shares

6. THAT subject to the passing of Resolution 5 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 5 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 in connection with the Acquisition up to a maximum aggregate nominal value of £7,446,782.97 and shall expire at the end of the next annual general meeting after this resolution is passed (or, if earlier, at the close of business on 3 November 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.

Authority to allot Shares in connection with the Helikon Shares

7. THAT subject to the passing of Resolution 1, in addition to all existing powers granted to the Directors to authorise the allotment of Shares, the Directors be generally and unconditionally authorised in accordance with Article 2.2 of the Articles to exercise all powers of the Company to allot Shares in the Company up to a maximum aggregate nominal value of £623,485 in connection with the issue of the Helikon Shares (with fractional entitlements hereby disapplied), such authority to expire at the close of business on 3 November 2027, save that the Company may, before such expiry, make an offer or agreement which would or might require Shares to be allotted 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 the Helikon Shares

8. THAT subject to the passing of Resolution 7 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 7 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 in connection with the issue of the Helikon Shares up to a maximum aggregate nominal value of £623,485 and shall expire at the close of business on 3 November 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.

General authority to allot Shares

9. THAT subject to the passing of Resolution 1 and conditional upon Admission, 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:

   (a) up to an aggregate nominal amount of £2,507,261; and

   (b) up to an aggregate nominal amount of £5,014,522 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with a pre-emptive offer (including an offer by way of a rights issue or open offer):

      (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 attaching to those securities, or as the Directors otherwise consider necessary,

   and that, in both cases, the Directors may impose any limits or make any arrangements which they may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

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 3 November 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.

General disapplication of pre-emption rights

10. THAT subject to the passing of Resolution 9 and conditional on Admission, 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 9 as if Article 3.1 of the Articles did not apply to such allotment, provided that this power shall be limited to:

    (a) the allotment of Equity Securities in connection with an offer of, or application to apply for, Equity Securities (but in the case of an allotment pursuant to the authority in Resolution 9(b) by way of a pre-emptive offer (including an offer by way of a rights issue or open offer)):

    (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 attaching to 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 treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

    (b) the allotment of Equity Securities for cash pursuant to the authority in Resolution 9(a) (otherwise than in the circumstances set out in paragraph (a) above) up to an aggregate nominal amount of £752,178,

such authorities 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 3 November 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.

Additional power to disapply pre-emption rights for acquisitions or capital investments

11. THAT subject to the passing of Resolution 9 and conditional on Admission, and in addition to any authority granted under Resolution 10, the Directors be generally and unconditionally authorised to allot Equity Securities for cash pursuant to the general authority conferred on them by Resolution 9 as if Article 3.1 of the Articles did not apply to such allotment, such authority to be limited to the allotment of Equity Securities up to an aggregate nominal amount of £752,178 and used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine 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, 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 3 November 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.

Approval of new articles of association

12. THAT the articles of association produced to the meeting be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

By order of the Board

David Williams
Chairman

Acceler8 Ventures Plc

13 July 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.

Resolutions 2, 5, 7 and 9 will be proposed as ordinary resolutions, taken as a poll. This means that for these resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 1, 3, 4, 6, 8, 10, 11 and 12 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.

Resolution 1 - Authority to remove the authorised share capital of the Company

Resolution 1, if passed, will remove the authorised share capital of the Company of £12,500 divided into 1,250,000 ordinary shares of £0.01 each. This will provide the Company with flexibility to allot any Shares without the need for Shareholder approval to increase the authorised share capital.

Resolution 2 – Authority to allot Shares in connection with the Bonus Issue

The Directors may only allot Shares or grant Rights if authorised to do so by Shareholders. This resolution will therefore, subject to the passing of Resolution 1 and Resolution 4, 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 £22,808.25 in connection with the Bonus Issue.

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 3 November 2027).

Resolution 3 – Disapplication of pre-emption rights in connection with the Bonus Issue

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.

The purpose of Resolution 3 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 £22,808.25 without offering those pre-emptively to all Shareholders. 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 3 November 2027.

Whilst the Bonus Issue will be made on a pre-emptive basis to all Shareholders who hold Shares on the Bonus Issue Record Date, in accordance with Article 3.10, the Directors hereby recommend Shareholders vote in favour of Resolution 3 given fractional share entitlements will be disapplied as part of the Bonus Issue and the Bonus Issue is not being made to Shareholders in any jurisdiction where to do so would or might contravene local securities laws or regulations.

Resolution 4 – Capitalisation of reserves in connection with the Bonus Issue

Resolution 4 authorises the Directors to capitalise any part of the amount standing to the credit of the Company's reserve accounts (including, without limitation, the share premium account, capital redemption reserve, or any other reserve or account of the Company which is available for the purpose) and to apply the same in paying up in full at par the Shares to be allotted and distributed to Shareholders in connection with the Bonus Issue. The Bonus Issue is permitted under the Companies Law, which provides that a Jersey company may, by special resolution, apply a capital redemption reserve in issuing shares to be allotted as fully paid bonus shares. The Bonus Issue will be made on a pro rata basis to all Shareholders whose names appear on the Register at the close of business on the Bonus Issue Record Date.

Resolution 5 – Authority to allot Shares in connection with the Consideration Shares

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 £7,446,782.97 in connection with the Acquisition.

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 3 November 2027).

Resolution 6 – Disapplication of pre-emption rights in connection with the Consideration Shares

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 6, in accordance with Article 3.9 of the Articles, will therefore, subject to the passing of Resolution 5, empower the Directors to allot Equity Securities, pursuant to the authority granted under Resolution 5, for cash, without application of the pre-emption rights contained in Article 3.1 of the Articles in certain circumstances.

The purpose of Resolution 6 is to empower the Directors to allot new Equity Securities pursuant to the authority given by Resolution 5 for cash up to a nominal value of £7,446,782.97. 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 3 November 2027.

In accordance with Article 3.10, the Directors hereby recommend Shareholders vote in favour of Resolution 6 on the basis that the disapplication of pre-emption rights is necessary to allow the allotment of the Consideration Shares to IIG Shareholders in connection with the Acquisition.

Resolution 7 – Authority to allot Shares in connection with the Helikon Shares

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 £623,485 in connection with the Investment Agreement. This authority will expire at the close of business on 3 November 2027.

The shareholder authorities for the Helikon Shares have been calculated on the basis of a fully diluted valuation of IIG of £200 million for Milestone 2 and £400 million for Milestone 3 under the Investment Agreement. The subscription price for Milestone 2 under the Investment Agreement is the lower of a 15% discount to the 30-day VWAP preceding announcement of the relevant milestone, or a pre-money fully diluted valuation of IIG of £200 million. The subscription price for Milestone 3 under the Investment Agreement is the lower of a 15% discount to the 30-day VWAP preceding announcement of Milestone 3, or a pre-money fully diluted valuation of £400 million. As the relevant share prices cannot be determined at the date of this document, the Independent Director considers it reasonable to calculate the shareholder authorities based on the fully diluted valuations.

Resolution 8 – Disapplication of pre-emption rights in connection with the Helikon Shares

Resolution 8, in accordance with Article 3.9 of the Articles, will therefore, subject to the passing of Resolution 7, empower the Directors to allot Equity Securities, pursuant to the authority granted under Resolution 7, for cash, without application of the pre-emption rights contained in Article 3.1 of the Articles in certain circumstances. The purpose of Resolution 8 is to empower the Directors to allot new Equity Securities pursuant to the authority given by Resolution 7 for cash up to a nominal value of £623,485. This authority will expire at the close of business on 3 November 2027.

In accordance with Article 3.10, the Directors hereby recommend Shareholders vote in favour of Resolution 8 on the basis that the disapplication of pre-emption rights is necessary to allow the allotment of the Helikon Shares to Helikon pursuant to the terms of the Investment Agreement.

Resolution 9 – General authority to allot Shares

The Directors may only allot Shares or grant Rights if authorised to do so by Shareholders. This resolution will, subject to the passing of Resolution 1 and conditional upon Admission, give authority for the Directors to allot Shares or grant Rights in accordance with Article 2.2 of the Articles:

(a) up to a maximum aggregate nominal amount of £2,507,261 (representing approximately one-third of the Enlarged Issued Share Capital) without restriction; and

(b) in connection with a pre-emptive offer up to a maximum aggregate nominal amount of £5,014,522 (representing approximately two-thirds of the Enlarged Issued Share Capital) which would be reduced by the aggregate nominal value of any allotments or grants under paragraph (a) of the resolution.

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 3 November 2027).

The Directors have no present intention of exercising this power but believe it is in the interests of Shareholders for the Directors to have this flexibility to allot Equity Securities for cash in those limited circumstances in line with the Company's strategy.

The Directors intend to renew this authority annually. As at the date of this document, the Company does not hold any treasury shares. As at 10 July 2026, being the latest practicable date prior to the publication of this document, this amount represents 0 per cent of the total ordinary share capital in issue (excluding treasury shares).

Resolution 10 – General disapplication of pre-emption rights

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 10, in accordance with Article 3.9 of the Articles, will therefore, subject to the passing of Resolution 9 and conditional on Admission, empower the Directors to allot Equity Securities, pursuant to the authority granted under Resolution 9, for cash, without application of the pre-emption rights contained in Article 3.1 of the Articles in certain circumstances.

The purpose of Resolution 10 is to empower the Directors to allot new Equity Securities pursuant to the authority given by Resolution 9 for cash:

(a) by way of a pre-emptive offer to ordinary shareholders or holders of Equity Securities; or

(b) up to a nominal value of £752,178 being approximately 10 per cent. of the Enlarged Issued Share Capital.

The Directors have no present intention of exercising the powers sought under Resolution 9 but believe it is in the interests of Shareholders for the Directors to have this flexibility to allot Equity Securities for cash in those limited circumstances in line with the Company's strategy.

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 3 November 2027.

Resolution 11 – Additional power to disapply pre-emption rights for acquisitions or capital investments

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 11, in accordance with Article 3.9 of the Articles, will therefore, subject to the passing of Resolution 9 and conditional on Admission, empower the Directors to allot Equity Securities, pursuant to the authority granted under Resolution 9, for cash, without application of the pre-emption rights contained in Article 3.1 of the Articles in certain circumstances.

This authority is limited to the allotment of Equity Securities up to a nominal amount of £752,178 (representing approximately 10 per cent. of the Enlarged Issued Share Capital) and may only be used for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Pre-Emption Group's Statement of Principles.

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 3 November 2027.

Resolution 12 – New Articles

Resolution 12 proposes the adoption of new articles of association of the Company (the **New Articles**) in substitution for, and to the exclusion of, the Company's existing articles of association. The New Articles are being adopted in connection with the Acquisition and Admission to reflect the Company's transition from the equity shares (shell companies) category to the equity shares (commercial companies) category of the Official List. In particular, the New Articles will:

- remove the provisions of Article 33 of the existing articles (which set out the timetable and requirements for the Company to complete an initial transaction under UKLR 13.4, and which will cease to apply on completion of the Acquisition);
- delete Article 7.6 of the existing articles (which contains a broad power of the Board to suspend the registration of share transfers, which is not a requirement under Jersey law); and
- amend Article 10 of the existing articles to reduce the notification threshold for disclosure of interests in shares from 5 per cent. to 3 per cent., reflecting the Company's voluntary adoption of a lower threshold than that required under DTR 5 of the FCA's Disclosure Guidance and Transparency Rules.

A copy of the New Articles, showing all the proposed changes to the existing articles of association, will be available for inspection at the registered office of the Company during normal business hours from the date of this Notice until the close of the General Meeting, and at the General Meeting itself.

Notes to the Notice of General Meeting

Entitlement to vote

1. Voting at the General Meeting will be carried out on a poll.

2. Only those Shareholders entered on the Register at 6:00 p.m. on 30 July 2026 or, in the event that this meeting is adjourned, on the Register as at close of business on the day two working 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 6:00 p.m. on 30 July 2026 or, in the event that this meeting is adjourned, on the Register after the close of business on the day two working 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 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.

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.

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Proxy votes must be received no later than 9:30 a.m. on 30 July 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.mufg.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 Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.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, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL or delivered by hand to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL; and
    (c) received by MUFG Corporate Markets no later than 9:30 a.m. on 30 July 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.mufg.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 9:30 a.m. on 30 July 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 Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

19. Proxymity Voting - if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 9:30 a.m. on 30 July 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 Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy

appointment via the Proxymity 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 9:30 a.m. on 30 July 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 10 July 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 10 July 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 General Meeting either electronically, via CREST or by completing and returning the enclosed form of proxy not later than 9:30 a.m. on 30 July 2026. The results will be published on our website 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 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; 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 4

DEFINITIONS

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

Acquisition	the recommended all-share offer by the Company for the entire issued and to be issued ordinary share capital of IIG to be effected by means of a court-sanctioned scheme of arrangement (or by way of a Takeover Offer under certain circumstances described in the Scheme Document) on the terms and subject to the conditions set out in the Scheme Document and, in either case, where the context requires, any subsequent variation, revision, extension or renewal thereof
Admission	admission of the Shares (including the Consideration Shares) to the equity shares (commercial companies) category of the Official List and to trading on the Main Market of the London Stock Exchange
Articles	the articles of association of the Company as adopted by special resolution on 27 April 2026
2025 CLNs	the unsecured convertible loan notes in the aggregate amount of £380,000 issued by the Company on 28 August 2025
2026 CLNs	the unsecured convertible loan notes in the aggregate amount of £1,000,000 issued by the Company on 21 April 2026
Board or **the Directors**	the directors of the Company whose names appear at the top of page 5 of Part 2 of this document
Business Day	a day (other than a Saturday, Sunday, or UK public or bank holiday) on which clearing banks in the City of London are open for the transaction of general commercial business
Bonus Issue	the issue of Bonus Shares to Shareholders
Bonus Issue Record Date	close of trading on the Main Market on the later of (i) the date on which the IIG Resolutions are passed; and (ii) the date on which the resolutions to be considered at the General Meeting are passed
Bonus Shares	the new Shares to be issued to Shareholders pursuant to the Bonus Issue
Chairman	the chairman of the General Meeting
Company	Acceler8 Ventures Plc
Companies Law	the Companies (Jersey) Law 1991 (as amended from time to time)
Conditions	the conditions to the Acquisition which are set out in Part A of Appendix 1 to the rule 2.7 announcement issued on 30 June 2026 and set out in the Scheme Document
Consideration Shares	the new Shares to be allotted pursuant to the Acquisition

Consideration Shares Resolution	the resolution to be proposed at the General Meeting to approve the allotment and issue of the Consideration Shares
Court	the High Court of Justice in England and Wales
Court Meeting	the meeting of Scheme shareholders convened by order of the Court pursuant to section 896 of the Companies Act 2006 for the purpose of considering and, if thought fit, approving the Scheme (with or without amendment) and any adjournment or postponement thereof
Court Sanction Hearing	the court hearing to sanction the Scheme
Directors	the directors of the Company
Effective Date	the date upon which the Acquisition becomes effective in accordance with its terms or, if the Company elects, and if the Panel consents, to implement the Acquisition by way of a Takeover Offer, the date on which such Takeover Offer becomes or is declared unconditional in all respects
Enlarged Issued Share Capital	752,178,347 Shares, being the expected enlarged issued ordinary share capital of the Company on Admission
Equity Securities	(a) Shares in the Company; or (b) rights to subscribe for, or to convert securities into, Shares in the Company
Exchange Ratio	2.6797 new Shares for each IIG Share held
General Meeting	the general meeting of the Company to be convened by the notice on pages 11 to 14 of this document
Helikon	Helikon Investments Limited
Helikon Shares	the new Shares to be allotted and issued by the Company to Helikon upon the achievement of Milestone 2 and Milestone 3 under the Investment Agreement
IIG	Intuitive Investments Group plc
IIG Resolutions	the resolutions to be proposed by IIG at the general meeting of IIG Shareholders in connection with, amongst other things, the alteration of IIG's articles of association and such other matters as may be necessary to implement the Scheme and the delisting of IIG Shares from trading on the Specialist Fund Segment of the Main Market of the London Stock Exchange
IIG Shareholders	the registered holders of IIG Shares
IIG Shares	the ordinary shares of £0.10 in the capital of IIG
Independent Director	David Williams
Long Stop Date	28 February 2027
LSE or London Stock Exchange	London Stock Exchange plc, a public company incorporated in England and Wales with number 02075721, together with any successors thereto
Main Market	the main market for listed securities of the London Stock Exchange

Memorandum	the memorandum of association of the Company
New Articles	the new articles of association of the Company proposed to be adopted in substitution for, and to the exclusion of, the existing articles of association in connection with the Acquisition and Admission
Offer Period	the offer period (as defined by the Takeover Code) relating to IIG, which commenced on 8 April 2026
Official List	the Official List maintained by the Financial Conduct Authority pursuant to Part 6 of FSMA
Register	the register of members of the Company
Rights	rights to subscribe for or convert any security into Shares
Scheme	the proposed scheme of arrangement under Part 26 of the Companies Act 2006 to effect the Acquisition
Scheme Document	the document dated 9 July 2026 sent by IIG to IIG Shareholders and persons with information rights containing the full terms and conditions of the Scheme
Scheme Record Time	6.00 p.m. on the Business Day immediately prior to the Effective Date
Shareholders	holders of any Share
Shares	ordinary shares of £0.01 each in the capital of the Company
Takeover Offer	should the Acquisition be implemented by way of a takeover offer as defined in Chapter 3 of Part 28 of the Companies Act 2006, the offer to be made by or on behalf of the Company to acquire the entire issued and to be issued ordinary share capital of IIG and, where the context admits, any subsequent revision, variation, extension or renewal of such takeover offer