

THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the contents of this document or the action you should take, you are recommended to seek advice from your own stockbroker, bank manager, solicitor, accountant, or other professional adviser authorised pursuant to the Financial Services and Markets Act 2000, if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser in the relevant jurisdiction.

If you have sold or otherwise transferred all of your shares in the Company, please send this document and the accompanying form of proxy at once 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.

Minoan Group Plc

(incorporated in England and Wales and registered with number 3770602)

PROPOSED REFINANCING AND PLACING

AND

NOTICE OF GENERAL MEETING

Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 6 to 10 of this document and which contains, amongst other matters, the unanimous recommendation of the Directors to vote in favour of the resolutions to be proposed at the Meeting.

Notice of the General Meeting of the Company, which will be held at 10.05 a.m. on 6 August 2020 (or, if later, as soon thereafter as the reconvened Annual General Meeting convened for 10.00 a.m. on the same day has concluded) at St Dunstan's Church Hall, 80 London Road, Canterbury, CT2 8LS, is set out at the end of this document. Shareholders are requested to return the enclosed form of proxy, which to be valid must be completed in accordance with the instructions printed thereon and returned so as to be received as soon as possible by the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD but in any event not later than 10.05 a.m. on 4 August 2020.

Please note that the evolving COVID-19 situation and the related Government guidelines have clearly impacted the ability of Shareholders to attend the General Meeting. The Company will therefore hold the meeting with the minimum quorum of Shareholders present to conduct the business of the meeting (being the Chairman and one other Shareholder). Social distancing measures will be in place. Shareholders should not travel to the venue as no other Shareholders will be permitted to physically attend the meeting and any Shareholder who attempts to attend the meeting in person will be refused entry. As Shareholders will not be able to attend the meeting, the Company requests that Shareholders submit their votes by proxy.

Copies of this document are available until 6 August 2020 on the Company's website www.minoangroup.com.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	21 July 2020
Latest time and date for receipt of forms of proxy	10.05 a.m. on 4 August 2020
Time and date of General Meeting	10.05 a.m. on 6 August 2020 ¹

¹*or, if later, as soon thereafter as the reconvened Annual General Meeting convened for 10.00 a.m. on the same day has concluded*

DEFINITIONS

In this document the following words and phrases shall bear the meaning ascribed below:

Act	means the Companies Act 2006
Board or Directors	means the directors of the Company at the date of this document whose names are set out on page [•] of this document
DAGG	means DAGG LLP, a limited liability partnership the members of which are four persons with an existing beneficial interest in the shares of the Company
Debenture	means the debenture dated 16 October 2013 granted by the Company to Hillside International Holdings Limited and currently held by Zachary
Deferred Preference Shares	means any deferred preference shares of 0.00001 pence each in the capital of the Company that may arise under the New Articles on the conversion of any Preference Share on receipt by the relevant holder of the Preference Share Priority Amount in respect of that share
Deferred Shares	means the existing deferred shares of 24 pence each in the capital of the Company and any Deferred Preference Shares
Existing Articles	means the articles of association of the Company at the date hereof
Existing Loan	means the sum due to Zachary inclusive of principal and interest from the Company being £1,136,427m
General Meeting or Meeting	means the general meeting of the Shareholders convened for 10.05 a.m. on 6 August 2020 or, if later, as soon thereafter as the reconvened Annual General Meeting to be held at 10.00 a.m. on the same day has concluded
Group	means the Company and each subsidiary of the Company
Independent Directors	means the Directors other than Christopher Egleton
Minoan or the Company	means Minoan Group Plc
Loyalward	means Loyalward Limited, a wholly owned subsidiary of the Company

Loyalward Leisure	means Loyalward Leisure PLC, a wholly owned subsidiary of the Company
New Articles	means the articles of association of the Company proposed to be adopted pursuant to Resolution 1
Notice	means the notice of General Meeting which is set out on pages 11 to 14 of this document
Ordinary Shares	means the ordinary shares of one penny each in nominal value in the capital of the Company
Preference Share Priority Amount	means the aggregate sum of £1.00 per Preference Share whether paid by way of any one or more of dividend or distribution, redemption, takeover or return of capital
Preference Shares	means the new preference shares of 0.00001 pence each in nominal value in the capital of the Company having the rights set out in the New Articles to be allotted and issued to Zachary subject to, among other things, the Resolutions being passed
Project	means the Group's development project in Crete
Resolutions	means the resolutions set out in the Notice and references to a 'Resolution' shall be construed accordingly
Shareholders	means the holders of Ordinary Shares
Silja	means Silja Investments Limited
Zachary	means Zachary Asset Holdings Limited

Minoan Group Plc

(a company incorporated in England and Wales and registered with number 3770602)

Directors

C W Egleton (*Chairman*)
B D Bartman
G D Cook
T R C Hill

3rd Floor, AMP House
Dingwall Road
Croydon
Surrey
CR0 2LX

Registered Office: 30 Crown Place
London
EC2A 4ES

21 July 2020

To all Shareholders and, for information purposes only, to holders of options and warrants to subscribe for Ordinary Shares

Dear Shareholder,

Your Board is pleased to announce the successful conclusion of its previously disclosed negotiations with its existing lender, Zachary, the refinancing of the Existing Loan with its new lender, DAGG, the cancellation of warrants and rights to warrants held by Silja and a fundraising to raise further working capital. These proposals are subject to Shareholders passing the Resolutions at the General Meeting. Notice of the General Meeting to be held on 6 August 2020 is set out at the end of this document. The unanimous recommendation of the Directors to vote in favour of the Resolutions is set out at the end of this letter.

The various agreements relating to these proposals are conditional on the passing of the Resolutions to be proposed at the General Meeting. Under the terms of the proposed arrangements:

1. the Company's subsidiary, Loyalward Leisure, has conditionally agreed to acquire the Existing Loan due to Zachary, amounting to circa £1.136m including interest, at its face value together with the Debenture granted by the Company and now held by Zachary. The consideration will be payable as to £510,000 in cash on completion and the balance will be left outstanding under a convertible loan agreement which will not be interest bearing and will be repayable on 31 May 2021 unless it is capitalised earlier;
2. the convertible loan agreement provides that it may be novated to the Company and that immediately on such novation the loan is to be capitalised and Zachary will receive an equivalent number of Preference Shares at a price of £1 per share. It is the Group's intention to novate the convertible loan agreement to the Company so that the balance of the consideration is discharged by the issue of Preference Shares at, or as soon as possible following, completion. The rights attaching to the Preference Shares are described in paragraph 6 below;
3. DAGG has conditionally agreed to acquire the Existing Loan and the Debenture from Loyalward Leisure for £510,000 payable in cash on completion. DAGG has also conditionally agreed to extend the date for repayment of the loan until 31 May 2021 and to soften the terms of the loan in a number of respects. The loan is not assignable other than to the current members of DAGG. The current interest rate of 10% per annum will remain in place. This results in the transaction being cash neutral to the Group at completion;
4. on completion, and in consideration for softening the terms of the loan, DAGG will receive warrants to subscribe for up to 35,000,000 Ordinary Shares in the Company at 1.4p per share. These warrants represent c. 6.54% of the fully diluted ordinary share capital of the Company at the date hereof and expire on 31 May 2022, approximately 16 months earlier than the warrants currently held by Silja;

5. Silja currently holds warrants to subscribe for up to 87,276,998 Ordinary Shares at various prices between 2.5 and 9.0 pence per share. These warrants are exercisable at any time prior to 12 October 2023. It also has the right to receive further warrants equal to 17% of any equity issue made by the Company from time to time. Silja has conditionally agreed that on completion, both these warrants and the right to further warrants will be cancelled for the sum of £250,000 which will be settled by the Company allotting and issuing 25,000,000 Ordinary Shares to Silja (representing 5.71 per cent. of the current issued share capital of the Company) at par;

6. under the New Articles the Preference Shares will have the following rights:

6.1 *Income*

a preferential right to dividends and distributions until the holders have received the Preference Share Priority Amount following which all dividends and distributions will be made among the holders of the Ordinary Shares only.

For so long as Preference Shares are in issue the Company will not make any dividend or distribution other than in cash without the prior approval of holders of a majority of the Preference Shares then in issue.

6.2 *Capital*

On any return of capital the surplus assets of the Company remaining after the repayment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so) in the following order:

- (a) first, to the holders of the Preference Shares until they have received the Preference Share Priority Amount and thereafter the holders of the Preference Shares will cease to have any further entitlement in respect of any return of capital;
- (b) second, to the holders of the Ordinary Shares all available amounts up to an aggregate amount of £100,000 per Ordinary Share;
- (c) third, to the holders of the Deferred Shares, an amount equal to the amount paid up on such Deferred Shares held by them;
- (d) following the application of (a), (b) and (c) the balance of the surplus assets (if any) shall be distributed among the holders of the Ordinary Shares,

and if it is not lawful for the Company to distribute its surplus assets in accordance with this waterfall, the shareholders shall take such action reasonably required by the holders of a majority of the Preference Shares to achieve an equivalent allocation of value.

6.3 *Takeover*

In the event of any person acquiring an interest of 30% or more in the Ordinary Shares (other than by way of subscription) the Company shall use all reasonable endeavours to procure that the acquirer shall make an offer to acquire all of the Preference Shares for an amount which will result in each holder of Preference Shares having received in aggregate the Preference Share Priority Amount on each Preference Share they hold on completion of such takeover.

6.4 *Redemption*

The Company shall be entitled to redeem some or all of the Preference Shares held by one or more holders of the Preference Shares, by giving written notice to such holder(s) of Preference Shares, at any time or time(s), for such amount as will result in the relevant holder of Preference Shares having received in aggregate the Preference Share Priority Amount for each Preference Share the Company redeems.

6.5 *Conversion*

Immediately following the receipt by a holder of Preference Shares of the Preference Share Priority Amount in respect of any Preference Share they hold, that Preference Share shall automatically convert into a Deferred Preference Share. The Company shall, subject to it being able to comply with the Act, without requiring the sanction of or being obliged to notify any holder of Deferred Preference Shares, redeem all of the Deferred Preference Shares in issue within 7 business days of their creation by paying to one holder of Deferred Preference Shares the sum of one pence.

6.6 *Voting*

The Preference Shares and the Deferred Preference Shares shall not carry any right for the holder to receive notice of, or to attend, speak at, or vote at any general meeting of the Company provided that if the Company breaches any of the rights of the Preference Shares relating to income, capital, redemption or on a takeover, then (for as long as the relevant breach subsists), each holder of Preference Shares shall (after becoming aware of the circumstances giving rise to the breach) be entitled, to receive notice of, attend or vote at any general meeting of the Company and shall be entitled to exercise one vote for every Preference Share of which it is the holder.

The Company has also announced today that it is proposing to raise £205,000 through the issue of new Ordinary Shares at a price of 1.1 pence per share. The Chairman, Christopher Egleton, is investing £50,000 in this fundraising and both David Raby and Nicholas Day, directors of Loyalward Limited are also investing £50,000 and £25,000 respectively.

Future prospects

The Board welcomes the support of DAGG and its members as the Group will now move to accelerate the Covid delayed partnership discussions and, accordingly, the Project start.

The Directors believe that the arrangements set out above, if approved by Shareholders, will significantly reduce the present and future fully diluted share capital of the Company. This will benefit existing Shareholders whilst also make it easier for the Company to attract external investment in the future, should it be required, by removing the need to grant warrants amounting to 17% of any equity issue to Silja. Completion of the arrangements will put the Group on a more solid financial footing and enable it to focus on implementing its strategy of enhancing the Project's value and progressing towards its crystallisation for the benefit of shareholders. The Company expects that the next twelve months should see significant progress.

General Meeting and Resolutions

The Notice convening the General Meeting to be held at 10.05 a.m. on 6 August 2020 (or, if later, as soon thereafter as the re-convened Annual General Meeting convened for 10.00 a.m. on the same day has concluded at 10.04 a.m. at which the Resolutions will be proposed as set out at the end of this document.

Resolution 1 – Adoption of New Articles

Resolution 1 is proposed as a special resolution and will adopt the New Articles in substitution for the Existing Articles. The only changes from the Existing Articles relate to the creation of, and the rights attaching to, the Preference Shares and Deferred Preference Shares. Once a holder of a Preference Share has received £1 in respect of such share whether by way of dividend, distribution, takeover, redemption or return of capital it will automatically convert into a Deferred Preference Share. Deferred Preference Shares are not transferable, carry no voting rights, no rights to dividends or distributions and very limited rights on a return of capital as referred to above and can also be acquired by the Company for an aggregate sum of £1. A copy of the New Articles is available on request to the Company Secretary and will be available on the Company's website.

Resolution 2 – Authority to allot

Resolution 2 is proposed as an ordinary resolution and will give the directors authority to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into shares in the Company provided that the authority is limited to:

- (a) the entry into the convertible loan agreement as referred to above and the subsequent allotment and issue of 626,427 Preference Shares to Zachary as referred to in this document;
- (b) the allotment and issue of 25,000,000 Ordinary Shares to Silja as referred to in this document
- (c) the allotment and issue of 35,000,000 warrants to subscribe for Ordinary Shares to DAGG or as it may direct in accordance with the terms of its agreement with the Company as referred to above; and
- (d) the allotment and issue of 18,636,367 Ordinary Shares pursuant to the fundraising referred to in this document.

Such authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on 31 August 2020. This authority is in addition to any existing such authority. While this Resolution empowers the directors to allot shares and grant rights, they are required by the Act to effect any such allotment of equity shares for cash on a pre-emptive basis save to the extent that they are otherwise authorised. Resolution 3 contains a limited power to allot and grant rights on a non pre-emptive basis. The Preference Shares are not equity shares and so the rights of pre-emption under the Act do not apply to them.

Resolution 3 – Disapplication of Pre-Emption Rights

Resolution 3 is proposed as a special resolution and will empower the directors of the Company pursuant to section 570 of the Act to allot equity securities for cash pursuant to the authority conferred by Resolution 2 as if section 561 of the Act did not apply to the allotment provided that this power is limited to:-

- (a) the allotment and issue of 25,000,000 Ordinary Shares to Silja as referred to in this document;
- (b) the allotment and issue of 35,000,000 warrants to subscribe for Ordinary Shares to DAGG or as it may direct in accordance with the terms of its agreement with the Company;
- (c) the allotment and issue of up to 18,636,637 Ordinary Shares pursuant to the fundraising referred to in this document

and such authority will expire on 31 August 2020, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this Resolution had not expired. This authority is in addition to any existing such authority. The Act does not give rights of pre-emption to Ordinary Shareholders in relation to the allotment and issue of the Preference Shares.

These Resolutions are required in order to effect the transactions referred to in this document. **Shareholders should be aware that in the event that these Resolutions are not passed, the Company will need to arrange alternative and probably less attractive funding in order to repay the Existing Loan.**

The evolving COVID-19 situation and the related Government guidelines have clearly impacted the ability of Shareholders to attend the General Meeting. The Company will therefore hold the Meeting with the minimum quorum of Shareholders present to conduct the business of the Meeting (being the Chairman and one other Shareholders). Social distancing measures will be in place. Shareholders are requested not to travel to the venue as no other Shareholders will be permitted to physically attend the meeting and any Shareholder who attempts to attend the meeting in person will be refused entry.

As Shareholders will not be able to attend the meeting, the Company requests that Shareholders submit their votes by completing the enclosed form of proxy and returning it by post in accordance the instructions printed thereon and each of the Resolutions will be held on a poll.

Related party transactions

The proposed arrangements have a number of related parties involved. As mentioned, Christopher Egleton, Minoan's Chairman, will be participating in the placing for up to £50,000, alongside Nicholas Day, a director of Loyalward and substantial shareholder of Minoan for £25,000, and David Raby, also a director of Loyalward and a significant shareholder of Minoan for £50,000. Nicholas Day is also a member of DAGG with a 14.7% interest following a £75,000 investment.

The Independent Directors, having consulted with the Company's nominated adviser, WH Ireland Limited, consider that the terms of these related party transactions are fair and reasonable insofar as the Shareholders are concerned on the basis that the reorganisation of the secured borrowings has resulted in more favourable terms for Minoan, with the repayment period extended until 31 July 2021, the terms softened and the cancellation of existing and rights to future warrants that have historically diluted shareholders and the placing provides working capital for the Company.

Action to be taken

A form of proxy for use by Shareholders in connection with the Meeting is enclosed. You are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it to the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD as soon as possible. **To be valid the registrars must receive your duly completed form of proxy by no later than 10.05 a.m. on 4 August 2020.**

Recommendation

The Directors consider that all the Resolutions are in the best interests of the Company and its Shareholders as a whole and they unanimously recommend that you vote in favour of them as the Directors intend to do in respect of their own beneficial holdings of 16,776,640 Ordinary Shares representing 3.83 per cent of the current issued ordinary share capital of the Company.

Christopher W Egleton

Chairman

Minoan Group Plc

(a company incorporated in England and Wales and registered with number 3770602)

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Minoan Group Plc (the “**Company**”) will be held at 10.05 a.m. on 6 August 2020 or, if later, as soon thereafter as the reconvened Annual General Meeting convened for 10.00 a.m. on the same day has concluded at St Dunstan’s Church Hall, 80 London Road, Canterbury, CT2 8LS for the purpose of considering and, if thought fit, to pass the following resolutions of which Resolution 2 will be proposed as an Ordinary Resolution and Resolutions 1 and 3 will be proposed as Special Resolutions:-

In this notice, unless the context requires otherwise, words and expressions defined in the circular to shareholders of the Company dated 21 July 2020 (the “**Circular**”), of which this notice forms part, shall have the same meanings when used in this notice.

Resolution 1
(Adoption of new articles of association) THAT the New Articles of the Company produced to the meeting and initialled by the chair of the meeting for the purpose of identification, be and are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Existing Articles on and with effect from the conclusion of the Meeting.

Resolution 2
(Directors' authority to allot) THAT, in addition to all subsisting authorities to the extent unused at the date of this resolution, the directors of the Company be and are hereby generally and unconditionally authorised pursuant to, and in accordance with, section 551 of the Companies Act 2006 (the “**Act**”), to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or to allot or to convert any security into, shares in the Company:

- (a) an aggregate nominal amount of 6.26427 pence in respect of the entry into the convertible loan agreement referred to in the Circular and the consequent allotment of 626,427 Preference Shares to Zachary as referred to in the Circular;
- (b) an aggregate nominal amount of £250,000 in respect of the allotment of 25,000,000 Ordinary Shares to Silja as referred to in the Circular;
- (c) an aggregate nominal amount of £350,000 in respect of the grant of 35,000,000 Warrants to DAGG or as it may direct in accordance with the terms of its agreement with the Company as referred to in the Circular;
- (d) an aggregate nominal amount of £186,363.67 (being equal to 18,636,367 Ordinary Shares) pursuant to the fundraising referred to in the Circular,

and so (i) that the directors of the Company may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter and (ii) the authorities conferred by this resolution shall expire at 11:59 p.m. on 31 August 2020 (unless previously revoked or varied by the Company in general meeting) save that the Company may, before such expiry, revocation or variation make offers and enter into agreements which would, or might, require shares to be allotted or rights to be granted after such expiry, revocation or variation and the directors of the Company may allot shares or grant rights in pursuance of any such offer or agreement as if the authority hereby conferred had not expired or been revoked or varied.

Resolution 3
(Disapplication) THAT, in addition to all subsisting authorities to the extent unused at the date of this resolution, and subject to and conditional upon the passing of Resolution 2 above, the directors of the Company be and are hereby generally and unconditionally

of pre-emption rights) empowered pursuant to section 571(1) of the Act to allot or make offers or agreements to allot equity securities (within the meaning of section 560 of the Act) in connection with:

- (a) the allotment and issue of 25,000,000 Ordinary Shares to Silja as referred to in the Circular;
- (b) the grant of 35,000,000 warrants to subscribe for Ordinary Shares to DAGG or as it may direct in accordance with the terms of its agreement with the Company as described in the Circular;
- (c) the allotment and issue of 18,636,367 Ordinary Shares pursuant to the fundraising referred to in the Circular,

as if, in each case, section 561 of the Act did not apply to any such allotment. The authority conferred by this resolution shall expire at 11:59 p.m. on 31 August 2020 (unless previously revoked or varied by the Company in general meeting) save that the Company may, before such expiry, revocation or variation, make offers and enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after such expiry, revocation or variation and the directors of the Company may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority hereby conferred had not expired or been revoked or varied.

By order of the Board

W C Cole

Company Secretary

Registered Office
30 Crown Place, London EC2A 4ES

21 July 2020

Notes to Members

1. A member entitled to attend, speak and vote at the meeting is requested to appoint one or more proxies to vote instead of him in respect of rights attaching to a different share or shares held by that member. The proxy need not be a member of the Company. Please refer to the notes to the form of proxy for further information on appointing a proxy, including how to appoint multiple proxies (as the case may be).
2. If you wish to appoint a proxy other than the Chairman of the meeting write the full name of your proxy in the box provided. The change should be initialled.
3. In the absence of instructions, the person you have appointed as your proxy may vote or abstain from voting as he/she thinks fit on the resolution and, unless otherwise instructed, may also vote or abstain from voting on any other matter (including amendments to resolutions) which may properly come before the meeting.
4. To be effective, the enclosed form of proxy must be duly completed and deposited together with any power of attorney or other authority (if any) under which it is executed (or notarially certified or authorised copy of such power or authority) and lodged at Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD as soon as possible, but in any event so as to be received by the Company's registrars not later 10.05 a.m. on 4 August 2020.

5. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members entered on the register of members of the Company at 6.00 p.m. on 4 August 2020 shall normally be entitled to vote at the meeting or, if the meeting is adjourned, close of business on such date being not more than two days prior to the date fixed for the adjourned meeting. Changes to entries on the register of members after such time shall be disregarded in determining the right of any person to vote at the meeting.
6. Resolution 2 is proposed as ordinary resolution. This means that for the resolution to be passed, more than half of the votes cast must be in favour of the resolution.
7. Resolutions 1 and 3 are proposed as special resolutions. This means that for the resolution to be passed, not less than seventy five per cent. (75%) of the votes cast must be in favour of the resolution.
8. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names of the holders stand in the register of members in respect of the joint holding.
9. If two or more valid forms of proxy are delivered in respect of the same share, the one which was delivered last (regardless of its date or execution) will be valid. If the Company is unable to determine which was last delivered, none of them shall be treated as valid in respect of the relevant share(s).
10. CREST Members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so 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(s), should refer to their CREST Sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Proxies submitted via CREST must be received by the Company's agent (Neville Registrars Limited) by no later than 10.05 a.m. on 4 August 2020 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day)).
11. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The time of receipt of a proxy appointment or an instruction to a previously appointed proxy will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer's agent (CREST ID 7RA11) is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
12. Any electronic address provided either in this notice or any related documents (including the Chairman's letter and proxy form) may not be used to communicate with the Company for any purposes other than those expressly stated. Members who have general queries about the General Meeting should contact Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD. No other form of communication will be accepted.
13. As at 6.00 p.m. on the day immediately prior to the date of posting of this Notice of General Meeting, the Company's issued share capital comprised 437,793,233 Ordinary Shares. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00 p.m. on the day immediately prior to the date of posting of this Notice of General Meeting is 437,793,233.
14. A copy of this Notice can be found at www.minoangroup.com.

15. You may not use any electronic address (within the meaning of section 333(4) of the Act) provided in this Notice (or in any related documents including the proxy form) to communicate with the Company for any purposes other than those expressly stated in this Circular.