

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)

NOTICE RE-CONVENING THE ANNUAL GENERAL MEETING

Your attention is drawn to the letter from the Chairman of the Company which is set out on page 4 of this document and which contains, amongst other matters, the unanimous recommendation of the Directors to vote in favour of the resolution to be proposed at the Meeting.

The Notice re-convening the Annual General Meeting of the Company, which will be held at 11.00 a.m. on 10 November 2023 at the offices of Pinsent Masons LLP, 30 Crown Place, London, EC2A 4ES, 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 11.00 a.m. on 8 November 2023. Shareholders who have already lodged a form of proxy in relation to the AGM need take no action unless they wish to change their vote. Completion and delivery of a form of proxy will negate any earlier form of proxy.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	18 October 2023
Latest time and date for receipt of forms of proxy	11.00 a.m. on 8 November 2023
Time and date of Re-convened Annual General Meeting	11.00 a.m. on 10 November 2023

DEFINITIONS

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

Act	means the Companies Act 2006.
Annual General Meeting or AGM	means the annual general meeting of the Company held on 28 April 2023 now re-convened for 11.00 a.m. on 10 November 2023 and any adjournment thereof, notice of which is set out at the end of this document.
Board or Directors	means the directors of the Company at the date of this document whose names are set out on page 4 of this document.
Group	means the Company and each subsidiary of the Company.
Minoan or the Company	means Minoan Group Plc.
Notice	means the notice re-convening the Annual General Meeting which is set out on page 5 and 6 of this document.
Ordinary Shares	means the ordinary shares of one penny each in nominal value in the capital of the Company.
Resolution	means the resolution set out in the Notice.
Shareholders	means the holders of Ordinary Shares.

Minoan Group Plc

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

Directors

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

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

Registered Office: 30 Crown Place
London
EC2A 4ES

18 October 2023

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

Dear Shareholder,

You will be aware that the 2023 AGM was adjourned in relation to Resolution 1 - Receiving the Accounts.

I am writing to you now with details of the re-convening of the Company's AGM, which will be held at 11.00 a.m. on 10 November 2023 at the offices of Pinsent Masons LLP, 30 Crown Place, London, EC2A 4ES. The formal Notice is set out on page 5 of this document.

Re-Convened AGM

The only business to be conducted at the Re-convened AGM is consideration of the Resolution being an ordinary resolution that the Report of the Directors and the Report and Financial Statements for the year ended 31 October 2022 together with the report of the auditors be received and considered.

Action to be taken

If Shareholders would like to vote on the Resolution and have not already completed and delivered a form of proxy in relation to the AGM or wish to change how they voted they are requested to complete and sign the enclosed 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 and in any event so as to be received by the registrars not later than 11.00 a.m. on 8 November 2023.

Recommendation

The Directors consider that the Resolution is in the best interests of the Company and its Shareholders as a whole and they recommend that you vote in favour thereof as the Directors intend to do in respect of their own beneficial holdings of 39,387,172 Ordinary Shares representing 5.25 per cent of the current issued ordinary share capital of the Company.

Yours sincerely

Christopher W Egleton
Chairman

Minoan Group Plc

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

NOTICE OF RE-CONVENING OF THE ANNUAL GENERAL MEETING

Notice is hereby given of the re-convening of the Annual General Meeting of Minoan Group Plc (the "**Company**") which will be held at 11.00 a.m. on 10 November 2023 at the offices of Pinsent Masons LLP, 30 Crown Place, London, EC2A 4ES for the purpose of considering, and if thought fit, passing the following ordinary resolution:

Ordinary Resolution

- Resolution 1 That the accounts for the year ended 31 October 2022 together with the reports of the directors and auditors thereon be received and considered.

By order of the Board

W C Cole

Company Secretary

Registered Office
30 Crown Place, London EC2A 4ES

18 October 2023

Notes to Members

1. A member normally 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 11.00 a.m. on 8 November 2023.
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 8 November 2023 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. The Resolution 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. 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.

8. 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).
9. 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 11.00 a.m. on 8 November 2023 (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)).
10. 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.
11. 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.
12. As at 6.00 p.m. on the day immediately prior to the date of posting of this Notice of Re-convened Annual General Meeting, the Company's issued share capital comprised 751,368,219 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 751,368,219.
13. A copy of this Notice can be found at www.minoangroup.com.
14. 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.