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If you were a Shareholder and have sold or otherwise transferred all your Ordinary Shares, please send this Document as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, neither this Document nor any accompanying document(s) should be forwarded or transmitted to or in any jurisdiction outside the United Kingdom where to do so may violate any legal or regulatory requirement. If you sell or have sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain this Document and immediately consult the stockbroker, bank or other agent through whom the sale or transfer was effected. If you receive this Document as a purchaser or transferee, please contact the Registrar for a personalised Form of Proxy.

This Document contains no offer of transferable securities to the public within the meaning of section 10213 of the FSMA, the Companies Act 2006 or otherwise. Accordingly, this Document does not constitute a prospectus within the meaning of section 85 of FSMA and has not been (and is not required to be) drawn up in accordance with the Prospectus Rules or approved by the UK Financial Conduct Authority or any other competent authority.

Rockwood Strategic plc

(Incorporated and registered in England & Wales under the Companies Act 1985 with registered number 03813450)

Proposed grant of general authority to allot Ordinary Shares

Proposed disapplication of pre-emption rights in respect of the allotment of Ordinary Shares

and

Notice of General Meeting

GENERAL MEETING

Notice of a General Meeting to be held at the offices of Harwood Capital LLP, 6 Stratton Street, Mayfair, London, W1J 8LD at 12.00 p.m. on 3 February 2025 is set out at the end of this Document.

All Shareholders are encouraged to vote in favour of the Resolutions to be proposed at the General Meeting and if the Ordinary Shares are not held directly, to arrange for their nominee to vote on their behalf.

You will not have received a hard copy Form of Proxy for the General Meeting in the post. You can instead submit your proxy vote electronically at www.signalshares.com as soon as possible and, in any event, by no later than 12.00 p.m. on 30 January 2025. Alternatively, you can vote via the LinkVote+ app (please refer to the Notice of General Meeting at Part 3 of this Document for more details).

You may request a hard copy Form of Proxy directly from the Company's Registrars, Link Group, by emailing shareholderenquiries@linkgroup.co.uk, calling 0371 664 0300 or by post at Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. 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. To be valid, any hard copy Form of Proxy or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's Registrars, Link Group no later than 48 hours before the time for the holding of the General Meeting or any adjournment of it.

If you hold your Ordinary Shares in uncertificated form (i.e. in CREST) you may vote using the CREST electronic voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the Notice of General Meeting set out at Part 3 of this Document). Proxies submitted via CREST for the General Meeting must be transmitted via CREST Proxy Instruction to ID RA10 so as to be received by the Registrars as soon as possible and, in any event, by no later than 12.00 p.m. on 30 January 2025.

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.

Copies of this Document are available from the Company's registered office at 6th Floor, 60 Gracechurch Street, London, EC3V 0HR from the date of this Document to the date of the General Meeting and also from the Company Website at: <https://www.rockwoodstrategic.co.uk/key-docs/>

This Document should be read as a whole. Your attention is drawn to the letter from the Chairman which is set out in Part 1 of this Document, and which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting. A summary of the action to be taken by Shareholders is set out in the section entitled "Action to be Taken" in paragraph 5 of Part 1 of this Document.

IMPORTANT NOTICE

No person has been authorised to give any information or make any representations other than those contained in this Document and, if given or made, such information or representations must not be relied on as having been so authorised. The delivery of this Document shall not, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this Document or that the information in it is correct as of any subsequent time.

The contents of the Company Website, and any website directly or indirectly linked to the Company Website, do not form part of this Circular and should not be relied upon.

Cautionary note regarding forward-looking statements

This Document contains indications of likely future developments and other forward-looking statements that are subject to risk factors associated with, among other things, the economic and business circumstances occurring from time to time in the countries, sectors and business segments in which the Company (or any of the entities it holds an interest in) operates. These factors include, but are not limited to, those discussed in the Prospectus which is referred to at paragraph 2 of Part 1 of this Document. These and other factors could adversely affect the Company's results, strategy and prospects. Forward-looking statements involve risks, uncertainties and assumptions. They relate to events and/or depend on circumstances in the future which could cause actual results and outcomes to differ materially from those currently anticipated. No obligation or duty is assumed (except as required by the DTRs, the rules of the London Stock Exchange and by law) to update any forward-looking statements, whether as a result of new information, future events or otherwise.

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EXPECTED TIMETABLE OF EVENTS

Date of this Document	17 January 2025
Latest time and date for receipt of proxy votes	12.00 p.m. on 30 January 2025
General Meeting	12.00 p.m. on 3 February 2025
Results of General Meeting announced	by 4 February 2025

Notes:

1. Each of the times and dates referred to in the expected timetable above and elsewhere in this Document may be changed at the discretion of the Company. If any of the above times and/or dates change, the revised time(s) and/or date(s) will be notified to Shareholders by an announcement through a Regulatory Information Service and, if required, the publication of a supplementary circular.
2. All times referred to in this Document are, unless otherwise stated, references to London (UK) time.

PART 1

LETTER FROM THE CHAIRMAN

Rockwood Strategic plc

(Incorporated in England and Wales under the Companies Act 1985 with registered number 03813450)

Directors

Noel Lamb (*Non-executive Director and Chairman*)
Kenneth Lever (*Non-executive Director*)
Paul Dudley (*Non-executive Director*)

Registered Office

6th Floor
60 Gracechurch Street
London
EC3V 0HR

17 January 2025

Dear Shareholder

Proposed grant of general authority to allot Ordinary Shares
Proposed disapplication of pre-emption rights in respect of the allotment of Ordinary Shares
and
Notice of General Meeting

1. Introduction

On 31 July 2024, the Company published a Prospectus to provide the Company the capacity to issue up to a maximum of 12,877,954 Ordinary Shares equivalent to 40 per cent. of the Company's issued share capital at the latest date prior to publication of the Prospectus. The Directors were previously empowered to issue and allot up to 6,438,976 Ordinary Shares (equivalent to 20 per cent. of the Company's issued share capital at the latest date prior the Annual General Meeting) pursuant to the authority duly passed by Shareholders at the Company's Annual General Meeting.

The Board has today announced proposals (the "**Proposals**") to seek Shareholder authority to: (i) allot up to 6,438,978 Ordinary Shares (the "**General Allotment Authority**"); and (ii) disapply pre-emption rights in respect of the Ordinary Shares to be issued pursuant to the General Allotment Authority.

The purpose of this Document is to provide Shareholders with information about the background to and the reasons for the Proposals, to explain why the Board considers the Proposals to be in the best interests of the Company and its Shareholders as a whole, and why the Board unanimously recommends that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting.

Notice of the General Meeting to be held at the offices of Harwood Capital LLP, 6 Stratton Street, Mayfair, London, W1J 8LD commencing at 12.00 p.m. on 3 February 2025 is set out at the end of this Document.

2. Background to and reasons for the Proposals

The Company's Ordinary Shares have generally traded at a premium to the Company's NAV for an extended period of time, with an average premium of 2.7 per cent. in the 12-month period prior to 31 December 2024. The Board believes that the premium rating of the Ordinary Shares has been driven primarily by the Company's strong performance with NAV total return over the 12-month, 36-month and 48-month period prior to 31 December 2024 of 25.7 per cent., 57.7 per cent., and 102.4 per cent. respectively, which compares to a NAV total return in the FTSE AIM All-Share of -5.7 per cent., -40.9 per cent., and -37.8 per cent. over the equivalent periods and in the FTSE Small Cap (ex-ITs) of 9.5 per cent., -6.5 per cent., and 20.2 per cent. over the equivalent periods.

This performance has led to a strong level of interest in the Company's Ordinary Shares and as such an active share issuance programme (the "**Share Programme**"), with the Company issuing 8,686,573 Ordinary

Shares in the 12-months prior to 31 December 2024 and 4,852,777 Ordinary Shares since publication of the Prospectus on 31 July 2024.

As at the date of this Circular, demand for Ordinary Shares continues to be strong and the Directors believe that it is in Shareholders' interests to continue to operate its Share Programme. The Directors intend to use the net proceeds of any share issuance to purchase investments which are consistent with the Company's investment objective and investment policy. The share issuances are also intended to satisfy market demand for Ordinary Shares and to raise money to increase the size of the Company.

On 31 July 2024, the Company published a Prospectus to provide the Company the capacity to issue up to a maximum of 12,877,954 Ordinary Shares. At the Annual General Meeting, the Company was given authority by Shareholders to issue up to 6,438,976 Ordinary Shares on a non-pre-emptive basis. The Company has utilised a significant proportion of this existing authority having issued 4,852,777 Ordinary Shares since the Annual General Meeting.

The Company continues to see strong level of interest in its Ordinary Shares. The Board is therefore seeking Shareholder approval at the General Meeting to issue and allot up to a further 6,438,978 Ordinary Shares such that the Board has a total authority to issue up to 8,025,177 Ordinary Shares.

If 6,438,978 Ordinary Shares are issued pursuant to the General Allotment Authority, being the maximum number of Ordinary Shares that the Directors will be authorised to issue under the Proposals, there would be a dilution of approximately 14.8 per cent. in existing Shareholders' voting control of the Company (as at the Latest Practicable Date) should they choose not to, or be unable to, participate in the issuances of Ordinary Shares. Shareholders' attention is drawn to the 'risk factors' set out in the Prospectus (pages 11 – 18 (inclusive)), which are of relevance to the Shareholders when considering the Proposals, and the Shareholders are therefore encouraged to refer to these 'risk factors' when considering the Proposals.

The Ordinary Shares issued pursuant to the General Allotment Authority will rank *pari passu* with the existing Ordinary Shares then in issue, including the right to receive all future dividends and distributions declared, made or paid on or in respect of such Ordinary Shares where the record date falls after the date of issue of such Ordinary Shares.

3. Benefits of the Proposals

The Board believes that the Proposals have the following benefits for Shareholders:

- increases and widens the practical universe of opportunities for the Company's investment policy, which regularly requires building stakes in investee companies of at least 5 per cent., with market capitalisation of less than £250 million at the point of purchase;
- enables, in a timely and efficient manner, the acquisition of investments in line with the Company's investment policy to create value for Shareholders. The current UK stock market environment being conducive to capital deployment for the medium-term given low equity valuations relative to history and overseas markets;
- greater scale which spreads operating costs over a larger capital base, reducing ongoing charges' ratios;
- improves liquidity and enhances the marketability of the Ordinary Shares, resulting in a broader investor base over the long term;
- the price at which the Company is permitted to issue new Ordinary Shares will mean that the issue of new Ordinary Shares is not dilutive in NAV terms and may, depending upon the level of premium at which the new Ordinary Shares are issued, be NAV accretive; and
- the ability to issue new Ordinary Shares, so as to be able to continue to manage the premium to the prevailing NAV per Ordinary Share at which the Ordinary Shares may trade.

4. Details of the General Meeting

Location, Date and Time

The Proposals are subject to Shareholder approval. Set out at the end of this Document is the Notice of General Meeting to be held at the offices of Harwood Capital LLP, 6 Stratton Street, Mayfair, London, W1J 8LD at 12.00 p.m. on 3 February 2025, where the Resolutions will be proposed.

Resolutions

The Resolutions are proposed as an ordinary resolution and special resolution respectively.

Resolution 1 is proposed as an ordinary resolution which authorises the Directors to issue and allot Ordinary Shares up to a maximum aggregate nominal value of £321,948.90. Resolution 2 is proposed as a special resolution which authorises the Directors to allot equity securities pursuant to the authorities conferred by Resolution 1 on a non-pre-emptive basis, as if section 561 of the Act did not apply to such allotment, as set out in Part 3 of this Document.

Voting and attendance

Voting on the Resolutions will be conducted on a poll. Resolution 1 will require more than 50 per cent. of the votes cast (whether in person or by proxy) to be in favour in order for it to be passed. Resolution 2 will require 75 per cent. of the votes cast (whether in person or by proxy) to be in favour in order for it to be passed.

All Shareholders are entitled to attend and vote at the General Meeting.

In accordance with the Articles, all Shareholders entitled to vote and be present in person or by proxy at the General Meeting shall upon a poll have one vote in respect of each Ordinary Share held. In order to ensure that a quorum is present at the General Meeting, it is necessary for two or more Shareholders to be present in person or by proxy (or, if a corporation, by representative).

5. Action to be taken

YOU ARE ADVISED TO READ ALL OF THE INFORMATION CONTAINED IN THIS DOCUMENT BEFORE DECIDING ON THE COURSE OF ACTION YOU WILL TAKE IN RESPECT OF THE GENERAL MEETING.

Voting at the General Meeting/Form of Proxy

All Shareholders are encouraged to vote in favour of the Resolutions to be proposed at the General Meeting and if the Ordinary Shares are not held directly, to arrange for their nominee to vote on their behalf. Shareholders will not have received a hard copy Form of Proxy for use at the General Meeting. Instead, the Shareholders are invited to submit their proxy vote electronically at: www.signalshares.com or via the LinkVote+ app.

The Form of Proxy (if requested from the Registrar) must be completed, signed and returned in accordance with the instructions printed thereon to the Company's Registrar, Link Group, PXS 1, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL, or deliver it by hand during office hours only to the same address, or submitted electronically at www.signalshares.com so as to be received as soon as possible and in any event by no later than 12.00 p.m. on 30 January 2025.

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to: www.proximity.io.

If you hold your Ordinary Shares in uncertificated form (i.e. in CREST) you may vote using the CREST electronic voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the Notice of General Meeting set out at the end of this Document). Proxies submitted via CREST for the General Meeting must be transmitted via CREST Proxy Instruction to ID RA10 so as to be received by the Registrars, as soon as possible and, in any event, by no later than 12.00 p.m. on 30 January 2025.

Shareholders are requested to complete and return a Form of Proxy whether or not they wish to attend the General Meeting. The return of a Form of Proxy will not prevent Shareholders from attending the General Meeting and voting in person should they so wish.

Shareholders should seek advice from an appropriately qualified independent financial adviser, authorised under FSMA if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside of the United Kingdom.

The results of the General Meeting will be announced through a Regulatory Information Service announcement and the Company Website as soon as possible once known. It is expected that this will be on or around 4 February 2025.

6. Recommendation

The Directors consider that the Proposals are in the best interests of Shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolutions, as they intend to do in respect of their own shareholdings, which in aggregate total 105,760 Ordinary Shares representing approximately 0.3 per cent. of the issued share capital of the Company.

Yours faithfully

Noel Lamb

Non-Executive Chairman

PART 2

DEFINITIONS

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

Articles	the articles of association of the Company from time to time in force
Act	the Companies Act 2006, as amended
Annual General Meeting	the annual general meeting of the Company that occurred on 31 July 2024
Board or Directors	the board of directors of the Company, including any duly constituted committee thereof
Circular or Document	this document
Company	Rockwood Strategic plc
Company Secretary	SGH Company Secretaries Limited
Company Website	https://www.rockwoodstrategic.co.uk/
CREST	the facilities and procedures for the time being of the relevant system of which Euroclear has been approved as operator pursuant to the CREST Regulations
CREST Manual	the manual, as amended from time to time, produced by Euroclear describing the CREST system and supplied by Euroclear to users and participants thereof
CREST Member	a person who has been admitted by Euroclear as a system member (as defined in the CREST Regulations)
CREST Participant	a person who is, in relation to CREST, a system participant (as defined in the CREST Regulations)
CREST Proxy Instruction	the instruction whereby CREST Members send a CREST message appointing a proxy for the General Meeting and instructing the proxy how to vote and containing the information set out in the CREST Manual
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended from time to time
CREST sponsor	a CREST Participant admitted to CREST as a CREST sponsor
CREST sponsored member	a CREST Member admitted to CREST as a sponsored member
DTRs	the Disclosure Guidance and Transparency Rules of the FCA Rules (as amended from time to time)
Euroclear	Euroclear UK & International Limited, the operator of CREST
FCA	the UK Financial Conduct Authority or its successor from time to time
Form of Proxy	the form of proxy which can be requested from the Registrar (at the discretion of Shareholders) for use at the General Meeting

FSMA	the Financial Services and Markets Act 2000, as amended, including any regulations made pursuant thereto
FTSE AIM All-Share	the FTSE AIM All-Share stock market index
FTSE Small Cap	the FTSE Small Cap stock market index
General Allotment Authority	has the meaning given to it in paragraph 1 of Part 1 of this Document
General Meeting	the general meeting of the Company convened for at 12.00 p.m. on 3 February 2025, or any adjournment of that meeting the notice for which is set out at the end of this Document
Latest Practicable Date	16 January 2025, being the last business day prior to the date of this Circular
London Stock Exchange	London Stock Exchange plc
NAV	net asset value
Notice of General Meeting	the notice of the General Meeting which is set out at the end of this Document
Ordinary Shares	the ordinary shares of £0.05 each in the capital of the Company and each “Ordinary Share” shall be construed accordingly
Proposals	has the meaning given to it in paragraph 1 of Part 1 of this Document
Prospectus	the prospectus produced by the Company in respect of the issue of up to 12,877,954 Ordinary Shares, dated 31 July 2024
Prospectus Rules	the prospectus regulation rules made by the FCA under section 73A of FSMA, as amended from time to time
Registrar	the Company's registrar, being Link Group of 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL
Regulatory Information Service	a regulatory information service approved by the FCA and on the list of regulatory information services maintained by the FCA
Resolutions	the ordinary resolution and special resolution to be proposed at the General Meeting as detailed in paragraph 4 of Part 1 of this Document and in the Notice of General Meeting and each “Resolution” shall be construed accordingly
Share Programme	has the meaning given to it at paragraph 2 of Part 1 of this Document
Shareholders	holders of Ordinary Shares at the relevant time
uncertificated form	recorded on the register as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
United Kingdom	the United Kingdom of Great Britain and Northern Ireland

PART 3

NOTICE OF GENERAL MEETING

Rockwood Strategic plc

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 03813450)

Notice is hereby given that a general meeting of Rockwood Strategic plc (the “**Company**”) will be held at the offices of Harwood Capital LLP, 6 Stratton Street, Mayfair, London, W1J 8LD at 12.00 p.m. on 3 February 2025 to consider and, if thought fit, approve the following resolutions which will be proposed as an ordinary resolution and special resolution respectively:

ORDINARY RESOLUTION

1. **THAT**, the Directors of the Company be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot ordinary shares of £0.05 each in the capital of the Company (the “**Ordinary Shares**”) or to grant rights to subscribe for, or convert any security into, Ordinary Shares (the “**Rights**”) up to an aggregate nominal amount of £321,948.90 during the period commencing on the date of the passing of this Resolution and expiring at the conclusion of the next annual general meeting of the Company or 15 months from the passing of this Resolution, whichever is earlier, and provided further that the Company shall be entitled before such expiry to make an offer or agreement which would or might require Ordinary Shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot Ordinary Shares and grant Rights under such offer or agreement as if this authority had not expired.

SPECIAL RESOLUTION

2. **THAT**, subject to and conditional upon the passing of Resolution 1 above, the Directors of the Company be empowered under section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash and/or to sell or transfer shares held by the Company in treasury (as the Directors shall deem appropriate) under the authority conferred on them under section 551 of the Act by Resolution 1 above as if section 561(1) of the Act did not apply to any such allotment provided that this authority and power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £321,948.90 and expire at the conclusion of the next annual general meeting of the Company or 15 months from the passing of this Resolution, whichever is earlier, and provided that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities under such offers or agreements as if the power conferred by this Resolution had not expired and provided further that this authority shall be in substitution for, and to the exclusion of, any existing authority conferred on the Directors.

Save where the context requires otherwise, the definitions contained in the Circular shall have the same meanings where used in these Resolutions.

By order of the Board

SGH Company Secretaries Limited
Company Secretary

Registered Office
6th Floor
60 Gracechurch Street
London EC3V 0HR

17 January 2025

Notes:

1. The Company specifies that only those Shareholders registered on the register of members of the Company as at 6.00 p.m. on 30 January 2025 (or in the event that the meeting is adjourned, only those Shareholders registered on the register of members of the Company as at 6.00 p.m. on the day which is 48 hours prior to the adjourned General Meeting) shall be entitled to attend in person or by proxy and vote at the General Meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the General Meeting.
2. A Shareholder entitled to attend and vote at this General Meeting may appoint one or more persons as his/her proxy to attend, speak and vote on his/her behalf at the General Meeting. A proxy need not be a Shareholder of the Company. If multiple proxies are appointed they must not be appointed in respect of the same Ordinary Shares.
3. You will not have received a hard copy Form of Proxy for the General Meeting in the post. You can instead submit your proxy vote electronically at: www.signalshares.com as soon as possible and, in any event not later than 48 hours before the time of the General Meeting.
4. Alternatively, the Shareholders can vote via the LinkVote+ app. LinkVote+ is a free app for smartphone and tablet provided by Link Group (the Company's Registrar). It offers Shareholders the option to submit a proxy appointment quickly and easily online, as well as real-time access to their shareholding records. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below:

Apple App Store	GooglePlay
	

5. You may request a hard copy Form of Proxy directly from the Company's Registrars, Link Group, by emailing shareholderenquiries@linkgroup.co.uk, calling 0371 664 0300 or by post at Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL. 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. To be valid, any hard copy Form of Proxy or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's Registrars, Link Group no later than 48 hours before the time for the holding of the General Meeting or any adjournment of it.

The appointment of a proxy will not prevent a Shareholder from attending the General Meeting and voting in person if he/she so wishes. A Shareholder present in person or by proxy shall have one vote on a show of hands and on a poll every Shareholder present in person or by proxy shall have one vote for every Ordinary Share of which he/she is the holder.

Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote at the General Meeting as they think fit or, at their discretion, withhold from voting.

The termination of the authority of a person to act as proxy must be notified to the Company in writing. In the case of joint holders of an Ordinary Share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote or votes of the other joint holder or holders, and seniority shall be determined by the order in which the names of the holders stand in the register.

Any question relevant to the business of the General Meeting may be asked at the General Meeting by anyone permitted to speak at the General Meeting.

6. A person to whom this Notice of General Meeting is sent who is a person nominated under Section 146 of the Act to enjoy information rights (a "**Nominated Person**") may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.
7. The statements of the rights of Shareholders in relation to the appointment of proxies in Note 2 above do not apply to a Nominated Person. The rights described in that Note 2 can only be exercised by registered Shareholders of the Company.
8. As at 16 January 2025 (being the last business day prior to the publication of this Document) the Company's issued share capital amounted to 37,047,663 Ordinary Shares carrying one vote each and the total number of voting rights was 37,047,663.
9. 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 Ordinary Shares.
10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for this General Meeting by following 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.

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’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, in order to be valid, must be transmitted so as to be received by the Company’s agent ID RA10 by the latest time for receipt of proxy appointments specified in Note 2 above.

For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions.

It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

11. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to: www.proximity.io. Your proxy must be lodged by 12.00 p.m. on 30 January 2025 in order to be considered valid or, if the General Meeting is adjourned, by the time which is 48 hours before the time of the adjourned General Meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity’s associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
12. Defined terms in this Notice of General Meeting and the Resolutions have the same meanings as given to them in the Circular published by the Company dated 17 January 2025 save where the context requires otherwise.
13. A copy of this Notice of General Meeting is available on the Company’s Website at: <https://www.rockwoodstrategic.co.uk/key-docs/>.

