

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 financial advice from your stockbroker, bank manager, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if you reside elsewhere, another appropriately authorised financial adviser.

If you have recently sold or transferred all of your shares in Gelion Plc, please send this notice and the accompanying documents as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.

Gelion Plc

Notice of Annual General Meeting

**Incorporated in England and Wales under the Companies Act 2006 with
registered number 09796512.**

Thursday, 21 December 2023 at 9.00 a.m. (GMT)

To be held at the offices of Cavendish, One Bartholomew Close, London, EC1A 7BL and via an interactive online presentation using “Investor Meet Company”.

Please note that if joining online you will not be able to cast your vote during the meeting and you are therefore encouraged to vote by proxy (see below).

Proxy voting

Whether or not you intend to attend the 2023 AGM, you are encouraged to vote by proxy at the 2023 AGM. This can be done in any of the following ways:

- by logging on to the share portal: www.signalshares.com and following the instructions; or
- by using the LinkVote+ app – Link Group, the company’s registrar, has launched a shareholder app: LinkVote+, please refer to the procedures set out in the notice; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the notice; or
- 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, in accordance with the procedures set out in the notice; or
- by sending a hard copy form of proxy directly to the Company’s Registrars, Link Group, at Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL or to the Company at Gelion Plc, PO Box 575, Alexandria 2015 NSW, Australia.

All proxy appointments (however made) must be received by Tuesday 19 December 2023 at 9.00 a.m. (GMT).

27 November 2023

Dear Shareholder,

Annual General Meeting

The Board of Directors of Gelion Plc is pleased to invite you to the Annual General Meeting (“**AGM**”) of Gelion Plc (the “**Company**”) to be held on Thursday, 21 December 2023 at 9.00 a.m. (GMT) at the offices of Cavendish, One Bartholomew Close, London, EC1A 7BL and via an interactive online presentation using “Investor Meet Company”.

Please note that the annual report and accounts of the Company for the financial year ended 30 June 2023 will not be laid before the shareholders at the AGM. The Company is required to hold an annual general meeting within six months of its financial year-end, and therefore the Company is convening the AGM to be held prior to the end of December (with the year-end having been 30 June 2023). The Company’s annual report and accounts are being finalised due to delays associated with the Company’s recently announced acquisition and fundraise. The Company expects to announce its results on 12 December 2023 and the annual report therefore cannot be sent to shareholders sufficiently in advance of a meeting to be held in December. Accordingly, a separate meeting of shareholders is intended to be convened before the end of January 2024, at which the receipt of the report and accounts and the reappointment of the auditors, BDO LLP will be put to shareholders and a circular will be posted to shareholders giving notice of that meeting in due course.

The Company expects to announce its results on 12 December 2023.

At the AGM:

- Shareholders will be provided with an overview of the financial performance and activities of the Company during the year.
- The following directors will retire at the AGM and offer themselves for reappointment:
 - John Wood (having been appointed as a director after the last annual general meeting).
 - Amit Gupta, who retires and offers himself for re-election.
 - Thomas Maschmeyer, who retires and offers himself for re-election.

A short biography of each director is set out on the Company’s website – www.gelion.com

- The Board will seek authority to allot ordinary shares in the Company and for pre-emption rights on such shares to be disapplied pursuant to sections 551 and 570 of the Companies Act 2006 respectively.
- The Board does not propose to recommend the payment of a final dividend.
- If attending in person, please report to reception on the ground floor and security will then direct you through the barriers and to the correct lift up to Cavendish on the fifth floor. If you do intend to attend in person, it would be helpful if you would confirm in advance to assist with our planning, by emailing gelion@almastrategic.com.
- If attending online, please ensure that you have emailed gelion@almastrategic.com **before** 9.00 a.m. (GMT) on Tuesday, 19 December 2023, including your full name and address and indicating that you would like to join electronically. You will then be sent instructions on how to access the meeting.

- There will be no electronic voting capability at the meeting and shareholders are encouraged to vote by proxy by the deadline on 9.00 a.m. on Tuesday, 19 December 2023 using the details set out in the enclosed to ensure their vote is counted.
- There will be an opportunity for shareholders to ask questions either via the electronic online platform 'Investor Meet Company' or in person.
- We consider the AGM to be an important part of our shareholder engagement and this year we have arranged an electronic facility which gives you the opportunity to participate in the AGM online, using your smartphone, tablet or computer. If you choose to participate online, you will be able to view a live webcast of the meeting and ask the Board questions. Guidance for electronic participation in the AGM will be sent to shareholders who register for electronic participation in accordance with the enclosed instructions.

You will **not** be able to vote during the meeting electronically. If you cannot attend the meeting in person, please return a form of proxy in accordance with the instructions set out herein to ensure your vote is counted.

Recommendation

The directors of the Company consider that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

The results of the voting on all resolutions will be announced via a Regulatory Information Service and published on our website as soon as practicable following the conclusion of the AGM.

Yours faithfully



Dr Stephen Mahon
Chair

Notice of Annual General Meeting

Company No. 09796512

Notice is hereby given that the Annual General Meeting of Gelion Plc (the “Company”) will be held at Cavendish, One Bartholomew Close, London, EC1A 7BL on Thursday, 21 December 2023 at 9.00 a.m. (GMT).

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 4 will be proposed as ordinary resolutions and Resolution 5 will be proposed as a special resolution.

ORDINARY RESOLUTIONS

1. Reappointment of retiring Director
To reappoint John Wood as a Director, who, having been appointed after the last annual general meeting of the Company, retires in accordance with the Company’s articles of association.
2. Reappointment of retiring Director
To reappoint Amit Gupta as a Director, who retires and offers himself for re-election.
3. Reappointment of retiring Director
To reappoint Thomas Maschmeyer as a Director, who retires and offers himself for re-election.
4. Directors’ authority to allot shares

THAT: in accordance with article 4.2 of the Company’s articles of association and section 551 of the Companies Act 2006 (the “Act”), the directors of the Company (or a duly constituted committee of the directors) (the “Directors”) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company (“Rights”) up to £45,332 (representing one third of the aggregate nominal amount of the Company’s entire issued ordinary share capital at the date of this notice), provided that:

- (a) this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company, or, if earlier, at the close of business on 31st December 2024, 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 and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired;
- (b) this authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities).

SPECIAL RESOLUTION

5. Disapplication of Pre-Emption Rights

THAT: subject to the passing of Resolution 4 above and in accordance with section 570 of the Act and article 4.2 of the Company's articles of association, the Directors be and are hereby generally and unconditionally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) or grant Rights pursuant to the authorisation conferred by Resolution 4 above as if section 561 of the Act did not apply to the allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities made (i) to holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on the record date for such offer and (ii) to holders of other equity securities as may be required by the rights attached to those securities or, if the directors consider it desirable, as may be permitted by such rights, but subject in each case to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (b) the allotment (otherwise than pursuant to paragraph (a) above), of further equity securities up to an aggregate nominal value equal of £13,599 (representing ten per cent of the aggregate nominal amount of the Company's entire issued ordinary share capital at the date of this notice),

and this authorisation shall, subject to the continuance of the authority conferred by Resolution 4 above and unless previously renewed, revoked or varied by special resolution, expire at the conclusion of the Company's next annual general meeting or, if earlier, at the close of business on 31st December 2024, save that the Company may, at any time before such expiry, revocation or variation make offers or enter into agreements which would or might require equity securities to be allotted (or Rights to be granted) after such expiry, revocation or variation and the Directors may allot equity securities (or grant Rights) in pursuance of any such offer or agreement as if this authorisation had not expired or been revoked or varied.

By order of the Board



Billy French

Company Secretary

Gelion Plc (company no. 09796512)

C/O Armstrong
Level 4 LDN:W
3 Noble Street
London
United Kingdom
EC2V 7EE

27 November 2023

Notes to the notice of annual general meeting

Entitlement to attend and vote

1. Only those shareholders registered in the Company's register of members at:
 - 6.00 p.m. (GMT) on Tuesday, 19 December 2023; or
 - if this meeting is adjourned, at close of business on the day two days before the adjourned meeting,shall be entitled to attend, speak and vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Information regarding the meeting available on website

2. Information regarding the meeting can be found at <https://gelion.com/investors>.

Attending the meeting

3. In person, if attending in person, please report to reception on the ground floor and security will then direct you through the barriers and to the correct lift up to Cavendish on the fifth floor.
4. Online, please email gelion@almastrategic.com **before** 9.00 a.m. (GMT) Tuesday, 19 December 2023 including your full name and address. Please then follow the instructions that will be provided to you to allow you to access the meeting. If you miss this deadline for any reason, please do still email this address and we will endeavour to ensure you have access to the meeting.

Appointment of proxies

5. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights at the meeting and you should have received a proxy form with this notice of meeting. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

You may appoint more than one proxy, provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. To appoint more than one proxy, you may write to Link Group at Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL or to the Company at Gelion Plc, C/O Armstrong Level 4 LDN:W 3 Noble Street London EC2V 7EE or by following the electronic appointment options below in note 6. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by you will result in the proxy appointment being invalid. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chair) and give your instructions directly to them.

6. You can:
 - Appoint a proxy or proxies and give proxy instructions by returning the enclosed proxy form by post (see note 8).
 - Register your proxy appointment electronically (see note 9).
 - If you are a CREST member, register your proxy appointment by utilising the CREST electronic proxy appointment service (see note 10).
 - Link Group, the company's registrar, has launched a shareholder app: LinkVote+. (see note 11)
 - 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 (see note 12).

7. 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 their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting.

Appointment of proxy by post

8. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Link Group at PXS1, Central Square, Leeds, LS1 4DL or to the Company at Gelion Plc, PO Box 575, Alexandria 2015 NSW, Australia; and
- received by Link Group or the Company no later than Tuesday, 19 December 2023 at 9.00 a.m. (GMT).

In the case of a shareholder which is a company, the proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Link Group at Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL or by emailing shareholderenquiries@linkgroup.co.uk or by calling +44 (0) 371 664 0300*.

*Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open 9.00 a.m. – 5.30 p.m. (London time), Monday to Friday (excluding public holidays in England and Wales).

Appointment of proxies electronically

9. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by following the instructions set out below. For an electronic proxy appointment to be valid, your appointment must be received by Link Group no later than Tuesday 19 December 2023 at 9.00 a.m. (GMT).

Appointment of proxies through CREST

10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via www.euroclear.com). 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.

For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & International Limited (“**Euroclear**”) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Link Group (ID RA10) no later than 19 December at 9.00 a.m. (GMT), or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting. 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 issuer'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 message. 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 their 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 (SI 2001/3755).

Appointment of proxies through LinkVote+

11. Link Group, the Company's registrar, has launched a shareholder app: LinkVote+. It's free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. 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



Your vote must be lodged by 9.00 a.m. (GMT) on Tuesday, 19 December 2023 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.

Appointment of proxies through Proximity

12. 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. Your proxy must be lodged by 9.00 a.m. (GMT) on Tuesday, 19 December 2023 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

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

Appointment of proxy by joint members

13. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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 Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

14. Shareholders may change proxy instructions by submitting a new proxy appointment. Note that the cut-off time for receipt of proxy appointments also applies in relation to 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 Link Group at Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL or by emailing shareholderenquiries@linkgroup.co.uk or by calling +44 (0) 371 664 0300*.

*Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open 9.00 a.m. – 5.30 p.m. (London time), Monday to Friday (excluding public holidays in England and Wales).

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointment

15. You may terminate a proxy instruction, but to do so you will need to inform the Company in writing by either:
- Sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL or to the Company at Gelion Plc, PO Box 575, Alexandria 2015 NSW, Australia. In the case of a shareholder which is a company, 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.
 - Sending an email to shareholderenquiries@linkgroup.co.uk including your full name and address, together with your investor code.

In either case, the revocation notice must be received by Link Group no later than Tuesday, 19 December 2023 at 9.00 a.m. (GMT).

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person or electronically, your proxy appointment will automatically be terminated.

Corporate representatives

16. A corporation that is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that they do not do so in relation to the same shares. The Company will require evidence that any corporate representative has been duly appointed. If you have any queries in this regard, please contact Billy French, Company Secretary on billy.french@externalservices.com.

Issued shares and total voting rights

17. As at 27 November 2023, being the latest practicable date prior to the publication of this notice, the Company's issued share capital consists of 135,998,459 ordinary shares of £0.001 each. 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 27 November 2023, being the latest practicable date prior to the publication of this notice, is 135,998,459.

The Company's website will include information on the number of shares and voting rights.

Questions at the meeting

18. We will be offering shareholders the opportunity to submit questions in advance of the meeting via the electronic platform, 'Investor Meet Company'. The question facility will not constitute attendance or participation on the part of the shareholder in the legal proceedings of the meeting. Questions may also be posed at the end of the meeting via the same platform.

Any shareholder attending or electronically joining the meeting has the right to ask questions. If multiple questions on the same topic are received in advance, the Chair may choose to provide a single answer to address shareholder queries on the same topic.

The Company must answer any question you ask relating to the business being dealt with at the meeting unless:

- Answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information.
- The answer has already been given on a website in the form of an answer to a question.
- It is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

If you attend the meeting in person, you may be included in any recording of the meeting.

Voting

19. Voting on all resolutions will be conducted on a show of hands unless a poll is demanded. Only those shareholders physically present at the AGM will be entitled to vote and there will be no ability to vote electronically in the meeting or via the online electronic platform. Shareholders are encouraged to vote by proxy by following the guidance set out elsewhere in this document.

As soon as practicable following the meeting, the results of the voting will be announced via a regulatory information service and posted on the Company's website.

Communication

20. 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):
- calling our shareholder helpline on 0371 664 0300 – calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. Lines are open between 9.00 a.m. and 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales); or
 - by email to gelion@almastrategic.com.

You may not use any electronic address provided either:

- 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.

21. The Company may process personal data of attendees at the meeting. This may include webcasts, photos, recordings and audio and video links, as well as other forms of personal data, including your name, contact details and the votes you cast. The Company shall process such personal data in accordance with its privacy policy, which can be found at <https://gelion.com>.

Explanation of resolutions

An explanation of each of the resolutions is set out below.

Ordinary Resolutions

Resolutions 1-3: Reappointment of Directors: Certain directors are retiring and offer themselves for reappointment. Brief biographies of each director are included on the Company's website.

Resolution 4: Directors' authority to allot shares under section 551 of the Companies Act 2006 (the "Act").

Relevant shares may be issued only with the consent of the shareholders, unless the shareholders pass a resolution generally authorising the directors to issue shares without further reference to the shareholders. This resolution authorises the directors to allot shares in the Company or to grant rights to subscribe for or convert any security into shares up to an aggregate nominal amount of £45,322 representing approximately one third of the issued ordinary share capital of the Company as at 21 November 2023, being the latest practicable date prior to the publication of this notice. Unless revoked, varied or extended, this authority will expire on the earlier of the conclusion of the next AGM or 31 December 2024.

Special Resolution

Resolution 5: Disapplication of pre-emption rights

Resolution 5 disapplies the pre-emption rights under the Act which would otherwise apply on an allotment of ordinary shares, and the grant of rights to subscribe for or convert any securities into ordinary shares for cash. It is limited to allotments and grants of:

- made in connection with rights issues or other pre-emptive offers where the ordinary shares or rights are offered first to existing shareholders in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares; and
- otherwise, up to an aggregate nominal amount of £13,599, representing approximately ten per cent of the issued ordinary share capital of the Company as at the date of the notice of meeting.

The directors believe that the limited powers provided by this resolution will allow the Board to maintain a degree of flexibility. Unless previously revoked or varied, the authority granted under this resolution shall expire on the earlier of the conclusion of the next AGM of the Company and 31 December 2024.

