

**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 General Meeting

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

**Tuesday, 16 January 2024 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 general meeting you are encouraged to vote by proxy at the general meeting. This can be done in any of the following ways:

- by logging on to the share portal: [www.signalshares.com](http://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 Friday, 12 January 2024 at 9.00 a.m. (GMT).

14 December 2023

Dear Shareholder,

### **General Meeting**

The Board of Directors of Gelion Plc is pleased to invite you to a general meeting (“**General Meeting**”) of Gelion Plc (the “**Company**”) to be held on Tuesday, 16 January 2024 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” at which the report & accounts of the Company for the financial year ended 30 June 2023 (the “**2023 Report and Accounts**”) will be laid before members and a resolution will be proposed for the reappointment of the Company’s auditors.

The Company is required to hold an annual general meeting (“AGM”) within six months of its financial year-end, meaning the 2023 AGM was required to be held no later than 31 December 2023. However, the 2023 Report and Accounts could not be sent to shareholders sufficiently in advance of the AGM to be held on 21 December 2023 as these were still being finalised, due to delays associated with the Company’s recently completion acquisition of Oxlid Ltd and associated fundraise. The 2023 Report and Accounts will therefore not be laid before the shareholders at the AGM of the Company to be held on 21 December 2023. Accordingly, notice of a separate meeting of shareholders to be held on Tuesday, 16 January 2024 at 9.00 a.m. (GMT), is hereby given, at which resolutions will be put to shareholders to receive the 2023 Report and Accounts, to reappoint the Company’s auditor, BDO LLP, and to authorise the directors to determine the auditor’s remuneration.

At the General Meeting:

- The 2023 Report and Accounts will be laid before the shareholders.
- Resolutions will be proposed to reappoint BDO LLP as the Company’s auditor and to authorise the directors to determine the auditor’s remuneration.
- 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](mailto:gelion@almastrategic.com).
- If attending online, please ensure that you have emailed [gelion@almastrategic.com](mailto:gelion@almastrategic.com) **before** 9.00 a.m. (GMT) on Friday, 12 January 2024, 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 Friday, 12 January 2024 using the details set out in the enclosed form of proxy 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 have arranged an electronic facility which gives you the opportunity to participate in the General Meeting 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 General Meeting 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 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 General Meeting.

Yours faithfully



**Dr Stephen Mahon**  
*Chair*

## **Notice of General Meeting**

**Company No. 09796512**

**Notice is hereby given that a General Meeting of Gelion Plc (the “Company”)  
will be held at Cavendish, One Bartholomew Close, London, EC1A 7BL  
on Tuesday, 16 January 2024 at 9.00 a.m. (GMT).**

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 3 will be proposed as ordinary resolutions.

### **ORDINARY RESOLUTIONS**

1. Receipt of annual report and accounts  
To receive the Annual Report and Accounts for the year ended 30th June 2023.
2. Appointment of Auditor  
To reappoint BDO LLP as the Company’s auditor to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
3. Remuneration of Auditor  
To authorise the directors to determine the auditor’s remuneration.

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

14 December 2023

## **Notes to the notice of 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 Friday, 12 January 2024; 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](mailto:gelion@almastrategic.com) **before** 9.00 a.m. (GMT) Friday, 12 January 2024 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, PO Box 575, Alexandria 2015 NSW, Australia 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 Friday, 12 January 2024 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](mailto: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 Friday, 12 January 2024 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](http://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 12 January 2024 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 Friday, 12 January 2024 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](http://www.proximity.io). Your proxy must be lodged by 9.00 a.m. (GMT) on Friday, 12 January 2024 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, Proxymity 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](mailto: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](mailto: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 Friday, 12 January 2024 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](mailto:billy.french@externalservices.com).

### **Issued shares and total voting rights**

17. As at 13 December 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 13 December 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 General Meeting 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](mailto:gelion@almastrategic.com).

You may not use any electronic address provided either:

- in this notice; or
- in any related documents (including the annual report for the year ended 30 June 2023 and 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**

Resolution 1: The Company must lay before members in general meeting copies of its audited financial statements and related reports for the financial year ended 30 June 2023. Resolution 1 will authorise the receipt of those documents.

Resolutions 2 & 3: Appointment and remuneration of the Auditor

The Board is proposing the reappointment of BDO LLP as the Company's Auditor, following the recommendation of the Audit & Risk Committee.

Resolution 3 authorises the Directors to determine the Auditor's remuneration.

