

SUTTON HARBOUR GROUP PLC

(Registered in England No: 2425189)

NOTICE OF GENERAL MEETING

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

The general meeting will be held in a hybrid format, but predominantly on a virtual basis through video conferencing software. Shareholders are able to join the general meeting virtually or vote by proxy by following the instructions in the Notes to the general meeting.

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 or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in Sutton Harbour Group PLC, please send this document, and the accompanying form of proxy, at once to the purchaser or transferee of those shares or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

NOTICE is hereby given that the GENERAL MEETING of SUTTON HARBOUR GROUP PLC (the "Company") will be held at the Company's Registered Office on THURSDAY 12th OCTOBER 2023 AT 10.00 A.M. for the purpose of considering and, if thought fit, passing the following a single resolution of which will be proposed as an ordinary resolution.

ORDINARY RESOLUTIONS

- 1 **TO APPROVE** the sale by the Company of an apartment in the Harbour Arch Quay development, for the sum of £475,000 to Beinhaker Design Services Limited, being a company connected with Corey Beinhaker and Philip Beinhaker, both of whom are directors of the Company.

By Order of the Board

NATASHA GADSDON
Company Secretary

25 September 2023

Registered Office

Sutton Harbour Group PLC
Sutton Harbour Office
Guy's Quay
Sutton Harbour
Plymouth PL4 0ES

NOTES TO THE NOTICE OF GENERAL MEETING

RESOLUTIONS

The directors believe that this resolution is in the best interests of shareholders as a whole and therefore recommend that members should vote in favour of them.

ORDINARY RESOLUTIONS

Resolution 1: Authorisation of Substantial Related Party Transaction

Beinhaker Design Services Limited, a party connected with two directors of the Company, Corey Beinhaker and Philip Beinhaker, has entered into an agreement to purchase from a wholly owned subsidiary company of the Company an apartment in the new Harbour Arch Quay development at full market price, being £475,000.

Section 190 of the 2006 Act requires that members' approval be obtained in relation to such an arrangement.

ENTITLEMENT TO ATTEND AND VOTE AT THE AGM

To be entitled to attend and vote at the general meeting (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the register of members of the Company at 5pm on Tuesday 10th October 2023 (or, in the event of any adjournment, 48 hours before the time of the adjourned meeting). Changes to the register of members after the relevant deadline will be disregarded in determining the right of any person to attend and vote at the general meeting.

Website giving information regarding the meeting

Information regarding the general meeting, including the specified information required by section 311A of the 2006 Act, is available from the Company's website www.suttonharbourgroup.com.

Appointment of proxies

Members of the Company are entitled to appoint a proxy to exercise all or any of their rights to attend (virtually, in this instance) and to speak and vote at a meeting of the Company. A proxy does not need to be a member of the Company but must virtually attend the meeting to represent you. A member may appoint more than one proxy in relation to the general meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that general meeting.

A proxy form which may be used to make such appointment and give proxy directions accompanies this notice. If you do not receive a proxy form and believe that you should have one, or if you require additional proxy forms in order to appoint more than one proxy, please contact the Company's registrars: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY.

To be valid, any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE no later than 10.00 am on Tuesday 10th October 2023, or in the event of an adjournment, not less than 48 hours before the stated time of the adjourned meeting (excluding any part of a day that is not a working day).

Shareholders may vote electronically, by no later than 10.00 am on Tuesday 10th October 2023, by visiting www.investorcentre.co.uk/eproxy. You will be asked to enter the Shareholder Reference

Number (SRN), Control Number and PIN shown on your proxy card and agree to certain terms and conditions. CREST shareholders may lodge their proxy via the CREST system.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members and those CREST members who have appointed a 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 using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instruction, 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 the Company's agent, Computershare Investor Services PLC (ID 3RA50), by 10.00 am on Tuesday 10th October 2023 (or, in the event of an adjournment, not less than 48 hours before the stated time of the adjourned meeting (excluding any part of a day that is not a working day)). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application 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 UK & Ireland Limited 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, 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 system 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.

The cut-off time for the duly completed and signed appointment of proxies and for changing proxy instructions is 10.00 am on Tuesday 10th October 2023, however, the return of a completed proxy form will not preclude a member from attending the general meeting (virtually, in this instance) and voting in person if he or she wishes to do so, to the exclusion of any proxy previously appointed.

The proxy notice can be delivered in hard copy to the Company's registrars or in electronic form to n.gadsdon@sutton-harbour.co.uk, but must be delivered not less than 48 hours before the general meeting is due to begin. The login details to attend the general meeting virtually are only available upon application by email to n.gadsdon@sutton-harbour.co.uk with the cut off for applications at 10.00 am on Tuesday 10th October 2023. The appointed proxy will then be provided with login details to virtually attend the general meeting.

Appointment of proxy using hard copy proxy form

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

In the case of a member which is a company ("corporate member"), the proxy form must be executed under its common seal or signed on its behalf by an officer of the corporate member or an attorney for the corporate member.

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.

Changing proxy instructions

To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after 10.00 am on Tuesday 10th October 2023 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 the Company's registrars: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.

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 appointments

In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company at Sutton Harbour Office, Guy's Quay, Sutton Harbour, Plymouth PL4 0ES. In the case of a member 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.

In either case, the revocation notice must be received by the Company at the registered office above by no later than 10.00 am on Tuesday 10th October 2023.

Corporate representatives

A corporate member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Issued shares and total voting rights

As at 6.30 p.m. on 22nd September 2023¹, (being the last business day prior to the publication of this Notice) the Company's issued share capital comprised 142,938,478 ordinary shares of 1p 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 22nd September 2023 is 142,938,478.

Questions at the meeting

Under section 319A of the 2006 Act, the Company must answer any question you ask relating to the business being dealt with at the meeting unless:

- (i) answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- (ii) the answer has already been given on a website in the form of an answer to a question; or

- (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Communication

Except as provided above, members who have general queries about the general meeting should use the following means of communication (no other methods of communication will be accepted):

- contacting the Company's registrars: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY; or
- contacting the Company Secretary: Natasha Gadsdon, n.gadsdon@sutton-harbour.co.uk.

You may not use any electronic address provided either:

- in this notice of general meeting; or
- any related documents including the proxy form,

to communicate with the Company for any purposes other than those expressly stated.

VIRTUAL ATTENDANCE OF GENERAL MEETING

The following notes explain a shareholder's general rights to attend the general meeting virtually and vote or to appoint someone else to vote on their behalf.

1. Shareholders are encouraged to vote by proxy in advance of the general meeting. Please see sections "Appointment of proxies" and "Appointment of proxy using hard copy proxy form" below in this regard.
2. Shareholders are further encouraged to appoint the Chairman of the general meeting as their proxy rather than a named person who will not be permitted physically to attend the general meeting (although such named person can attend the general meeting virtually if required). Shareholders are further asked to appoint the Chairman of the general meeting as their proxy electronically where possible.
3. Shareholders are also able to attend the general meeting virtually. Virtual attendance will be available through Microsoft Teams video conferencing software that allows a shareholder to login to the general meeting using a computer or mobile phone (i.e. a device with a camera and microphone) and formal conference equipment is not required.
4. In order to attend the general meeting on a virtual basis, shareholders must contact the Company Secretary (n.gadsdon@sutton-harbour.co.uk), no less than 48 hours prior to the general meeting, to, requesting virtual attendance and the necessary login details and password. Shareholders will be provided by email with a link to login to the general meeting. Alternatively shareholders will be able to connect to the general meeting by telephone (audio only).
5. It is required that during the general meeting all shareholders have enabled the "mute" function which can be managed centrally if not enabled by the shareholder (click or tap the icon of a microphone with a line through it) so as not to cause any software interference or feedback whilst the Chairman or other person in attendance is speaking.
6. If shareholders are not able to attend the general meeting virtually, then they must contact the Company Secretary by email (n.gadsdon@sutton-harbour.co.uk). Physical attendance at the general meeting without prior written consent of the Company will not be permitted.

7. Voting on the resolutions will be on a show of hands, unless a poll is duly demanded in accordance with the Company's articles of association. On a show of hands every shareholder present (physically or virtually) has one vote (regardless of the number of ordinary shares held). The Chairman will ask all those present (either in person or virtually) to raise a hand in favour of the resolution. Once those hands have been counted, the Chairman will request those opposing the resolution to raise a hand and those votes will be counted. The Microsoft Teams conferencing software has a "raise hand" button on the tool bar towards the top of the screen which can be used as a method for shareholders who are attending the general meeting virtually to signify their vote in favour or against a resolution. If a shareholder is anticipating that they will be only attending the general meeting by dialling the appropriate number on a phone and using the audio function, the "raise hand" button will not be available and the shareholder is encouraged to vote by proxy.
8. Should shareholders wish to ask any questions in relation to the resolutions, which they may otherwise have asked at the general meeting had they been in physical attendance, they are encouraged to contact the Company prior to the general meeting by email (n.gadsdon@sutton-harbour.co.uk) and such questions will then be addressed during the general meeting.