

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the contents of this document and/or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) who specialises in advising in connection with shares and other securities if you are in the United Kingdom or, if you are resident outside the United Kingdom, from another appropriately qualified independent financial adviser.

If you have sold or otherwise transferred all of your ordinary shares of £0.0001 each (“**Ordinary Shares**”) in the capital of Truspine Technologies PLC (the “**Company**”), please forward this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can forward these documents to the person who now owns the Ordinary Shares.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This document does not constitute any offer to issue or sell or a solicitation of any offer to subscribe for or buy Ordinary Shares.

TRUSPINE TECHNOLOGIES PLC

(Incorporated and registered in England and Wales with registered number 09345973)

NOTICE OF ADJOURNED 2022 ANNUAL GENERAL MEETING

The formal notice to reconvene the adjourned 2022 Annual General Meeting (“adjourned 2022 AGM”), to be held at 13:00~~1 p.m.~~ on 15 March 2024, at, **Regus, Churchill Court 3, Crawley, RH10 9LU, United Kingdom**, is set out on page **5** of this document.

Any changes to the arrangements for the adjourned 2022 AGM (including, without limitation, as to proxy appointments, attendance, venue, format, the business to be considered or timing, as the case may be) will be communicated to members before the meeting through our website and, where appropriate, via the Regulatory News Service.

Shareholders are therefore strongly encouraged to submit a proxy vote in advance of the adjourned 2022 AGM. A Form of Proxy for use at the adjourned 2022 AGM accompanies this document and, to be valid, must be completed and returned: to Norman Lott, Company Secretary, Spectrum House, AF33 Beehive Ring Road, London Gatwick Airport, Gatwick,

| RH60LG as soon as possible but in any event to be received not later ~~13:00~~^{1 p.m.} on 13 March 2024, or 48 hours (excluding non-business days) before any adjourned meeting.

A copy of this document will be available on the website of the Company at <http://truspine.org/>

EXPECTED TIMETABLE OF PRINCIPAL EVENT

<u>Event</u>	<u>Expected time / date</u>
Publication of this document	21 st February 2024
Latest time and date for receipt of Form of Proxy	13:00 p.m. on 13 March 2024
Annual General Meeting	13:00 p.m. on 15 March 2024

Notes:

- (1) All times shown in this document are London times unless otherwise stated. The dates and times given are indicative only and are based on the Company's current expectations and may be subject to change. If any of the times and/or date above changes. The revised times and/or dates will be notified to Shareholders by announcement through the Regulatory News Service of the London Stock Exchange plc.
- (2) If the Meeting is adjourned, the latest time and date for receipt of forms of proxy for the adjourned meeting will be notified to Shareholders by announcement through the Regulatory News Service of the London Stock Exchange plc.

LETTER FROM THE CEO
TRUSPINE TECHNOLOGIES PLC

(Incorporated and registered in England and Wales with registered number 09345973)

Directors:

Laurence Richard Strauss (*Chief Executive Officer*)
Norman Alec Charles Lott (*Chief Financial Officer*)
Tim Hugh David Evans (*Non-executive Director*)
Nikunj Kantilal Patel (*Non-executive Director*)

Registered Office:

Spectrum House
Af33 Beehive Ring Road
London Gatwick Airport
Gatwick
RH6 0LG

To Shareholders and, for information only, to the holders of warrants and options

21 February 2024

Dear Shareholder

Notice of Annual General Meeting

Introduction

I am writing to you with details of the adjourned 2022 Annual General Meeting (“adjourned 2022 AGM”) of the Company to be held at [1-p.m.13:00](#) on 15 March 2024 at, Regus, Churchill Court 3, Crawley, RH10 9LU, United Kingdom. The formal notice reconvening the adjourned 2022 AGM is set out on page 5 of this document.

Certain of the original Resolutions have been withdrawn and this Notice deals with the statutory requirement to convene an Annual General Meeting and for shareholders to receive and adopt the annual accounts for a company.

This letter also explains why the Directors recommend that shareholders of the Company (the “**Shareholders**”) vote in favour of the resolution being proposed at the adjourned 2022 AGM (the “**Resolution**”).

Shareholders can vote by returning the proxy instructions which accompany this document. To be valid, the Form of Proxy must be completed and returned to the Company in accordance with the instructions in the Notes appended to this notice.

Explanatory notes to the Notice of adjourned 2022 AGM

The following notes give an explanation of the proposed Resolution. Resolution 1 is proposed as an ordinary resolution. This means that for the Resolution to be passed, more than half of the votes cast must be in favour of the Resolution.

Resolution 1 – Receiving and Considering the Accounts

This is an ordinary resolution to receive and adopt the annual accounts of the Company for the financial year ended 29 March 2022 together with Directors' reports and auditors' report on those accounts.

Voting and action to be taken by Shareholders

Enclosed with the Notice of adjourned 2022 AGM accompanying this letter is a form of proxy for use by shareholders. All shareholders are invited and encouraged to attend the adjourned 2022 AGM or, if they are unable to attend in person, to complete, sign and return the form of proxy to Norman Lott, the Company Secretary, Spectrum House, AF33 Beehive Ring Road, London Gatwick Airport, Gatwick, RH60LG in accordance with the instructions printed on it so as to be received as soon as possible, but in any event not later than ~~13:00 p.m.~~ on 13 March 2024. Shareholders can either deliver the form of proxy by hand, by mail, ~~by facsimile~~ or as an attachment by email in accordance with the instructions contained thereon. Delivery of a form of proxy will not preclude a shareholder from attending and voting at the adjourned 2022 AGM in person if the shareholder wishes.

Recommendation

The Directors unanimously believe that the Resolution is in the best interests of the Company and its Shareholders and unanimously recommend that Shareholders vote in favour of the Resolution as they intend to do in respect of their own holdings of Ordinary Shares which amount, in aggregate, to 3,576,667 Ordinary Shares, representing approximately ~~3~~% percent of the Company's issued share capital.

Yours faithfully

Laurence Strauss

Chief Executive Officer

TRUSPINE TECHNOLOGIES PLC

(Incorporated and registered in England and Wales with registered number 09345973)

NOTICE OF ADJOURNED 2022 ANNUAL GENERAL MEETING

NOTICE is hereby given that the ADJOURNED 2022 Annual General Meeting of the Company will be RECONVENED held at ~~1pm~~ **13:00** on 15th March 2024 at Regus, Churchill Court 3, Crawley, RH10 9LU, United Kingdom, for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as an ordinary resolution.

ORDINARY RESOLUTION

- 1 **THAT** the financial statements of the Company for the financial year ended 29 March 2022 together with the reports of the Directors and the reports of the auditors thereon are hereby received and adopted.

BY ORDER OF THE BOARD

Norman Lott
Company Secretary

21 February 2024

Registered Office:

Spectrum House,
Af33 Beehive Ring Road,
London Gatwick Airport,
England, RH6 0LG

NOTES

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- [2.] A Form of Proxy is enclosed with this Notice for use in connection with this business set out above. To be valid, Forms of Proxy and any power of attorney or other authority under which it is signed must be lodged with Norman Lott, Company Secretary, no later than ~~1pm~~ **13:00** on 13th March 2024
- 2.[3.] In the case of joint holders of Ordinary Shares, the signature of only one of the joint holders is required on the Form of Proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.
- [4.] Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, to be entitled to vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), a member of the Company must be entered in the register of members of the Company at ~~13:00~~ **1pm** on 13th March 2024
- [5.] As at the close of business on 21st February 2024, the Company's issued share capital comprised 120,311,869 ordinary shares of £0.0001 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 the time and date given above is 120,311,869.