### **Notice of Annual General Meeting**

Applied Graphene Materials plc (the Company) (incorporated in England and Wales with registered number 08708426)

NOTICE is hereby given that the Annual General Meeting of the Company will be held at The Lecture Theatre, The Wilton Centre, Redcar, Cleveland TS10 4RF on Monday 15 December 2014 at 10.30am for the purposes set out below.

Any shareholder intending to attend the Annual General Meeting is advised to arrive early and well before 10.30am, in order to allow time to pass through The Wilton Centre's security and admission procedures.

#### **Ordinary resolutions**

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

- 1. To receive the financial statements of the Company for the financial year ended 31 July 2014 together with the reports of the Directors and the auditor in respect of that financial year.
- 2. To re-appoint Bryan Crawford Dobson, who has been appointed by the Board and retires in accordance with the Articles of Association of the Company, as a Director of the Company.
- 3. To re-appoint Jonathan Peter Mabbitt, who has been appointed by the Board and retires in accordance with the Articles of Association of the Company, as a Director of the Company.
- 4. To re-appoint Oliver James Lightowlers, who has been appointed by the Board and retires in accordance with the Articles of Association of the Company, as a Director of the Company.
- 5. To re-appoint Karl Stuart Coleman, who has been appointed by the Board and retires in accordance with the Articles of Association of the Company, as a Director of the Company.
- 6. To re-appoint Claudio Marinelli, who has been appointed by the Board and retires in accordance with the Articles of Association of the Company, as a Director of the Company.
- 7. To re-appoint Michael Sean Christie, who has been appointed by the Board and retires in accordance with the Articles of Association of the Company, as a Director of the Company.
- 8. To re-appoint Michael Charles Nettleton Townend, who has been appointed by the Board and retires in accordance with the Articles of Association of the Company, as a Director of the Company.
- 9. To re-appoint KPMG LLP as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at which financial statements are laid.
- 10. To authorise the Directors to fix the remuneration of the auditor of the Company.
- 11. That the Directors be and they are hereby generally and unconditionally authorised to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company as follows:
  - 11.1 up to an aggregate nominal amount of £113,166.00 in the form of equity securities (as defined in Section 560 of the Companies Act 2006) in connection with an offer or issue by way of rights, open for acceptance for a period fixed by the Directors, to holders of Ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly may be) to the respective number of Ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
  - 11.2 up to an aggregate nominal amount of £113,166.00 (whether in connection with the same offer or issue as under paragraph 11.1 or otherwise).

This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company in general meeting) at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on the date falling 15 months after the passing of this resolution, except that the Company may, during the relevant period, make any offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends, and the Directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority had not ended.

### Notice of Annual General Meeting continued

### **Special resolutions**

To consider and, if thought fit, pass the following resolutions which will be proposed as special resolutions:

- 12. That the Directors be and they are hereby empowered pursuant to Section 570 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of that Act) for cash pursuant to the general authority conferred on them by resolution 11 and/or to sell equity securities held as treasury shares for cash pursuant to Section 727 of the Companies Act 2006, in each case as if Section 561 of that Act did not apply to any such allotment or sale, provided that this power shall be limited to:
  - 12.1 any such allotment and/or sale of equity securities in connection with an offer or issue by way of rights or other pre-emptive offer or issue, open for acceptance for a period fixed by the Directors, to holders of Ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective number of Ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
  - 12.2 any such allotment and/or sale, otherwise than pursuant to paragraph 12.1 of this resolution, of equity securities having, in the case of Ordinary shares, an aggregate nominal value or, in the case of other equity securities, giving the right to subscribe for or convert into Ordinary shares having an aggregate nominal value, not exceeding £16,974.90.

This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company in general meeting) at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on the date following 15 months after the passing of this resolution, except that the Company may, during the relevant period, make any offer or agreement which would or might require equity securities to be allotted after the authority ends and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority had not ended.

- 13. That the Articles of Association of the Company be and are hereby altered as follows:
  - 13.1 by the deletion of the existing Article 89 and the substitution therefor of the following new Article 89:
    - "89. Retirement of Directors
      - 89.1 At each Annual General Meeting of the Company, the following Directors shall retire and shall be eligible for re-appointment:
        - 89.1.1 any Director bound to retire under Article 91 or Article 98; and
        - 89.1.2 any Director who wishes or is required to retire under the provisions of Articles 89.2 to 89.4 (inclusive).
      - At each Annual General Meeting at least one-third of the Directors (excluding those required to retire at that Annual General Meeting under Article 91 or Article 98) or, if their number is not three or an integral multiple of three, the number nearest to but not exceeding one-third, shall retire from office.
      - 89.3 Subject to the Statutes and these Articles, the Directors to retire by rotation (under Article 89.2) shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-appointment. Any further Directors to retire by rotation shall be those of the other Directors who have been longest in office since their last appointment or re-appointment but, as between persons who were last appointed or re-appointed Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by a lot.
      - 89.4 The Directors to retire by rotation (under Article 89.2) on each occasion shall be determined by the composition of the Board at the date of the notice convening the Annual General Meeting and no Director shall be required to retire, or be relieved from retiring, by reason of any change in the number or identity of the Directors after the date of such notice but before the close of the meeting. The names of the Directors to retire by rotation shall be stated in the notice of the Annual General Meeting or in any document accompanying it.

### Special resolutions continued

- 13 continued
  - 13.1 continued
    - "89. Retirement of Directors continued
      - 89.5 Subject to Article 98.2, the retirement of a Director shall take effect at the conclusion of the meeting at which he is retiring, except where a resolution is passed to appoint some other person in the place of the retiring Director (other than with effect from a time later than the conclusion of the meeting), in which case the retirement shall take effect from the passing of the relevant resolution. Accordingly, a retiring Director who is re-appointed will continue in office without a break."; and
  - 13.2 by the deletion of the existing Article 90 and the substitution therefor of the following new Article 90:
    - "90. Nomination of directors for appointment
      - 90.1 No person, other than a Director retiring at any general meeting, shall be eligible for appointment or re-appointment as a Director at such meeting unless:
        - 90.1.1 he is recommended by the Directors; or
        - 90.1.2 if the resolution to propose the person for appointment or re-appointment as a Director has been requisitioned by members in accordance with the Statutes, the requisition is accompanied by notice in writing containing all details in relation to the nominee which would be required to be disclosed pursuant to Article 90.2 and to be included in the Company's register of Directors and, where appropriate, its register of Directors' residential addresses, were the nominee a Director, signed by some member (other than the nominee) duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for appointment, together with notice signed by the person to be proposed of his willingness to be appointed or re-appointed.
      - 90.2 The names of the persons submitted for appointment or re-appointment shall be accompanied by sufficient biographical details and other relevant information to enable shareholders to make an informed decision on the appointment or re-appointment of such persons.
      - 90.3 A resolution of a general meeting for the appointment of a Director shall relate to one named person; a single resolution for the appointment of two or more persons as Directors shall be void, unless a resolution that it shall be so proposed has first been agreed to by the meeting without any vote being given against it."

By order of the Board

### **Oliver James Lightowlers**

Company Secretary

### **Registered Office:**

The Wilton Centre Redcar Cleveland TS10 4RF 21 November 2014

## Notes relating to Notice of Annual General Meeting and proxy appointments

Amongst other things the following notes explain your right to attend and vote at the Annual General Meeting or to appoint someone else to vote on your behalf.

- A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies of their own choice to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting. A member can only appoint a proxy using the procedures set out in these notes and the notes to the accompanying form of proxy.
- 2. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A member may not appoint more than one proxy to exercise rights attached to any one share. The proxy need not to be a member of the Company, but must attend the meeting to represent the member. Please refer to the notes to the form of proxy for further information on appointing a proxy, including how to appoint multiple proxies.
- 3. In the absence of instructions, the person appointed proxy may vote or abstain from voting as he/she thinks fit on the specified resolutions and, unless otherwise instructed, may also vote or abstain from voting on any other matter (including amendments to the resolutions) which may properly come before the meeting.
- 4. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names of the holders stand in the Company's register of members in respect of the joint holding.
- 5. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that each representative is appointed to exercise the rights attached to a different share or shares held by the member.
- 6. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only those members registered on the Register of Members at 6.00pm on the day which is two days before the date of the meeting (the Specified Time) (or if the meeting is adjourned to a time more than 48 hours after the Specified Time, by 6.00pm on the day which is two days prior to the time of the adjourned meeting) shall be entitled to attend and vote thereat in respect of the number of shares registered in their name at that time. If the meeting is adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purposes of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes they may cast) at the adjourned meeting. Changes to the Register after the relevant deadline shall be disregarded in determining rights to attend and vote.

### Appointment of proxy using hard copy proxy form

- 7. Members may appoint a proxy or proxies by completing and returning a form of proxy by post to the offices of the Company's registrars using the business reply address on the form, or in an envelope addressed to Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF; or delivering a form of proxy by hand to the offices of the Company's registrars, Capita Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4UT during normal business hours. In the case of a member which is a corporation, the proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer or an attorney. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power of authority) must be included with the proxy form. Any such power of attorney or other authority cannot be submitted electronically.
- 8. To be effective, the appointment of a proxy, or the amendment to the instructions given for a previously appointed proxy, must be received by the Company's registrars by the method outlined in note 7 above not less than 48 hours before the time and date scheduled for the meeting. 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.

### Appointment of proxy using CREST electronic proxy appointment service

9. 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 from https://www.euroclear.com/site/public/EUI). 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.

### Appointment of proxy using CREST electronic proxy appointment service continued

- 10. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID: RA10) by the latest time(s) for receipt of proxy appointments specified in this notice. 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.
- 11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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.
- 12. 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.

### **Termination of proxy appointments**

- 13. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting.
- 14. In order to terminate the authority of a proxy, or a corporate representative of a corporation, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke such appointment to the Company's registrars. To be effective, the notice of termination must be received by the Company's registrars by the method outlined in note 7 no later than 24 hours before the time and date scheduled for the meeting.

### **Voting rights**

15. As at 20 November 2014, being the latest practicable date prior to the printing of this Notice, the Company's issued capital consisted of 16,974,911 Ordinary shares carrying one vote each. Therefore, the total voting rights in the Company as at 21 November 2014 are 16,974,911.

### **Communications**

- 16. This Notice, together with information about the total numbers of shares in the Company in respect of which members are entitled to exercise voting rights at the meeting as at 20 November 2014, being the latest practicable date prior to the printing of this Notice, will be available on the Company's website, www.appliedgraphenematerials.com.
- 17. Except as provided above, members who have general queries about the Annual General Meeting should contact the Company Secretary (01642 438214; The Wilton Centre, Redcar, Cleveland TS10 4RF). No other methods of communication will be accepted. Any electronic address provided either in this notice or in any related documents (including the form of proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.

### **Documents available for inspection**

- 18. There are available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted), and there will be available for inspection at the place of the meeting from at least 15 minutes prior to and until the conclusion of the meeting:
  - 18.1 a copy of the existing Articles of Association of the Company marked to show the alteration being proposed in Articles 89 and 90; an electronic copy will be available on the Company's website, www.appliedgraphenematerials.com, in advance of the meeting;
  - 18.2 copies of the service contracts of Executive Directors of the Company; and
  - 18.3 copies of the letters of appointment of the Non-Executive Directors of the Company.

# Explanatory notes to the resolutions to be proposed at the Annual General Meeting of the Company

The resolutions to be proposed at the Annual General Meeting to be held on Monday 15 December 2014 at 10.30am are set out in the Notice of Annual General Meeting. The following notes provide brief explanations of the resolutions being put to shareholders.

### **Ordinary resolutions**

Resolutions 1 to 11 are proposed as ordinary resolutions. These resolutions will be passed if more than 50% of the votes are cast in favour of them.

#### Resolution 1 - Laying of financial statements

The Directors are required to present to shareholders at the Annual General Meeting the audited financial statements of the Company and the reports of the Directors and auditor for the financial year ended 31 July 2014.

### Resolutions 2 to 8 - Re-appointment of Directors

None of the present Directors has been appointed at a previous Annual General Meeting of the Company, and all were appointed by the (then) Board of Directors. Accordingly, and in line with the provisions of the Company's Articles of Association, all the Directors will retire as at the conclusion of the Annual General Meeting but stand for re-election by shareholders at the Annual General Meeting.

Having considered the performance of and contribution made by each of the Directors, the Board of Directors remains satisfied that the performance of each Director continues to be effective and to demonstrate commitment to the role and as such the Board recommends their re-election. A biography of each Director appears on pages 14 and 15 of the Company's Annual Report and Financial Statements (save as mentioned below) and on the Company's website at www.appliedgraphenematerials.com.

The biography of Michael Charles Nettleton Townend does not appear in that document since he was appointed as a Non-Executive Director after the Board's approval of the Annual Report and Financial Statements. Consequently, his biography is set out below:

Mike is Chief Investment Officer of IP Group, whom he joined in 2007 from Lehman Brothers where he was Managing Director of European Equities and Head of Equity Sales to Hedge Funds. Mike is also responsible for the fund management and corporate finance activities of IP Group, through its regulated vehicle Top Technology Ventures. He has 18 years' experience in all aspects of equity capital markets and the investment process and was also a key member of the senior relationship management programme at Lehman Brothers. Prior to this, he was an Executive Director at Donaldson, Lufkin and Jenrette with responsibility for building the bank's business with hedge funds and alternative investors. Mike has sourced, co-led or led numerous private and public transactions. Mike represents the IP Group on the Boards of Modern Water plc and Revolymer plc and is also a Non-Executive Director of Green Urban Transport Limited.

### Resolution 9 - Re-appointment of auditor

The Companies Act 2006 requires that an auditor be appointed at each general meeting at which financial statements are laid to hold office until the next such meeting. KPMG LLP have indicated their willingness to stand for re-appointment as auditor of the Company until the conclusion of the next Annual General Meeting. The Company's Audit Committee keeps under review the independence and objectivity of the external auditor and further information can be found in the Annual Report and Financial Statements on page 17. After considering the relevant information, the Audit Committee has recommended to the Board that KPMG LLP be re-appointed as auditor.

### Resolution 10 - Authorising and fixing the remuneration of the auditor

It is normal practice for shareholders to resolve at the Annual General Meeting that the Directors decide on the level of remuneration of the auditor for the audit work to be carried out by them in the next financial year. The amount of the remuneration paid to the auditor for the next financial year will be disclosed in the next audited financial statements of the Company.

### Resolution 11 - Authority to allot shares

The Directors may only allot shares or grant rights over shares if authorised to do so by shareholders. The existing authority to allot shares or grant rights to subscribe for, or convert any security into, shares is due to expire at the conclusion of this year's Annual General Meeting.

The Association of British Insurers (ABI) guidelines on authority to allot shares states that ABI members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to one-third of a company's issued share capital. In addition they will treat as routine a request for authority to allot shares representing an additional one third of the company's issued share capital provided that it is only used to allot shares for the purpose of a fully pre-emptive rights issue.

### Ordinary resolutions continued

### Resolution 11 - Authority to allot shares continued

Accordingly, resolution 11, if passed, would authorise the Directors under Section 551 of the Companies Act 2006 to allot new shares or grant rights to subscribe for, or convert any security into, new shares (subject to shareholders' pre-emption rights) up to a maximum nominal amount of £266,332.00, representing the ABI guideline limit of approximately 66% of the Company's issued Ordinary share capital as at 20 November 2014 (being the latest practicable date prior to the publication of this document).

Resolution 11.1 would give the Directors authority to allot new shares or grant rights to subscribe for, or convert any security into, new shares up to an aggregate nominal value of £133,166.00, representing approximately one third of the Company's existing issued share capital, in connection with a rights issue in favour of Ordinary shareholders.

Resolution 11.2, if passed, would give the Directors general authority to allot new shares or grant rights to subscribe for, or convert any security into, new shares up to an aggregate nominal value of £133,166.00, representing approximately one third of the Company's existing issued share capital. As resolution 11.2 imposes no restrictions on the way the authority may be exercised, it could be used in conjunction with resolution 11.1 so as to enable the whole two-thirds to be used in connection with a rights issue. Where the usage of this authority exceeds one-third of the issued share capital, the Directors intend to follow best practice as regards its use (including as to the requirement for all Directors to stand for re-election at the next Annual General Meeting of the Company).

The authority will expire at the earlier of the conclusion of the next Annual General Meeting of the Company and close of business on the date falling 15 months after the passing of this resolution 11.

Passing this resolution 11 will ensure that the Directors continue to have the flexibility to act in the best interests of shareholders, when opportunities arise, by issuing new shares. There are no current plans to issue new shares except in connection with employee share schemes.

The Company does not at present hold any shares in treasury.

### **Special resolutions**

Resolutions 12 and 13 are proposed as special resolutions. These resolutions will be passed if not less than 75% of the votes are cast in favour of them.

### Resolution 12 - Disapplication of pre-emption rights

The Companies Act 2006 requires that if the Company issues new shares or grants rights to subscribe for or to convert any security into shares for cash, it must first offer them to existing shareholders in proportion to their current holdings. In certain circumstances, it may be in the best interests of the Company to allot shares (or to grant rights over shares) for cash without first offering them proportionately to existing shareholders. This cannot be done under the Companies Act 2006 unless the shareholders have first waived their pre-emption rights. In accordance with investor guidelines, therefore, approval is sought by the Directors to issue a limited number of Ordinary shares for cash without first offering them to existing shareholders.

Resolution 12 seeks to renew the Directors' authority to issue equity securities of the Company for cash without application of pre-emption rights pursuant to Section 561 of the Companies Act 2006. Other than in connection with a rights or other pre-emptive issue, scrip dividend or other similar issue, the authority contained in this resolution would be limited to a maximum nominal amount of £16,974.90 (which would equate to 848,745 Ordinary shares of two pence each), representing approximately 5% of the Company's issued share capital as at 20 November 2014 (being the latest practicable date prior to the publication of this notice of Annual General Meeting).

Resolution 12 seeks a disapplication of the pre-emption rights on a rights issue or other pre-emptive offer so as to allow the Directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which might arise, for example, with overseas shareholders. If passed, this authority will expire at the same time as the authority to allot shares given pursuant to resolution 11 (Authority to allot shares).

Save for share issues in respect of employee share schemes and any share dividend alternatives, the Directors have no current plans to utilise either of the authorities sought by resolutions 11 (Authority to allot shares) and 12 (Disapplication of pre-emption rights), although they consider their renewal appropriate in order to retain maximum flexibility to take advantage of business opportunities as they arise. The Directors intend to follow best practice set out in the Pre-emption Group's Statement of Principles to the effect that use of this authority in excess of 7.5% of the Company's issued share capital in a rolling three year period would not take place without prior consultation with shareholders.

# Explanatory notes to the resolutions to be proposed at the Annual General Meeting of the Company continued

### Special resolutions continued

### Resolution 13 - Alteration of Articles of Association

Resolution 13 seeks shareholders' approval of an alteration to the Articles of Association of the Company. The existing Articles 89 and 90 would be deleted and replaced. The main changes are summarised in the following two paragraphs of this note.

The amendments in Article 89 would introduce a requirement for the Directors to retire by rotation at subsequent Annual General Meetings of the Company. At each Annual General Meeting at least one-third of the Directors (excluding those having to retire under other provisions of the Articles of Association) would be required to retire. Those retiring by rotation would be the ones longest in office since their last appointment or re-appointment and, if a number had been so appointed or re-appointed on the same day, those to retire would be determined by lot in the absence of agreement between them. Any Director retiring by rotation would be eligible for re-appointment at the Annual General Meeting in question.

The amendment in Article 90 would correct and clarify the existing provisions of that Article. As amended the Article would provide that no person other than a Director retiring at any general meeting shall be eligible for appointment or re-appointment unless recommended by the Directors, or unless a procedure in relation to requisitions by shareholders has been followed. The opportunity is taken also to include a provision that a resolution at a general meeting for the appointment of a Director should relate only to one person, unless any resolution for the appointment of two or more persons has previously been agreed to by the meeting.

A copy of the existing Articles of Association of the Company, marked to show the changes being proposed in Articles 89 and 90, will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) until the conclusion of the meeting. An electronic copy will be available on the Company's website, www.appliedgraphenematerials.com, in advance of the meeting.