

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the contents of this document and/or the action you should take, you should immediately obtain your own advice from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000, if you are in the United Kingdom, or, if not, another appropriately authorised professional adviser.

If you have sold or otherwise transferred (or will sell or transfer) all of your shares in Alpha Growth plc (the "Company") prior to the Company's Annual General Meeting ("AGM"), please pass 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 pass these documents to the person who now holds the shares.

ALPHA GROWTH PLC

(Incorporated and registered in England and Wales with Registered No: 09734404)

Notice of Annual General Meeting and Letter from the Chairman

Notice of Annual General Meeting of the Company, to be held at the offices of Link Registrars, 65 Gresham Street, London EC2V 7NQ on 21 June 2024 at 10.00 a.m. is set out on page 5 of this document.

A form of proxy for use in connection with the AGM is enclosed and, to be valid, must be completed, signed and returned, in accordance with the instructions thereon, to the Company's registrars at Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL as soon as possible and no later than 10.00 a.m. on 19 June 2024. If you do not complete and return a valid form of proxy, no-one else may vote on your behalf. For full details of the procedure for appointing a proxy, please see the notes to the Notice of AGM and the form of proxy.

LETTER FROM THE CHAIRMAN OF ALPHA GROWTH PLC

ALPHA GROWTH PLC

(Incorporated and registered in England and Wales with registered number 097344404)

Directors

Gobind Sahney (Executive Chairman)
Jason Sutherland (Executive Director)
Neil Warrender (Non-Executive Director)

Registered Office

35 Berkeley Square
London
W1J 5BF

28 May 2024

Dear Shareholder,

Annual General Meeting of Alpha Growth plc (the "Company")

1. Introduction

I am pleased to be writing to you with details of our Annual General Meeting ("AGM") which we are holding at Link Registrars, 65 Gresham Street, London EC2V 7NQ on 21 June 2024 at 10.00 a.m. The formal notice of the AGM is set out on page 5 of this document ("Notice of AGM").

The purpose of this letter is to provide shareholders of the Company with details of the background to, and reasons for, the resolutions to be proposed at the AGM (the "Resolutions"), to explain why the Directors believe that the passing of the Resolutions is in the best interests of the Company and the shareholders of the Company as a whole and to recommend that shareholders of the Company vote in favour of the Resolutions.

If you would like to vote on the Resolutions but cannot attend the AGM, please complete the form of proxy enclosed with this document and return it as soon as possible to the Company's registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, and in any event by 10.00 a.m. on 19 June 2024.

Business to be transacted at the AGM

Details of the Resolutions which are to be proposed at the AGM are set out below. Resolutions 1 to 4 are to be proposed as ordinary resolutions and resolutions 5 - 7 are to be proposed as special resolutions.

Ordinary Resolutions 1 to 2: Annual Report and Accounts

In accordance with the requirements of section 437 of the Companies Act 2006, the Company will lay before the AGM the annual reports and accounts of the Company in respect of the financial year ended 31 December 2023 (the "Annual Report 2023"). The Annual Report 2023 incorporates the remuneration report for which the Board are also seeking approval.

Ordinary Resolution 3: Directors' Remuneration Policy

Shareholders approved the existing Remuneration Policy by approval of the prior period's

Remuneration Report at the Company's annual general meeting on 16th June 2023. The Directors have noted that there was a level of dissent with the remuneration policy previously presented and have sought both to simplify it and to explain more clearly why there is a need for a generous long term incentive plan. The revised remuneration policy is set out at pages 25 –27 of the Annual Report 2023 and is to be put to shareholders for approval.

Ordinary Resolution 4: Authority to allot equity securities

Shareholders will be asked to give the directors powers to allot securities in an amount of up to 1/3rd of the issued share capital in connection with issues where pre-emption rights have not been offered.

Special Resolution 5: Waiver of pre-emption rights

Shareholders will be asked to waive pre-emption rights within certain limits consistent with market practice as detailed in the Resolutions.

Special Resolution 6: Share buy-backs

Shareholders will be asked to give the directors limited powers to buy back the Company's shares where this is in the best interests of Shareholders.

Special Resolution 7: Notice period for General Meetings

Shareholders will be asked to give the directors authority to hold general meetings, other than annual general meetings, on not less than 14 days' notice. Under the Companies Act 2006, the minimum notice period for general meetings of listed companies is 21 days. However, this period can be reduced to 14 days (other than for annual general meetings), provided that two conditions are met. The first condition is that the company offers facilities for shareholders to submit proxy appointments by electronic means. The second condition is that there is an annual resolution of shareholders approving the reduction in the minimum notice period from 21 days to 14 days. The Board is therefore proposing resolution 7 as a special resolution to approve 14 days as the minimum period of notice for all general meetings of the Company, other than annual general meetings. The approval will be effective until the Company's next annual general meeting.

2. Action to be taken

You are entitled to appoint one or more proxies to attend and vote at the AGM on your behalf. You will find enclosed with this document a form of proxy for use in connection with the AGM. Whether or not you propose to attend the AGM in person, you are requested to complete and return the form of proxy to the Company's registrars Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 10.00 a.m. on 19 June 2024. Alternatively, you can vote via CREST or Proxymity. The return of a form of proxy, CREST or Proxymity vote will not stop you from attending the AGM and voting in person should you so wish.

3. Recommendation

The Directors consider that all of the Resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that shareholders vote in favour of all of the Resolutions, as the

Directors intend to do in respect of their own beneficial holdings of shares in the Company representing approximately 1.5 per cent. of the ordinary issued share capital.

Yours faithfully

Gobind Sahney
Executive Chairman

A form of proxy for the Annual General Meeting is enclosed. Please complete the form of proxy and return it in accordance with the instructions printed on it so as to reach the Company's registrar no later than 10.00 a.m. on 19 June 2024. Further details are given in the notes to this document. You are urged to appoint the Chairman as proxy.

NOTICE OF ANNUAL GENERAL MEETING ALPHA GROWTH PLC

(incorporated and registered in England and Wales under number 09734404)

Notice is hereby given that the 2024 annual general meeting of Alpha Growth plc (the **Company**) will be held at the offices of Link Registrars, 65 Gresham Street, London, EC2V 7NQ on 21 June 2024 at 10.00 a.m. for the following purposes:

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

1. To receive and adopt the Company's annual accounts and directors' and auditors' reports for the year ended 31 December 2023.
2. To approve the Directors' Remuneration Report for the year ended 31 December 2023 (other than the Directors' Remuneration Policy at pages 25 –27 in the form set out in the Company's annual report and accounts for the year ended 31 December 2023
3. To approve the Directors' Remuneration Policy, as set out at pages 25-27 of the Company's annual report and accounts for the year ended 31 December 2023.
4. That, pursuant to section 551 of the Companies Act 2006 (the **Act**), , the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined in section 560 of the Act) of the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £155,925 (representing 33.3% of the Company's issued share capital) to such persons and on such terms as the Directors think proper provided that (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 30 June 2025 (whichever is the earlier), save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the directors may allot equity securities pursuant to any such offer or agreement as if the authority had not expired.

This authority is in substitution for all existing authorities under section 551 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

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

5. That, subject to the passing of resolution 4 and pursuant to section 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorities granted by resolution 4 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - 5.1 in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise):
 - 5.1.1 to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them;

5.1.2 to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

5.2 up to an aggregate nominal amount of £155,925 (and unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 30 June 2025 (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

This power is in substitution for all existing powers under section 570 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

6. That the Company be generally and unconditionally authorised to make one or more market purchases, within the meaning of Section 693(2) of the Act, of ordinary shares of £0.001p each in the Company (“**Ordinary Shares**”), provided that:

6.1 the maximum number of Ordinary Shares to be repurchased shall be 46,777,507 Shares representing 10% of the Company’s issued ordinary share capital at the date of this notice;

6.2 the minimum price (exclusive of expenses) which may be paid for an Ordinary Share shall be 0.1p per share;

6.3 the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall be an amount equal to the higher of i) 105% of the average market value of the Ordinary Shares (as derived from the mid-market price) for the five business days immediately preceding the date on which the Ordinary Share is purchased and ii) the value of an Ordinary Share calculated on the basis of the higher of the price quoted for (a) the last independent trade of; and (b) the highest current independent bid for any number of the Company’s Ordinary Shares on the trading venue where the purchase is carried out;

6.4 the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 30 June 2025 (whichever is the earlier); and

6.6 the Company may make a contract to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority and may make a purchase of Shares pursuant to any such contract notwithstanding such expiry.

7. That a general meeting of the Company, other than an annual general meeting of the Company, may be called on not less than 14 clear days’ notice.

By order of the Board

Gobind Sahney

28 May 2024

Registered Office:

35 Berkeley Square, London, W1J 5B

Notes

Entitlement to attend and vote

1. The right to vote at the meeting is determined by reference to the Company's register of members. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company gives notice that only those shareholders registered in the register of members of the Company as at 6:00 p.m. on 19 June 2024 (if the meeting is to be held on the 21 June 2024, or, if the meeting is adjourned, 6:00 p.m. on the date which is two business days (excluding any part of a day which is not a working day) before the date of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting.

Proxies

2. A shareholder is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company. A shareholder 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 shareholder. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the shareholder may result in the proxy appointment being invalid. A proxy may only be appointed in accordance with the procedures set out in notes 3 to 4 below and the notes to the proxy form. The appointment of a proxy will not preclude a shareholder from attending and voting in person at the meeting.

3. A form of proxy is enclosed. When appointing more than one proxy, complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by contacting the Company's registrar at Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL or the proxy form may be photocopied. Please state clearly on each proxy form the number of shares in relation to which the proxy is appointed.

To be valid, a proxy form must be received by post or (during normal business hours only) by hand at the offices of the Company's registrar, no later than 10.00 a.m. on 19 June 2024 (if the meeting is to be held on 21 June 2024 or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a business day) before the time of any adjourned meeting).

4. CREST members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) through the CREST electronic proxy appointment service may do so 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. 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 & International Limited's 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 the issuer's agent ID RA10 by the latest time(s) for receipt of proxy appointments specified above, no later than 10.00 a.m. on 19 June 2024 (if the meeting is to be held on the 21st or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a business day) before the time of any 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 Link Group 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 & International Limited 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 or her 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 a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Proxymity Voting - if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10.00 a.m. on 19 June 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 Proxymity'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 Proxymity 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 or Proxymity, the proxy will vote as they think fit or, at their discretion, withhold from voting.

Corporate representatives

5. A shareholder which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.

Documents available for inspection

6. The following documents will be available for inspection during normal business hours at the registered office of the Company from the date of this notice until the time of the meeting. They will also be available for inspection at the place of the meeting from at least 15 minutes before the meeting until it ends:

- 6.1 copies of the service contracts of the executive directors;
- 6.2 copy of the letter of appointment of the non-executive director; and
- 6.3 the register of interests of the directors of the Company and their families in the share capital of the Company.

Communications with the Company

7. Except as provided above, shareholders who wish to communicate with the Company in relation to the meeting should do so by writing to the Company Secretary at 35 Berkeley Street, London, W1J 5BF. No other methods of communication will be accepted.

Issued shares and total voting rights

8. On 28 May 2024 (being the latest practicable date before publication of this document), the Company's issued voting share capital comprised 467,775,068 ordinary shares of £0.001 each. Each ordinary share carries the right to one vote at a general meeting of the Company. The total number of voting rights in the Company on 28 May 2024 is therefore 467,775,068.

Website giving information regarding the meeting

9. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at www.algwplc.com.

Website publication of audit concerns

10. Under section 527 of the Companies Act 2006, a shareholder or shareholders meeting the threshold requirements set out in that section, have the right to request the Company to publish on its website a statement setting out any matter relating to (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting and (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the last annual general meeting, that the shareholders propose to raise at the meeting.

Where the Company is required to publish such a statement on its website:

- it may not require the shareholders making the request to pay any expenses incurred by the Company in complying with the request;
- it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and
- the statement may be dealt with as part of the business of the meeting.

The request:

- may be in hard copy form or in electronic form (see note 13 below);
- either set out the statement in full or, if supporting a statement sent by another shareholder, clearly identify the statement which is being supported;
- must be authenticated by the person or persons making it (see note 13 below); and
- be received by the Company by 14 June 2024 which is at least one week before the meeting.

Nominated persons

11. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights (**Nominated Person**):

- You may have a right under an agreement between you and the shareholder of the Company who has nominated you to have information rights (**Relevant Shareholder**) to be appointed or to have someone else appointed as a proxy for the meeting.
- If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Shareholder to give instructions to the Relevant Shareholder as to the exercise of voting rights.
- Your main point of contact in terms of your investment in the Company remains the Relevant Shareholder (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

The rights relating to proxies set out in these notes do not apply directly to nominated persons.

Hard copy documents

12. Where a shareholder or shareholders wish to request the Company to publish audit concerns (see note 10) such request must be made by either sending:

- A hard copy request which is signed by you, states your full name and address to the Company Secretary, 35 Berkeley Street, London, W1J 5B
- A request which states your full name and address, and proof of your status as a shareholder to gs@algwplc.com. Please state "ALGW AGM 2024" in the subject line of the email.