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If you have sold or transferred all of your Ordinary Shares in Veni Vidi Vici Limited, you should forward this document, together with the accompanying Form of Proxy, immediately to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

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## **VENI VIDI VICI LIMITED**

*(Incorporated in the British Virgin Islands under the BVI Business Companies Act, 2004 (as amended) with registered number: 1960948)*

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

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Notice of an Annual General Meeting to be held at Suite 3B, Princes House, 38 Jermyn Street, London SW1Y 6DN at 12:00 p.m. on 21 July 2020 is set out at the end of this document. Shareholders are requested to complete and return the enclosed Form of Proxy by post or by hand to Suite 3B, Princes House, 38 Jermyn Street, London SW1Y 6DN, as soon as possible, but in any event so as to arrive no later than 12:00 p.m. on 17 July 2020.

# LETTER FROM THE CHAIRMAN VENI VIDI VICI LIMITED

*(Incorporated and registered in the British Virgin Islands with registered number 1960948)*

*Directors:*

Mahesh S/o Pulandaran      Executive Chairman  
Donald Strang                Non-Executive Director

*Registered Office*  
Vistra Corporate Services  
Centre  
Wickhams Cay II  
Road Town  
Tortola  
VG1110  
British Virgin Islands

To the Shareholders and, for information only, to the Option Holders

Dear Shareholder

## 1. Introduction

I am writing to you to explain the resolutions (“**Resolutions**”) to be proposed at this year’s Annual General Meeting (the “**AGM**”) to be held at Suite 3B, Princes House, 38 Jermyn Street, London SW1Y 6DN at 12:00 p.m. on 21 July 2020 and which are set out in the notice of Annual General Meeting on page 4 of this document. You will find enclosed with this letter a copy of the Company’s Annual Report and Financial Statements for the year ended 31 December 2019.

## 2. Business of the AGM – Resolutions

### *Resolution 1 – Receiving and adopting the Accounts*

This Resolution relates to the receiving and adopting of the audited accounts for the financial period ended 31 December 2019, together with the Report of the Directors and the Auditors Report.

### *Resolutions 2 – Auditors’ Reappointment and Remuneration*

This Resolution relates to the re-appointment of Chapman Davis LLP as auditors of the Company and authorises the Directors to determine their remuneration.

### *Resolution 3 – Re-appointment of Director*

The Board recommends the re-election of Donald Strang who was appointed as Non-Executive Director and who is subject to re-election in accordance with the Company’s Articles. Mr Strang, being eligible, offers himself for re-election as a Director of the Company.

## 3. Action to be taken by Shareholders

As a result of the ongoing Coronavirus (COVID-19) pandemic, and in line with the Government’s Stay at Home Measures (“**Measures**”), the Board is adopting a number of changes to the traditional running of the General Meeting. In order to reduce the risk of infection we are asking Shareholders to not attend the General Meeting which will end immediately following the formal business. Any Shareholders who do attend will not be admitted.

Arrangements will be made by the Company to satisfy the requirements of a quorum for the General Meeting so that it may proceed. We encourage Shareholders to appoint the Chairman as their proxy with their voting instructions rather than attend the General Meeting in person.

Although the Notes to the Notice of the General Meeting refer to Shareholders being able to appoint a proxy or proxies, the Company would remind Shareholders that, in light of the Measures, they will not

be allowed entry to the General Meeting. However, the Company does value Shareholder participation and values the votes of Shareholders, so it would encourage all Shareholders to exercise their voting rights BUT ONLY by appointing the Chairman of the General Meeting to be their proxy. Any proxy received appointing a person other than the Chairman of the General Meeting as the Shareholder's proxy will be deemed to have appointed the Chairman of the General Meeting as that Shareholder's proxy.

Shareholders will find enclosed with this letter a form of proxy for use at the General Meeting. The form of proxy should be completed and returned in accordance with the instructions printed on it so as to arrive to Suite 3B, Princes House, 38 Jermyn Street, London SW1Y 6DN as soon as possible and in any event not later than 12:00 p.m. on 17 July 2020.

#### **4. Board Recommendation**

The Board considers that each of the Resolutions is in the best interest of the Company and they unanimously recommend to the shareholders that they should vote in favour of each of them as they intend to do so in respect of their own beneficial holdings of Ordinary Shares representing at the date of this letter approximately 2.39% of the issued Ordinary Shares of the Company.

Yours faithfully

Mahesh S/o Pulandaran

**VENI VIDI VICI LIMITED**

*(Incorporated in the British Virgin Islands under the BVI Business Companies Act, 2004 (as amended) with registered number: 1960948)*

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of the Shareholders of Veni Vidi Vici Limited (the “**Company**”) will be held at 12:00 p.m. on 21 July 2020 to consider and, if thought fit, pass resolutions 1 to 3, which will be proposed as ordinary resolutions.

**RESOLUTIONS**

**1. Financial Report, Directors’ Report and Auditors’ Report**

THAT the Financial Report in respect of the Company and its entities for the year ended 31 December 2019, together with the Directors’ Report in relation to that financial period and the Auditor’s Report in respect of the Financial Report be approved.

**2. Reappointment and Remuneration of Auditors**

THAT Chapman Davis LLP be reappointed as the auditors of the Company to hold office until the conclusion of the next annual general meeting at which accounts are laid before the Company and to authorise the Directors to determine the remuneration of the auditors of the Company.

**3. Re-Election of a Director**

To re-elect Donald Strang who is subject to re-election in accordance with the Company’s Articles. Mr Strang, being eligible, offers himself for re-election as a Director of the Company.

*Registered Office*  
Vistra Corporate Services Centre  
Wickhams Cay II  
Road Town  
Tortola VG1110  
British Virgin Islands

**BY ORDER OF THE BOARD**  
**Mahesh S/o Pulandaran, Chairman**  
**6 July 2020**

**Notes:**

1. A member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
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 Suite 3B, Princes House, 38 Jermyn Street, London SW1Y 6DN by not later than 48 hours prior to the time fixed for the AGM.
3. Completion and return of a Form of Proxy does not preclude a member from attending and voting at the AGM or at any adjournment thereof in person (if so entitled).
4. 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.
5. To be entitled to attend and 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 12:00 p.m. on 17 July 2020.
6. As at the close of business on 2 July 2020, the Company's issued share capital comprised 1,760,003 shares of no par value. 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 1,760,003.