

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It contains details of the resolutions to be voted on at the Annual General Meeting of the Company to be held at the offices of Allenby Capital Limited, 5th Floor, 5 St Helen's Place, London EC3A 6AB at 2.30 p.m. on 7 February 2023. If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek your own independent financial, tax and legal advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser in the relevant jurisdiction.

If you have sold or otherwise transferred all of your ordinary shares in the Company, please immediately forward this document to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. No documents should, however, be forwarded to, or distributed or transmitted (in whole or in part) into, any jurisdiction outside the UK. Any failure to comply with this restriction may constitute a violation of the securities laws of any such jurisdiction. If you have sold or otherwise transferred only part of your registered holding of ordinary shares, you should retain this document and contact the stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

Ridgecrest plc

*(Incorporated and registered in England and Wales under the Companies Acts 1948 to 1981
with registered number 1700310)*

Notice of Annual General Meeting

This document should be read as a whole. However, your attention is drawn to the letter from the Chairman of the Company, set out on pages 2 and 3, which contains the directors' unanimous recommendation that you vote in favour of the resolutions to be proposed at the Annual General Meeting referred to below.

Notice of the Annual General Meeting of the Company, to be held at 2.30 p.m. on 7 February 2023, is set out at the end of this document. Unless specifically requested, shareholders will not receive a form of proxy. Instead, for the vote of shareholders who hold their ordinary shares in certificated form to be effective, proxy votes must be submitted at www.signalshares.com so as to have been received by the Company's registrars, Link Group, not less than 48 hours (excluding weekends and public holidays) before the time appointed for the holding of the meeting or any adjournment of it. If you hold your ordinary shares in CREST and wish to appoint a proxy through the CREST electronic proxy appointment service, you may do so by completing and transmitting a CREST Proxy Instruction to Link Group as soon as possible and so that it is received by no later than 2.30 p.m. on [3/5] February 2023.

LETTER FROM THE CHAIRMAN OF RIDGECREST PLC

(Incorporated and registered in England and Wales under the Companies Acts 1948 to 1981, with registered number 1700310)

Directors:

Robert Thesiger (*Chairman*)
Philip Holt (*Non-Executive Director*)
James Normand (*Non-Executive Director*)

Registered office:

New Kings Court
Tollgate
Chandler's Ford
Eastleigh SO53 3LG

Dear Shareholder

28 December 2022

Notice of Annual General Meeting

Set out at the end of this document is the Notice convening the Annual General Meeting of the Company to be held at the offices of Allenby Capital Limited, 5th Floor, 5 St Helen's Place, London EC3A 6AB at 2.30 p.m. on 7 February 2023 at which the ordinary business set out in Resolutions 1 to 4 will be proposed, namely:

- to receive and adopt the audited consolidated financial statements of the Company for the financial year ended 31 March 2022 and the reports of the directors and the auditors thereon;
- to seek authority for the re-appointment of Hazlewoods LLP as auditors to the Company until the conclusion of the next Annual General Meeting at which accounts are laid before members and to determine their remuneration; and
- to re-elect James Normand who, in accordance with the Articles of Association of the Company, is retiring as a director by rotation and will offer himself for re-election in the customary way.

In addition, the Company is seeking the authorities contained in Resolutions 5 and 6 such that, if passed, the Company will have the ability to issue up to a further 451,124,700 new ordinary shares for cash, representing approximately 100 per cent. of its current total issued share capital.

The purpose of seeking shareholder approval to the taking of these authorities is to allow the directors to have a significant number of ordinary shares available to them for allotment on a non pre-emptive basis. While the directors have no present intention of exercising the authorities proposed to be conferred by resolutions 5 and 6, they believe the granting of such authorities will provide the Board with flexibility to take advantage of opportunities if and when they arise.

Action to be taken

Given the commitments made by the Company to reduce paper and improve efficiency in its shareholder communications, unless specifically requested, shareholders will not receive a form of proxy. Instead, for the vote of shareholders who hold their ordinary shares in certificated form to be effective, proxy votes must be submitted at www.signalshares.com so as to have been received by the Company's registrars, Link Group, not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it. Shareholders are reminded that, if their ordinary shares are held in the name of a nominee, only that nominee may submit a proxy vote.

Any power of attorney or other authority under which a proxy vote is submitted (or a duly certified copy of such power or authority) must be sent to the Company's registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL. If a paper form of proxy is requested from the registrar, it should also be completed and returned to Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL so as to be received not less than 48 hours before the time of the meeting.

Shareholders who hold their ordinary shares in CREST and wish to appoint a proxy through the CREST electronic proxy appointment service may do so by completing and transmitting a CREST Proxy Instruction to Link Group as soon as possible and so that it is received by no later than 2.30 p.m. on [3/5] February 2023.

If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek your own independent financial, tax and legal advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser in the relevant jurisdiction.

Recommendation

The Board considers the business to be proposed at the Annual General Meeting to be in the best interests of the Company and shareholders as a whole. Accordingly, the directors unanimously recommend that you vote in favour of the resolutions to be proposed at the Annual General Meeting.

Yours faithfully

Robert Thesiger
Chairman

NOTICE OF ANNUAL GENERAL MEETING

Ridgecrest plc

(Incorporated and registered in England and Wales under the Companies Acts 1948 to 1981, with registered number 1700310)

Notice is hereby given that the Annual General Meeting of Ridgecrest plc (the “**Company**”) will be held at the offices of Allenby Capital Limited, 5th Floor, 5 St Helen's Place, London EC3A 6AB at 2.30 p.m. on 7 February 2023 for the purposes of considering and, if thought fit, passing the resolutions set out below, of which the resolutions numbered 1 to 5 (inclusive) will each be proposed as ordinary resolutions and the resolution numbered 6 will be proposed as a special resolution:

ORDINARY BUSINESS

1. To receive and adopt the consolidated financial statements of the Company for the year ended 31 March 2022, together with the reports of the directors and the auditors thereon.
2. To re-appoint Hazlewoods LLP as auditors to the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before members.
3. To authorise the directors to determine the remuneration of the auditors of the Company.
4. To re-appoint James Normand, who is retiring by rotation, as a director of the Company.

SPECIAL BUSINESS

5. In substitution for any existing authority, but without prejudice to the allotment of any equity securities already made pursuant thereto, the directors of the Company be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot (or to grant rights to subscribe for or to convert any security into) relevant securities (within the meaning of the Act) up to an aggregate nominal amount of £45,112.47 provided that, unless previously renewed, extended, varied or revoked by the Company, this authority shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company and the date falling 15 months from the passing of this resolution, save that the Company may, at any time before this authority expires, make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
6. **Subject to and conditional upon the passing of resolution 5, in accordance with section 570 of the Act, the directors of the Company be generally empowered to allot equity securities (as defined in section 560(1) of the Act) which are the subject of the authority conferred by that resolution as if section 561(1) of the Act did not apply to such allotment provided that this power shall be limited to:**
 - (i) the allotment of equity securities where such securities have been offered (whether by way of rights issue, open offer or otherwise) to holders of shares in the capital of the Company in proportion (as nearly as may be) to their existing holdings of shares but subject to the directors having a right to make such exclusions or other arrangements in connection with the offer as they deem necessary or expedient to deal with equity securities representing fractional entitlements, record dates and/or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory; and
 - (ii) the allotment for cash, otherwise than pursuant to paragraph (i) above, of equity securities up to an aggregate nominal amount of £45,112.47, being approximately 100 per cent. of the existing issued ordinary share capital of the Company,

provided that, in each case, this power shall, unless previously renewed, extended, varied or revoked by the Company, expire on the earlier of the conclusion of the next Annual General Meeting of the Company and the date falling 15 months from the passing of this resolution, save that the Company

may, at any time before this authority expires, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Philip Holt
Company Secretary

New Kings Court
Tollgate
Chandler's Ford
Eastleigh SO53 3LG

28 December 2022

Notes:

The following notes explain your general rights as a shareholder and your right to vote at the Annual General Meeting or to appoint someone else to vote on your behalf. If you do not propose to attend the meeting in person but would like your proxy to speak on your behalf, you will need to appoint your own choice of proxy (not the chair) and give your instructions directly to them.

1. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, the Company gives notice that only those members entered on the Company's register of members at:
 - close of business on 3/5 February 2023; or
 - if the meeting is adjourned, at close of business on the day which is two days prior to the time fixed for the adjourned meeting,shall be entitled to vote at the meeting in respect of the number of shares registered in their name. Changes to entries on the register of members after such time will be disregarded in determining the rights of any person to attend or vote at the meeting.
2. To be effective, proxy votes in respect of any ordinary shares held in certificated form must be submitted at www.signalshares.com so as to have been received by the Company's registrars not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it. By registering on the Signal shares portal at www.signalshares.com, you can manage your shareholding, including:
 - casting your vote;
 - updating your address; and
 - selecting your communication preferences.
3. Any power of attorney or other authority under which your proxy is submitted (or a duly certified copy of such power or authority) must be sent to the Company's registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL. If a paper form of proxy is requested from the registrar, it should also be completed and returned to Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL so as to be received not less than 48 hours before the time of the meeting. The submission of a proxy vote will not preclude a member from attending and voting at the meeting in person should it subsequently decide to do so although in that event, any proxy appointment by that member would automatically be terminated unless the Company were notified otherwise upon their arrival at the meeting.
4. A vote withheld is not a vote in law which means that any such vote will not be counted in the calculation of the votes for or against a resolution. If no voting indication is given, your proxy will vote or abstain from voting at his discretion. Your proxy will vote (or abstain from voting) as he thinks fit in relation to any other matter which is put before the meeting.
5. CREST members who wish to appoint a proxy by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by utilising the procedures described in the CREST manual (available from 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.
6. 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 ("Euroclear") 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 (Link Group, ID RA10) not less than 48 hours before the time appointed for the 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 the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instruction to proxies appointed through CREST should be communicated to the appointee through other means.
7. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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 its 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 the practical limitations of the CREST system and timings.

8. 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.
9. Unless otherwise indicated on the paper form of proxy, CREST voting or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
10. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
11. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off times for receipt of proxy appointments (see above) also apply in relation to amended instructions and any amended proxy appointment submitted after the relevant cut-off time will be disregarded.
12. If you need help with voting online, or require a paper proxy form, please contact the Company's registrars, Link Group, by email at shareholderenquiries@linkgroup.co.uk, or by calling 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Link Group are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. 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.
13. 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 Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL. 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 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. The revocation notice must be received by Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL no later than 48 hours prior to the meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your proxy appointment will remain valid.
14. As at 6.00 p.m. on 28 December 2022, the Company's issued share capital comprised 451,124,778 ordinary shares of 0.01p 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 6.00 p.m. on 28 December 2022 was 451,124,778.
15. You may not use any electronic address provided either:
 - in this notice of meeting; or
 - in any related documents (including any proxy form),

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

