

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are advised to consult your own stockbroker, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000.** If you have sold or otherwise transferred all of your shares in Real Good Food plc, please forward this document, together with the accompanying documents, to the purchaser or transferee, or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The board of directors of Real Good Food plc (the “**Board**”) considers all of the proposed resolutions to be in the best interests of shareholders in the Company (“**Shareholders**”) and accordingly recommends that Shareholders vote in favour of all of the resolutions proposed.

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# Real Good Food plc

## Real Good Food plc

*(Incorporated in England and Wales with registered number 04666282)*

### Notice of General Meeting

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Notice of a general meeting of the Company to be held at 10.00 am on 13 January 2021 (the “**GM**”) is set out on pages [4] to [7] of this document. The action to be taken in respect of the GM is set out on page [3] of this document.

**In light of the ongoing COVID-19 pandemic and the uncertainty as to what restrictions will be in place at the time of the GM, as well as the provisions set out in Schedule 14 of the Corporate Insolvency and Governance Act 2020, the GM will be held in a broadly similar format to the recent annual general meeting of the Company, while still allowing Shareholders to exercise their voting rights. The health and safety of Shareholders and colleagues is always the Company’s main priority and we are committed to supporting UK Government’s efforts in relation to this pandemic.**

**The GM will take place as a closed meeting. This means the GM will be held only with the minimum number of persons participating as is legally required to form a quorate meeting. Two directors of the Company, each of whom is either a Shareholder, or a proxy or corporate representative appointed by a Shareholder, will participate in the GM. All Shareholders are therefore strongly urged to register their votes in advance by appointing the chairman of the GM as their proxy and giving them voting instructions. We do not recommend the appointment of any other person as your proxy as they will not be able to participate in the GM and your vote(s) will not be counted.**

If you are a Shareholder, please complete your proxy by voting online at [www.signalshares.com](http://www.signalshares.com) as soon as possible and in any event so that it is received by the Company’s Registrars, Link Group, by no later than 10.00 am on 11 January 2021 (being at least 48 hours prior to the GM).

# LETTER FROM THE CHAIRMAN OF REAL GOOD FOOD PLC

(Incorporated in England and Wales with registered number 04666282)

## Directors

**Mike Holt** (Executive Chairman)  
**Maribeth Keeling** (Chief Financial Officer)  
**Jacques d'Unienville** (Non-Executive Director)  
**Judith MacKenzie** (Non-Executive Director)  
**Anthony Ridgwell** (Non-Executive Director)  
**Gail Lumsden** (Non-Executive Director)

## Registered office

61 Stephenson Way  
Wavertree  
Liverpool  
L13 1HN

18 December 2020

To the Shareholders and, for information purposes only, certain other persons

Dear Shareholder

## General Meeting to approve the Annual Accounts

### 1. Introduction

Following the Company's recent annual general meeting, held at the offices of J F Renshaw Limited at Crown Street, Liverpool, L8 7RF on 23 September 2020 (the **AGM**), I am pleased to be writing to you enclosing the formal notice of a general meeting of the Company (the **GM**), which is set out on pages [4] to [7] and an explanation of the resolutions proposed is set out on page [8].

### 2. Impact of COVID-19 on GM arrangements

**The Company continues to monitor closely the COVID-19 situation, including UK Government regulations and guidance, and will continue to do so in the lead-up to the GM.**

**In light of the ongoing COVID-19 pandemic and the uncertainty as to what restrictions will be in place at the time of the GM, as well as the provisions set out in Schedule 14 of the Corporate Insolvency and Governance Act 2020, the GM will be held in a broadly similar format to the AGM, while still allowing Shareholders to exercise their voting rights.** The health and safety of Shareholders and colleagues is always the Company's main priority and we are committed to supporting UK Government's efforts in relation to this pandemic.

**The GM will take place as a closed meeting** (unless notified otherwise via our website at <http://www.realgoodfoodplc.com>). This means the GM will be held only with the minimum number of persons participating to ensure a valid meeting is held. Two directors of the Company, each of whom is either a Shareholder, or a proxy or corporate representative appointed by a Shareholder, will participate in the meeting. **We therefore strongly urge all Shareholders to register their votes in advance by appointing the chairman of the GM as their proxy and giving them voting instructions. We do not recommend the appointment of any other person as your proxy as they will not be able to participate in the GM and your vote(s) will not be counted.**

In the event that further disruption to the GM becomes unavoidable, we will announce any changes relating to the meeting (such as timing) as soon as practicably possible through the Company's website (as referred to above).

We would like to thank all Shareholders for their co-operation and understanding.

### 3. Shareholder engagement

The Board continues to recognise the ongoing importance of communication with Shareholders at this time. Accordingly, in addition to a trading update announcement that is currently intended to be released via a regulatory information service on the day of the GM, Shareholders are encouraged to participate at the GM by raising any questions in advance of the meeting by emailing our Company Secretary, Maribeth Keeling, at [RGFplc@realgoodfoodplc.co.uk](mailto:RGFplc@realgoodfoodplc.co.uk) by 6.00 pm on 11 January 2021. Answers to questions on key themes will be provided via a 'Questions and Answers' document which will be available to view on the Company's website (as referred to above) from or about the date of the GM.

**Up-to-date information and any changes to the GM arrangements contained in this document will be available on our website at <http://www.realgoodfoodplc.com>. Please continue to check our website for updates.**

We are disappointed that our GM has been impacted by current events and that Shareholders will not be able to attend in person or otherwise participate in the GM (other than voting via a proxy who is participating). The Board would like to thank Shareholders for their understanding in these exceptional times.

### 4. Business to be conducted at the GM

As I explained in my letter to you on 28 August 2020, at the AGM no resolutions were proposed in relation to the Company's reports and accounts and the appointment or remuneration of the Company's auditors. The GM is therefore being convened to enable you to vote on formal resolutions to approve the annual report and accounts of the Company for the year ended 31 March 2020 and in relation to the Company's auditors.

## 5. Action to be taken in relation to the GM

A Shareholder, who would ordinarily have a right to attend and vote at the GM, may appoint one or more proxies to exercise all or any of their rights to vote at the GM. A proxy need not be a member of the Company but must participate in the meeting for the member's vote to be counted. As the **GM will take place as a closed meeting (unless notified otherwise via our website at <http://www.realgoodfoodplc.com>) (as referred to above), all Shareholders are strongly urged to register their votes in advance by appointing the chairman of the GM as their proxy and giving them voting instructions. We do not recommend the appointment of any other person as your proxy as they will not be able to participate in the GM and your vote(s) will not be counted.** If, notwithstanding this, a Shareholder appoints more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by the Shareholder. If a Shareholder wishes to appoint more than one proxy, they may do so at [www.signalshares.com](http://www.signalshares.com).

To be effective, the proxy vote must be submitted at [www.signalshares.com](http://www.signalshares.com) so as to have been received by the Company's Registrars, Link Group, as soon as possible and in any event so that it is received by the Registrars by no later than 10.00 am on 11 January 2021 (being at least 48 hours prior to the GM). By registering on the Signal shares portal at [www.signalshares.com](http://www.signalshares.com), you can manage your shareholding, including cast your vote; change your dividend payment instruction; update your address; and select your communication preference.

## 6. Recommendation

The directors of the Company (the "**Directors**") consider that all resolutions to be put to the GM are in the best interests of the Company and the Shareholders as a whole and are most likely to promote the success of the Company for the benefit of its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of all the proposed resolutions, as the Directors intend to do in respect of their own beneficial shareholdings in the Company.

Yours sincerely

**Mike Holt**  
Executive Chairman

# REAL GOOD FOOD PLC

*(Incorporated in England and Wales with registered number 04666282)*

## Notice of General Meeting

**NOTICE IS HEREBY GIVEN** that a **General Meeting** of Real Good Food plc ("**Company**") will be held at 10.00 am on 13 January 2021, for the purpose of considering and, if thought fit, passing the following resolutions, which will be proposed as ordinary resolutions:

- (1) To receive and consider the Directors' Report and Accounts of the Company for the 12-month period ended 31 March 2020 and the auditors' report thereon.
- (2) To appoint BDO LLP as auditors of the Company until the conclusion of the next general meeting of the Company at which accounts are laid before the Company.
- (3) To authorise the audit committee of the directors of the Company to determine the auditors' remuneration

**By order of the Board**

Maribeth Keeling

**Company Secretary**

Dated: 18 December 2020

**Registered office**

61 Stephenson Way

Wavertree

Liverpool

L13 1HN

# NOTES TO THE NOTICE OF GENERAL MEETING

## General

1. Registered Shareholders are ordinarily entitled to attend, speak, and vote, either in person or by proxy, at general meetings of the Company. **However, for this year's GM, in light of the COVID-19 pandemic, Shareholders are not permitted to participate directly in the GM, as it will take place as a closed meeting. It is strongly advised that Shareholders appoint the Chairman of the GM as their proxy to vote in accordance with their instructions. Please refer to the section headed "Impact of COVID-19 on GM arrangements" in the Chairman's letter to which this notice of GM is attached for further information.**

This notice is the formal notification to members of the GM, its date and time, and the matters to be considered. If you are in doubt as to what action to take you should consult an independent adviser.

All resolutions will be proposed as ordinary resolutions. A simple majority (being more than 50 per cent) of votes cast must be in favour of each resolution in order for it to be passed.

## Entitlement to vote

2. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only those members registered on the Company's register of members at:
  - (i) 8.00 pm on 11 January 2021; or
  - (ii) if the GM is adjourned, at 8.00 pm on the day two business days prior to the adjourned meeting, shall be entitled to participate in (if permitted) and vote at the GM.

## Appointment of proxies

3. A member of the Company at the time set out in note 2 above is entitled to vote at the meeting and may appoint one or more proxies to exercise all or any of the member's rights to vote at the meeting. A proxy need not be a member of the Company but must participate in the meeting for the member's vote to be counted. **You are strongly urged to register your votes in advance by appointing the Chairman of the GM as your proxy (and not any other person). It is not recommended that you appoint any other person as your proxy as they will not be able to participate in the GM and your vote(s) will not be counted.**

If, notwithstanding this, a member appoints more than one proxy to seek to participate in the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member. If a member wishes to appoint more than one proxy, they may do so at [www.signalshares.com](http://www.signalshares.com).

To be effective, the proxy vote must be submitted at [www.signalshares.com](http://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](http://www.signalshares.com), you can manage your shareholding, including cast your vote; change your dividend payment instruction; update your address; and select your communication preference.

Any power of attorney or other authority under which the proxy is submitted must be returned to the Company's Registrars, Link Group, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF. If a paper form of proxy is requested from the Registrars, it should be completed and returned to Link Group, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF to be received not less than 48 hours (excluding weekends and public holidays) before the time of the meeting.

## Appointment of proxies through CREST

4. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the GM and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. 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 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 (RA10) by 10.00 am on 11 January 2021. 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.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) 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 sponsor(s) or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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(as amended).

### **Appointment of proxy by joint members**

5. 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).

### **Changing proxy instructions**

6. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see note 2 above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Link Group at PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF.

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.

### **Termination of proxy appointments**

7. 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 at PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF. 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 any 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.

In either case, the revocation notice must be received by Link Group at PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF no later than 48 hours before the date and time of the meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, then your proxy appointment will remain valid.

Ordinarily, appointment of a proxy does not preclude you from attending the GM and voting in person and, if you have appointed a proxy and you attend the GM in person, your proxy appointment will be terminated automatically. However, as the GM is being held as a closed meeting, this year you will not be able to attend in person so you must revoke any proxy appointment in the manner described in the two paragraphs above.

### **Voting online and requesting a proxy card**

8. If you need help with voting online, or require a paper proxy form, please contact the Company's Registrars, Link Group, by email at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk), or you may call Link Group on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Link Group is open between 9.00 am and 5.30 pm, Monday to Friday (excluding public holidays in England and Wales).

### **Communication**

9. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this notice (or in any related or accompanying document (including any proxy form)) to communicate with the Company for any purposes other than those expressly stated (if any).

### **Issued shares and total voting rights**

10. As at 6.30 pm on 15 December 2020, the Company's issued share capital comprised [99,564,430] ordinary shares of 2 pence 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 15 December 2020 is [99,564,430].

# EXPLANATIONS OF RESOLUTIONS

## **Resolution number 1 – Accounts**

The directors of the Company are obliged to present to Shareholders the report of the directors and the accounts for the Company for the year ended 31 March 2020. That report and those accounts, and the report of the Company's auditors on those accounts, are set out in the report and accounts delivered with this notice.

## **Resolution number 2 – Appointment of auditors**

The Company is required to appoint auditors at each general meeting at which accounts are laid, to hold office until the next such general meeting. Resolution 2 proposes that BDO LLP is appointed as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.

## **Resolution number 3 – Auditors' remuneration**

In accordance with standard practice, the remuneration of the auditors is to be determined by the audit committee of the directors of the Company.

