

**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 any 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 directors of the Company ("**Directors**") consider all of the proposed resolutions to be in the best interests of shareholders in the Company ("**Shareholders**") and accordingly unanimously recommend that Shareholders vote in favour of all of the resolutions proposed.

---

## **Real Good Food plc**

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

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

---

This document should be read in its entirety. Your attention is drawn in particular to the letter from the Chairman of the Company and, in particular, to the paragraph titled "Recommendation" which contains the recommendation from the Directors that Shareholders vote in favour of the Resolutions to be proposed at the Annual General Meeting.

Notice of the Annual General Meeting of the Company to be held at the offices of finnCap Ltd at 1 Bartholomew Close, London EC1A 7BL at 11.00 am on 27 October 2022 is set out on pages 3 to 6 of this document. The action to be taken in respect of the AGM is set out on page 2 of this document.

If you are a Shareholder, you will not receive a hard copy Form of Proxy. 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, not less than 48 hours before the time appointed for the meeting or any adjournment of it.

# LETTER FROM THE CHAIRMAN OF REAL GOOD FOOD PLC

(Incorporated in England and Wales with registered number 04666282)

## **Directors**

**Mike Holt** (Executive Chairman)  
**Jacques d'Unienville** (Non-Executive Director)  
**Judith MacKenzie** (Non-Executive Director)  
**Gail Lumsden** (Non-Executive Director)

## **Registered office**

229 Crown Street  
Liverpool  
L8 7RF

4 October 2022

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

Dear Shareholder

## **2022 Annual General Meeting**

### **1. Introduction**

I am pleased to be writing to you with details of the business to be transacted at the Company's 2022 Annual General Meeting (the "**AGM**") which will be held at the offices of finnCap Ltd at 1 Bartholomew Close, London EC1A 7BL at 11.00 am on 27 October 2022. The formal notice of AGM is set out on pages 3 to 6 and an explanation of the Resolutions proposed is set out on page 7 of this document.

### **2. Action to be taken in relation to the AGM**

A Shareholder may appoint one or more proxies to exercise all or any of their rights to vote at the AGM. A proxy need not be a member of the Company but must attend the meeting in person for the member's vote to be counted. If 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, not less than 48 hours 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: (i) cast your vote; (ii) change your dividend payment instruction; (iii) update your address; and (iv) select your communication preference.

If a paper Form of Proxy is requested from the Company's Registrars, it should be completed and returned to Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL to be received not less than 48 hours before the time appointed for the meeting or any adjournment of it. Any power of attorney or other authority under which a Form of Proxy is submitted must also be returned to the Company's Registrars, Link Group, at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL.

### **3. Recommendation**

The Directors consider that all resolutions to be put to the AGM 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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an **Annual General Meeting** of Real Good Food plc ("**Company**") will be held at the offices of finnCap Ltd at 1 Bartholomew Close, London EC1A 7BL at 11.00 am on 27 October 2022, for the purpose of considering and, if thought fit, passing the following resolutions, all of 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 2022 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.
- (4) To re-appoint as a director Mike Holt.
- (5) To re-appoint as a director Jacques d'Unienville.
- (6) To re-appoint as a director Judith MacKenzie.
- (7) To re-appoint as a director Gail Lumsden.

**By order of the Board**

Jack Liptrot, Secretary

**Company Secretary**

Dated: 4 October 2022

**Registered office**

229 Crown Street

Liverpool

L8 7RF

# NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

## General

1. Registered Shareholders are entitled to attend, speak and vote, either in person or by proxy, at general meetings of the Company.

This notice is the formal notification to members of the AGM, its place, 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 ordinary resolution in order for it to be passed.

Pursuant to Article 59.4, all business proposed to be transacted at the AGM is ordinary business.

## 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 8.00 pm on 25 October 2022 or, if the AGM is adjourned, at 8.00 pm on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the AGM.

## Appointment of proxies

3. A member of the Company at the time set out in note 2 above is entitled to attend and vote at the AGM and may appoint one or more proxies to exercise all or any of the member's rights to attend and vote at the AGM. A proxy need not be a member of the Company but must attend the AGM for the member's vote to be counted.

If a member appoints more than one proxy to seek to participate in the AGM, 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, Link Group, not less than 48 hours 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), Shareholders can manage their shareholding, including cast their vote; change their dividend payment instruction; update their address; and select their communication preference.

If a paper Form of Proxy is requested from the Company's Registrars, it should be completed and returned to Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL to be received not less than 48 hours before the time of the AGM. Any power of attorney or other authority under which a Form of Proxy is submitted must also be returned to the Company's Registrars, Link Group, at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL.

## 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 AGM 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 & International 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 11.00 am on 25 October 2022. 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.

### **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).
6. 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 they do not do so in relation to the same shares.

### **Changing proxy instructions**

7. 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 Form of Proxy and would like to change the instructions using another hard-copy Form of Proxy, please contact Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL.

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**

8. 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 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 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 PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL 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.

Appointment of a proxy does not preclude you from attending the AGM and voting in person and, if you have appointed a proxy and you attend the AGM in person, your proxy appointment will be terminated automatically.

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

9. If you need help with voting online, or require a paper Form of Proxy, 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**

10. 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 Form of Proxy)) to communicate with the Company for any purposes other than those expressly stated (if any).

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

11. As at 6.30 pm on 3 October 2022 (being the latest practicable date prior to the date of this document), 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 3 October 2022 was 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 2022. That report and those accounts, and the report of the Company's auditors on those accounts, are set out in the report and accounts sent to Shareholders.

## **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. However, as there is mandatory rotation of the audit engagement partner, the Company will be conducting an audit tender process to reduce costs and expects to appoint new auditors to audit its accounts for the year ending 31 March 2023.

## **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.

## **Resolution numbers 4 to 7 – Re-appointment of directors**

Whilst the Company's articles of association require that, at each annual general meeting, one third of the Directors for the time being (other than those appointed since the last annual general meeting) retire by rotation, the Board has determined to follow the provisions of the UK Corporate Governance Code to the effect that all Directors are standing for re-election this year. Resolutions 4 to 7 propose the re-appointment of each Director.