



## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**Meeting**) of BAKO Group Limited (**Company**) will be held at The Bakory, 74 Roman Way Industrial Estate, Longridge Road, Preston, United Kingdom, PR2 5BE on Tuesday 31 October 2023 at 2.00pm.

Resolution 1 is proposed to be passed as a special resolution, and resolutions 2 – 8 are proposed to be passed as ordinary resolutions (together the **Resolutions**).

### SPECIAL RESOLUTION

1. **THAT** the revised draft articles of association attached to this resolution be adopted as the new articles of association of the Company in substitution for, and to the exclusion of the existing articles of association.

### ORDINARY RESOLUTIONS

2. **THAT** the terms of the purchase contract produced to the meeting and signed by the Chairman of the meeting for the purposes of identification (**Ordinary Purchase Contract**) proposed to be entered into between the Company and each of those shareholders identified in the schedule thereto for the purchase by the Company of 40 Ordinary Shares of £1 each from each named shareholder for a total aggregate consideration of £2,920 be and hereby is approved and the Company be and hereby is authorised to enter into the Ordinary Purchase Contract.
3. That the Statement of Accounts for the year ended 31 March 2023, together with the report of the Directors and Auditors thereon be received.
4. That the Directors' remuneration and fees payable for the year ended 31 March 2023 be and hereby is approved.
5. That Duncan Hindley who is due to retire by rotation as a Director in accordance with the provisions of the Articles of Association, and who, being eligible, offers himself for re-appointment as a Director of the Company be and hereby is re-appointed.
6. That David Ian Dobbie who is due to stand for re-election in accordance with the provisions of the Articles of Association, and who, being eligible, offers himself for re-appointment as a Director of the Company be and hereby is re-appointed.
7. That Thomas Moore who is due to stand for re-election in accordance with the provisions of the Articles of Association, and who, being eligible, offers himself for re-appointment as a Director of the Company be and hereby is re-appointed.
8. To authorise the Directors to appoint the auditors of the Company and to fix their remuneration.

By order of the Board

Kirti Hirani  
Company secretary

74 Roman Way Industrial Estate, Longridge Road, Preston, United Kingdom, PR2 5BE  
Company registered number: 08802727  
2 October 2023



## **NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING**

### **Ordinary and Special Resolutions**

1. Resolution 1 will be proposed to be passed as a Special Resolution which will require 75% of the votes to be cast in favour in order to be passed and resolutions 2-8 will be proposed to be passed as Ordinary Resolutions which require a simple majority of votes to be cast in favour in order to be passed.

### **Appointment of proxies**

2. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

3. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, please contact the Company Secretary via the contact details noted below. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by the shareholder will result in the proxy appointment being invalid. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.

4. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

### **Appointment of proxy by post**

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to the Company at 74 Roman Way Industrial Estate, Longridge Road, Preston, United Kingdom, PR2 5BE; and
- received by the Company no later than 10am on Monday 30 October 2023.

In the case of a shareholder which is a company, the proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

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

6. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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**

7. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply 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 the Company Secretary.

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 appointment**

8. A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by either:

- Sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to the Company. In the case of a shareholder 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.
- Sending an email to [companysecretary@bako.co.uk](mailto:companysecretary@bako.co.uk) and attaching a scanned image of the documentation required in the hard-copy paragraph above.

In either case, the revocation notice must be received by the Company no later than 10am on Monday 30<sup>th</sup> October 2023.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

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

### **Communication**

9. Except as provided above, shareholders who have general queries about the meeting should email the Company Secretary at [companysecretary@bako.co.uk](mailto:companysecretary@bako.co.uk).

You may not use any electronic address provided either:

- in this notice of annual general meeting; or
- any related documents (including the proxy form),

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