

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN that the 2022 Annual General Meeting of Tiger Royalties and Investments Plc (Company number: 02882601) (Company) will be held at 2nd floor, 7/8 Kendrick Mews, London SW7 3HG on 27 June 2022 at 12.00 p.m.**

You will be asked to consider and vote on the following resolutions, of which resolutions 1 to 4 will be proposed as ordinary resolutions and resolutions 5 and 6 will be proposed as special resolutions.

## **ORDINARY BUSINESS**

### **Resolution 1**

To receive and adopt the directors' report and consolidated financial statements (which include a consolidated profit and loss account and consolidated balance sheet) for the year ended 31 December 2021, together with the auditors' report contained therein.

### **Resolution 2**

To re-appoint Shipleys LLP as 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 of the Company to determine their remuneration.

### **Resolution 3**

To re-appoint Alex Borrelli as a director of the Company, who is offering himself for re-election.

### **Resolution 4**

That for the purposes of section 551 of the Companies Act 2006 (Act), the directors of the Company be and are hereby generally and unconditionally authorised (in substitution for any and all authorities previously conferred upon the directors for the purposes of section 551 of the Act, but without prejudice to any allotments made pursuant to the terms of such authorities) to exercise all powers of the Company to issue and allot shares in the Company or grant rights to subscribe for, or convert any security into shares in the Company (together "relevant securities") up to an aggregate nominal amount of £1,000,000 provided that this authority shall expire (unless previously renewed, extended, varied or revoked by the Company in general meeting) at the earlier of the conclusion of the next Annual General Meeting of the Company or 30 June 2023 save that the Company may before such expiry make an offer or agreement, which would or might require relevant securities to be allotted after such expiry and the directors of the Company may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

## **SPECIAL BUSINESS**

### **Resolution 5**

That, subject to and conditional upon the passing of resolution 4 above, the directors of the Company be and hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) pursuant to the authority conferred by resolution 4 (in substitution for any and all authorities previously conferred upon the directors for the purposes of section 570 of the Act, but without prejudice to any allotments made pursuant to the terms of such authorities) as if section 561 of the Act did not apply to any such allotment PROVIDED THAT the power conferred by this resolution shall be limited to:

5.1 the allotment of equity securities for cash in connection with an issue or offer of equity securities (including, without limitation, under a rights issue, open offer or similar arrangement) to holders of equity securities in proportion (as nearly as may be practicable) to their respective holdings of equity securities subject only to such exclusions or other arrangements as the directors of the Company may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under laws of any territory, or the requirements of any regulatory body or stock exchange in any territory; and

5.2 the allotment (otherwise than pursuant to paragraph 5.1 above) of equity securities for cash up to an aggregate nominal value of £1,000,000;

and the power conferred by this resolution 5 shall expire (unless previously renewed, revoked or varied by the Company in a general meeting), at such time as the general authority conferred on the directors of the Company by resolution 4 above expires, except that the Company may at any time before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

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## **Resolution 6**

That the Articles of Association (contained in a document, a copy of which is available for inspection at the Company's registered office and is also available on the Company's website at <http://www.tiger-rf.com/addinfo3.cfm>), and produced to the meeting and signed by the chairman of the meeting for the purposes of identification, be approved and adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association, with immediate effect.

By order of the Board

**Raju Samtani**  
Company Secretary

Dated: 28 May 2022

By order of the Board:

**Raju Samtani**  
Company Secretary

Registered Office  
2nd floor, 7/8 Kendrick Mews, London SW7 3HG

# Notes to the Notice of the AGM

## Entitlement to attend and vote

1. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered in the register of members of the Company as at 6:00 p.m. on 23 June 2022, and in the case of an adjourned meeting, two days before such adjourned meeting, shall be entitled to attend, speak and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after 6:00 p.m. on 23 June 2022, or if the Annual General Meeting is adjourned, after close of business on the day two days before the adjourned meeting, shall be disregarded in determining the rights of any person to attend, speak and vote at the Annual General Meeting.

## Appointment of proxies

2. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint a proxy to exercise all or any of your rights to vote at the meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy enclosed with the Notice.
3. Shareholders can appoint a proxy and give proxy instructions by returning the enclosed Form of Proxy by post (see note 7 or, if a CREST member, by using the CREST electric proxy appointment service (see note 9)). If you require additional proxy forms you should contact: Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, tel no: +353 1 4475566.
4. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, 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 (including, without limitation, any resolution to adjourn the meeting or any resolution to amend a resolution proposed at the meeting).

## Appointment of proxy by post

5. The notes to the Form of Proxy explain how to direct your proxy to vote on each resolution or withhold their vote. To appoint a proxy using the Form of Proxy, the form must be:
  - (a) completed and signed;
  - (b) completed and signed;
  - (c) sent or delivered by post or by hand to Computershare Investor Services (Ireland) Ltd at the address below; and
  - (d) received by Computershare Investor Services (Ireland) Ltd no later than 12.00 p.m. on 23 June 2022 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) prior to the adjourned meeting).
6. In the case of a shareholder which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
7. Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power of attorney or authority) must be included with the Form of Proxy in order for the proxy appointment to be valid.
8. If you have not received a Form of Proxy and believe that you should have one, or if you require additional Forms of Proxy, please contact Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, tel no: +353 1 4475566.