

PART III

VARIOUS EATERIES PLC

(Incorporated and registered in England and Wales with registered number 12698869)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of Various Eateries Plc (the “**Company**”) will be held at the offices of WH Ireland Limited, 24 Martin Lane, London, EC4R 0DR at 10 a.m. on 22 December 2023 for the purpose of considering and, if thought fit, passing resolutions 1 and 2 as ordinary resolutions and resolution 3 as a special resolution. Defined terms used in this notice have the meanings given to them in the circular (the “**Circular**”) sent by the Company to its Shareholders of which this notice of general meeting forms part.

ORDINARY RESOLUTIONS

1. **THAT** the waiver granted by the Panel on Takeovers and Mergers of the obligation that would otherwise arise on Hugh Osmond and persons acting in concert with him to make a general offer to shareholders of the Company pursuant to Rule 9 of the Takeover Code as a result of the issue of new shares in the Company to Hugh Osmond pursuant to the Rule 9 Waiver Proposal (as defined in the Circular), be and is hereby approved.
2. **THAT** for the purposes of section 551 of the Companies Act 2006 (the “**Act**”) the directors of the Company be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company, up to an aggregate nominal amount of:
 - 2.1.1. £480,000 in connection with the Placing (as defined in the Circular);
 - 2.1.2. £456,367.88 in connection with the Conversion (as defined in the Circular); and
 - 2.1.3. £66,500 in connection with the grant of options as described in the Circular.

Such authority, unless revoked, varied or renewed by the Company in a general meeting, shall expire on the date falling five years after the date on which this resolution is passed. This authority is in addition to all existing authorities under section 551 of the Act.

SPECIAL RESOLUTION

3. **THAT** subject to the passing of Resolution 2, the directors of the Company be and are hereby empowered in accordance with section 570 of the Act (in addition to all existing authority) to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred on them to allot such shares or grant such rights by that resolution, as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - 3.1. £480,000 in connection with the Placing (as defined in the Circular); and
 - 3.2. £456,367.88 in respect of the Conversion (as defined in the Circular).

Such authority, unless revoked, varied or renewed by the Company in a general meeting, shall expire on the date falling five years after the date on which this resolution is passed. This power is in addition to all existing authorities under section 570 of the Act.

Notes:

1. As required by the City Code on Takeovers and Mergers, Resolution 1 will be taken on a poll vote of Independent Shareholders, who will be entitled to one vote for each Ordinary Share in the capital of the Company held at the relevant time and date specified in Note 6 below. Hugh Osmond, any persons acting in concert with him and any Shareholders participating in the Placing or receiving Conversion Shares will not vote on the resolution.
2. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company. If a member appoints more than one proxy in relation to the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by that member.
3. To appoint as a proxy a person other than the Chairman of the meeting, a member must insert the proxy's full name in the box on the Form of Proxy. If a member signs and returns a Form of Proxy with no name inserted in the box, the Chairman of the meeting will be deemed to be the member's proxy. Where a member appoints as a proxy someone other than the Chairman, the member is responsible for ensuring that the proxy attends the meeting and is aware of the

member's voting intentions. If a member wishes a proxy to make any comments on the member's behalf, the member will need to appoint someone other than the Chairman and give them the relevant instructions directly.

4. A member which is a corporation is entitled to appoint one or more corporate representatives to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual member. If a member which is a corporation appoints more than one corporate representative in relation to the meeting, each representative must exercise the rights attached to a different share or shares held by that member. In the case of a member which is a corporation, the Form of Proxy must be executed under the corporation's common seal or signed on its behalf by a duly authorised officer of the corporation or an attorney for the corporation.
5. A Form of Proxy is enclosed. To be valid, the Form of Proxy (and any power of attorney or other authority (if any) under which it is signed) must be duly completed and signed and deposited at the office of the Company's registrars Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, not less than 48 hours (excluding non-working days) before the time for holding the meeting (or any adjourned meeting). Completion and return of a Form of Proxy does not preclude a member from attending and voting in person at the meeting if they so wish.
6. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members entered in the Company's register of members at 6.00 p.m. on 20 December 2023 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Changes in the Company's register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting. If the meeting is adjourned, only those members entered in the Company's register of members as at 6.00 p.m. on the day two days (excluding non-working days) before the date of the adjourned meeting shall be entitled to attend and vote at the adjourned meeting.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by using 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 should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with Euroclear UK & International Limited's 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 Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY (CREST Participant ID: 3RA50), no later than 48 hours (excluding non-working days) before the time appointed for the meeting (or any adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
9. CREST members and, where applicable, their CREST sponsor or voting service provider should note that Computershare Investor Services PLC 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, to procure that his CREST sponsor or voting service provider takes) 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 or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
10. 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.
11. 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 documents to communicate with the Company for any purposes other than those expressly stated.
12. Your personal data includes all data provided by you, or on your behalf, which relates to you as a Shareholder, including your name and contact details, the votes you cast and your reference number (as attributed to you by the Company or its registrars). The Company determines the purposes for which, and the manner in which, your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrars) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the Shareholder rights you exercise.
13. As at 5 December 2023 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital consisted of 89,008,477 ordinary shares of £0.01 each, carrying one vote per share, and there are no shares held by the Company in treasury. Therefore, the total voting rights in the Company as at 5 December 2023 were 89,008,477.

