

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 immediately.**

If you have sold or otherwise transferred, or you sell or otherwise transfer, your entire holding of ordinary shares in Ikigai Ventures Limited, please send this document, together with the accompanying documents, including the Form of Proxy, at once to the purchaser or transferee or the stockbroker, bank or other agent through or by whom the sale or transfer was affected, for onward delivery to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of ordinary shares in Ikigai Ventures Limited, please consult the stockbroker, bank or other agent through whom the sale or transfer was affected as to the action you should take.

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

#### **IKIGAI VENTURES LIMITED**

*Incorporated in Guernsey with registration number 69265*

(the “**Company**”)

Notice is hereby given that the Annual General Meeting (“**AGM**”) of the Company will be held at the registered office of the Company at Plaza House, Third Floor, Elizabeth Avenue, St. Peter Port, Guernsey, GY1 2HU on 9<sup>th</sup> December 2025 at 9:00 a.m. for the purpose of considering and if thought fit, passing the following resolutions all of which shall be proposed as ordinary resolutions:

#### **ORDINARY BUSINESS**

#### **ORDINARY RESOLUTIONS**

1. **TO** receive and consider the Annual Report and Audited Financial Statements for the year ended 30 June 2025, together with the Report of the Directors and Auditors therein.
2. **TO** receive and ratify the Remuneration Report in the Annual Report and Audited Financial Statements for the year ended 30 June 2025.
3. **TO** approve the re-appointment of Baker Tilly CI Audit Limited as auditors of the Company until the conclusion of the next general meeting of the Company at which accounts are laid before the members and to authorise the Directors to determine the remuneration of the auditors.

By order of the Board of Directors of

**Ikigai Ventures Limited**

**Kane Black**

**Chief Executive Officer**

Date of publication: 31 October 2025

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

The notes on the following pages give an explanation of the proposed resolutions. All resolutions are proposed as ordinary resolutions. This means that, for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

**Resolution 1** – The Company is required by its Articles to lay before the AGM a copy of the Annual Report and Audited Financial Statements for the year ended 30 June 2025.

**Resolution 2** – The Company is required to ratify the Remuneration Report in the Annual Report and Audited Financial Statements for the year ended 30 June 2025.

**Resolution 3** – The Company is required to re-appoint the auditor at each general meeting at which Annual Report and Audited Financial Statements are laid before shareholders, to hold office until the next such meeting and to determine the auditor's remuneration. This resolution concerns the re-appointment of Baker Tilly CI Audit Limited, recommended by the Directors, as auditor of the Company and the auditor's remuneration.

## **Notes to the notice of Annual General Meeting**

### **Right to attend and vote**

To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members of the Company by close of business on 5<sup>th</sup> December 2025 or, in the event of any adjournment, by close of business on the date which is two days before the time of the adjourned meeting. Changes to entries on the register of shareholders after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM. Votes must be received by 09:00 a.m. on 5<sup>th</sup> December 2025.

### **Proxies Explanation**

1. A shareholder is entitled to appoint another person as his/her proxy to exercise all or any of his rights to attend and to speak and vote at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not also be a shareholder of the Company.
2. Shareholders will find enclosed a form of proxy for use in connection with the AGM (and any adjournment). The form of proxy should be completed in accordance with the instructions. To be valid, the form of proxy (together with the power of attorney or other authority, if any, under which it is executed or a notarially certified copy of such power or authority) must be deposited at the offices of the Company's Registrar, MUFG Corporate Markets (previously Link Group) at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL or at the email address: [ikigai@intertrustgroup.com](mailto:ikigai@intertrustgroup.com) at least 48 hours before the time of the AGM. Where a form of proxy is given by email the power of attorney or other authority, if any, under which it is executed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Registrars at the above address by the appointed time. A space has been included in the form of proxy to allow shareholders to specify the number of shares in respect of which that proxy is appointed. Shareholders who return the form of proxy duly executed but leave this space blank will be deemed to have appointed the proxy in respect of all of their shares. In the case of joint holders, any one holder may vote. If more than one holder is present at the AGM, only the vote of the senior will be accepted, seniority being determined in the order in which the names appear on the register of shareholders of the Company.
3. To allow effective constitution of the AGM, if it is apparent to the Chairman that no shareholders will be present in person or by proxy, other than by proxy in the Chairman's favour, then the Chairman may appoint a substitute to act as proxy in his stead for any shareholder, provided that such substitute proxy shall vote on the same basis as the Chairman.
4. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

## Corporate Representative Explanation

A corporate shareholder may by resolution of its board or other governing body, authorise such person or persons as it thinks fit to act as its representative at the AGM. Where a person is authorised to represent a corporate shareholder, he may be required to produce a certified copy of the resolution from which he derives his authority.

## Appointment of proxy using an electronic method

1. electronically via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufg.com/> and following the instructions. Investor Centre is a free app for smartphone and tablet provided by MUFG Corporate Markets (formerly Link Group) (the company's registrar) It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.



2. If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by 09:00 a.m. on 5<sup>th</sup> December 2025 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

## CREST members

1. 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 adjournments thereof) by utilizing the procedures described in the CREST manual (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 providers, who will be able to take the appropriate action on their behalf.
2. 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 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 Registrar, MUFG Corporate Markets

(formerly Link Group (ID RA10)), by the latest time for receipt of proxy appointments specified in this notice of AGM. 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.

3. CREST members and, where applicable, their CREST sponsors or voting service provider should note that Euroclear UK & International Limited 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 their 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 sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 34 of the Uncertificated Securities (Guernsey) Regulations 2009.

### **Total Voting Rights**

As at 30<sup>th</sup> October 2025 (being the last practicable date prior to the publication of this Notice), the Company's total issued share capital consisted of 20,680,000 Ordinary Shares of £0.465 each, carrying one vote per share. The Company does not hold any treasury shares.