



Registered in England and Wales
Company Number: 02330496

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 adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if you reside elsewhere, another appropriately authorised financial adviser.

If you have recently sold or transferred all of your shares in Beowulf Mining Plc, please send this notice and the accompanying documents as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.

BEOWULF MINING PLC

Registered in England and Wales with Company Number 02330496

NOTICE OF ANNUAL GENERAL MEETING



Registered in England and Wales
Company Number: 02330496

LETTER FROM THE CHAIRMAN

Registered Office: 201 Temple Chambers
3-7 Temple Avenue
London
EC4Y 0DT

22 May 2025

Dear Shareholder

Annual General Meeting 2025

The Board is pleased to confirm that the Annual General Meeting (**AGM**) of Beowulf Mining Plc (**Company**) will take place at 11:00 on Tuesday 24th June 2025. The notice convening the AGM (**AGM Notice**) is set out at the end of this letter.

Arrangements

The AGM will be held at the offices of Fieldfisher LLP at Riverbank House, 2 Swan Lane, London, EC4R 3TT.

Shareholders are invited to submit questions to the Board on matters to be discussed at the AGM in advance. Questions can be submitted by email to co-sec@oneadvisory.london by 11:00 a.m. (BST) on 20 June 2025. Please title your email "BEM – AGM Shareholder Questions" and include your full name. The Company reserves the right to respond only to questions put by shareholders whose names are on the Company's register of members at 6.00 p.m. on 20 June 2025.

Resolutions

The resolutions to be put to shareholders at the AGM are set out in the AGM Notice which is included with this letter. An explanation of each of the resolutions is set out at the end of the document.

Voting

Shareholders and holders of Swedish Depositary Receipts are encouraged to vote on the resolutions to be put to the AGM by proxy whether or not they intend to attend. Please also refer to the "Notes" section of the AGM Notice and the Form of Proxy for details on how to vote by proxy.

Voting at the AGM will be conducted on a poll in accordance with best practice.

Recommendation

The Board of Beowulf Mining Plc considers all of the proposed resolutions to be in the best interests of the Company and shareholders as a whole and, accordingly, recommends that shareholders vote in favour of all the resolutions proposed, as the Directors intend to do in respect of their own holdings.

We look forward to welcoming shareholders to the AGM.

Yours faithfully

Johan Rostin
Chair



Registered in England and Wales
Company Number: 02330496

BEOWULF MINING PLC

NOTICE OF ANNUAL GENERAL MEETING

2025

Notice is hereby given that the Annual General Meeting (**AGM**) of Beowulf Mining Plc will be held at the offices of Fieldfisher LLP at Riverbank House, 2 Swan Lane, London, EC4R 3TT on Tuesday 24 June 2025 at 11:00 a.m. to consider and, if thought fit, to pass the resolutions set out below. Resolutions 1-9 (inclusive) will be proposed as ordinary resolutions and resolution 10 will be proposed as a special resolution.

Definitions

| | |
|--------------------------|---|
| CA 2006 | the Companies Act 2006 |
| Company | Beowulf Mining Plc |
| Directors | the board of directors of the Company (or a duly constituted committee thereof) |
| Equity Securities | shall have the meaning given in section 560 of CA 2006 |
| Ordinary Shares | ordinary shares in the capital of the Company |

ORDINARY RESOLUTIONS

Report and Accounts

1. To receive the Annual Report and Accounts of the Company for the year ended 31 December 2024 together with the Directors' reports and auditor's report on those accounts.

Remuneration Report

2. To accept the Directors' Remuneration Report for the financial year ended 31 December 2024 as set out in the Company's Annual Report and Accounts for the year ended 31 December 2024.

Directors

3. To re-elect Johan Rostin as a director of the Company.
4. To re-elect Edward Bowie as a director of the Company.
5. To re-elect Christopher Davies as a director of the Company.
6. To re-elect Mikael Schauman as a director of the Company.

Auditor

7. To appoint PKF Littlejohn LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
8. To authorise the Directors to determine the fees payable to the auditor.

Share Authorities

9. THAT the Directors be generally and unconditionally authorised, under and in accordance with section 551 of CA 2006 to exercise all the powers of the Company to allot Equity Securities up to an aggregate nominal amount of £3,814,346 provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in a general meeting) on the earlier of 15 months from the passing of this resolution or the conclusion of the Company's next annual general meeting save that the Company may before such expiry make an 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 under such offer or agreement as if the authority conferred by this resolution had not expired.

SPECIAL RESOLUTION

10. THAT, subject to and conditional upon the passing of resolution 9 above, the Directors be empowered under section 570 of CA 2006 to allot Equity Securities up to an aggregate nominal amount of £3,814,346 for cash pursuant to the authority conferred under section 551 of the CA 2006 by resolution 9 above as if section 561 of CA 2006 did not apply to any such allotments. Such power shall expire on the earlier of 15 months from the passing of this resolution or the conclusion of the Company's next annual general meeting provided that the Company may before such expiry make offers or agreements which would or might require Equity Securities to be allotted after such expiry and the directors of the Company may allot Equity Securities under such offers or agreements as if the power conferred by this resolution had not expired.

BY ORDER OF THE BOARD

One Advisory Limited
Company Secretary

22 May 2025

201 Temple Chambers
3-7 temple Avenue
London
EC4Y 0DT



Registered in England and Wales
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NOTES TO THE NOTICE OF AGM

Entitlement to Attend and Vote at the AGM

1. The Company specifies that only those members registered on the Company's register of members at 6:00 p.m. (London time) on 20 June 2025 or, if the meeting is adjourned, at 6:00 p.m. on the day two business days prior to the adjourned meeting shall be entitled to attend and vote at the meeting.
2. Voting at the AGM will be conducted by way of a poll rather than on a show of hands. The Directors believe a poll is more representative of shareholders' voting intentions because shareholders' votes are counted according to the number of shares held and all votes tendered are taken into account.
3. The total of the votes cast by shareholders for or against or withheld on each resolution will be announced via a Regulatory Information Service after the AGM.

Proxy Voting – General

4. If you are a shareholder of the Company at the time set out in Note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting. You can only appoint a proxy using the procedures set out in these notes. You can appoint the Chair of the meeting as your proxy or another person of your choice. Your proxy does not need to be a member of the Company but must attend the meeting to represent you.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
6. 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).
7. Appointment of a proxy does not preclude you from attending the general meeting and voting in person. If you do vote in person at the meeting, that vote will override any votes previously submitted in respect of those shares.
8. 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 a resolution. If you do not select a voting option, your proxy may vote or abstain from voting at their discretion.

Proxy Voting – Procedures

9. To be valid proxy votes must be received by 11:00 a.m. on 22 June 2025, or if the meeting is adjourned, 48 hours before the adjourned meeting (**Proxy Vote Closing Time**).
10. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Neville Registrars Limited:
 - by post at Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD;
 - by email info@nevilleregistrars.co.uk; or
 - by telephone on – +44 (0)121 585 1131. Lines are open from 9:00 am to 5:00 pm (UK time) Monday to Friday (excluding public holidays in England and Wales).
11. To be valid any proxy form or other instrument appointing a proxy must be received:

- by post at Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD no later than the Proxy Vote Closing Time;
 - in the case of shareholders holding their shares through CREST, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in paragraphs 14 to 17 below; and no later than the Proxy Vote Closing Time; or
 - As an alternative to submitting a hard copy proxy form, you may submit your proxy electronically by logging on to www.sharegateway.co.uk. Shareholders should use their Personal Proxy Registration Code (Activity Code) as shown on their Form of Proxy. For an electronic proxy appointment to be valid, your appointment must be received no later than the Proxy Vote Closing Time.
12. In the case of a member 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.
 13. 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.
 14. CREST members may vote by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
 15. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
 16. In order for a proxy appointment or instruction 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 issuer's agent (ID 7RA11) by the Proxy Vote Closing Time. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
 17. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. 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 sponsors or voting system providers 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.

Proxy Voting – Changes and Revocations

18. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the Proxy Vote Closing Time also applies in relation to amended instructions; any amended proxy appointment received after the Proxy Vote Closing 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 Neville Registrars Limited via the methods set out in Note 10 above. 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.

19. In order to revoke a proxy instruction you will need to inform the Company by contacting Neville Registrars Limited:

- by post at Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD;
- by email info@nevilleregistrars.co.uk; or
- by telephone on – +44 (0)121 585 1131. Lines are open from 9:00 am to 5:00 pm (UK time) Monday to Friday (excluding public holidays in England and Wales).

20. 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. The revocation notice must be received by Neville Registrars Limited no later than the Proxy Vote Closing Time. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to Note 7 above, your proxy appointment will remain valid.

Corporate Representatives

21. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises power over the same share.
22. Corporate representatives must produce a signed corporate representative letter from the shareholder in suitable form at the AGM together with photographic identification to verify they are the representative referred to in the letter.

Share Capital

23. As at the close of business on the day immediately before the date of this notice of annual general meeting, the Company's issued share capital comprised 59,657,866 ordinary shares of nominal value 5 pence each. No shares are held in treasury. 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 close of business, on the day immediately before the date of this notice of annual general meeting are 59,657,866.

Personal Data

24. 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 Shareholder Reference Number (attributed to you by the Company). 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 registrar) 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.

EXPLANATORY NOTES

Resolutions 1-9 (inclusive) are ordinary resolutions and require a simple majority of votes cast to be in favour in order to be passed. Resolution 10 is a special resolution and requires a majority of at least 75% of votes cast to be in favour in order to be passed.

Resolution 1 – Report and Accounts (Ordinary Resolution)

Section 437 of CA 2006 requires the Directors to lay copies of the Company's annual report and accounts for the year ended 31 December 2024 before the Company in general meeting before the end of the period for filing them with Companies House. This resolution addresses that requirement.

Resolution 2– Remuneration Report (Ordinary Resolutions)

Resolution 2 requests that shareholders accept the Directors' Remuneration Report (**DRR**). Although this vote is not binding and is advisory only, the Directors wish to give shareholders the opportunity to express their views in relation to Directors' remuneration in an appropriate way. This resolution is intended to provide that opportunity.

Resolution 3-6 – Directors (Ordinary Resolutions)

In accordance with best practice, all the Directors are retiring at the AGM and, being willing, put themselves forward for re-election by shareholders.

Biographical details of all Directors can be found in the Annual Report and Accounts and on the Company's website at <https://beowulfmining.com/about-us/board-management/>.

Resolutions 7 and 8 – Auditor (Ordinary Resolutions)

On the recommendation of the Audit Committee, the Directors propose as resolution 7 that PKF Littlejohn LLP be appointed as auditor of the Company. Resolution 8 proposes that the Directors be authorised to determine the level of the auditor's remuneration.

Resolution 9 – Authority to Allot (Ordinary Resolution)

Under CA 2006, the Directors require shareholder authority to allot Equity Securities. This resolution will, if passed, grant that authority in accordance with section 551 of the CA 2006 in respect of a maximum nominal amount of £3,814,346 which is equal to the unused authority previously approved by shareholders at the general meeting of the Company held on 8 April 2025 (the "**General Meeting**").

The authority granted by this resolution will expire on the earlier of the conclusion of next year's annual general meeting and the date which is 15 months after the resolution is passed.

Resolution 10– Disapplication of Statutory Pre-Emption Rights (Special Resolution)

Under CA 2006, the Directors require additional shareholder authority to issue Equity Securities for cash without first offering them to the whole shareholder base pro rata to their existing holdings in accordance with the statutory requirements of section 561 CA 2006. This resolution is seeking authority for the Directors to be able to allot Equity Securities up to £3,814,346 nominal value which is equal to the unused authority previously approved by shareholders at the General Meeting held on 8 April 2025. This resolution is conditional on resolution 9 being passed.

NOTES TO THE NOMINEES AT EUROCLEAR SWEDEN AB

The Annual General Meeting for Swedish Depository Receipts holders in Beowulf Mining plc will be held on 24 June 2025 at 11:00 a.m (BST) the offices of Fieldfisher LLP at Riverbank House, 2 Swan Lane, London, EC4R 3TT.

Holders of Swedish Depository Receipts of the Company ("SDRs") who wish vote by proxy at the Meeting must:

- i. be registered in the register kept by Euroclear Sweden AB ("Euroclear") by 5:00 p.m. (CET) on 13 June 2025; and
- ii. send an original signed proxy form to Skandinaviska Enskilda Banken AB ("SEB") so as to arrive at SEB no later than 10:00 a.m. (CET) on 19 June 2025

Please note that requirement (i) above must be fulfilled when the SDR holder chooses to attend the meeting as well as when he chooses to vote by using the proxy form.

Requirement (i): Holders of SDRs whose holding is registered in the name of a nominee must, to be able to exercise their voting rights at the AGM (by proxy or in person), temporarily register their SDRs in their own name in the register kept by Euroclear Sweden AB by the Record Date. Such holders must well before that day contact their custodian bank or brokerage to request that their holding be temporarily registered in their own name with Euroclear Sweden AB before the Record Date.

Requirement (ii) SDR holders shall send their voting instructions using the proxy form and send the original signed proxy forms so as to arrive at SEB, Market Accounts & Tax Services, A.S.12, 106 40 Stockholm, no later than 10:00 a.m. (CET) on 19 June 2025. Proxy forms will be available on www.beowulfmining.com.

SDR holders who are directly registered in the register at Euroclear, or whose SDRs have been voting-right registered by 5:00 p.m. (CET) on 13 June 2025 and who wish to attend the Meeting (and vote only by proxy in advance, see above) must notify SEB of their intention to attend the Meeting no later than 19 June 2025 at 10:00 a.m. (CET) by email to seb.sdr@seb.se

SDR shareholders will be able to attend the AGM in person this year. However, SDR shareholders are encouraged to submit their voting instructions in advance by appointing the Chairman of the meeting as their proxy.

SEB will tabulate the incoming proxy forms and notifications of attendance from SDR holders, and present to the Company the final tabulation of the SDR holders who were registered in the register at Euroclear on the Record Date.

Please observe that conversion to or from SDRs and shares will not be permitted during the period between 13 June 2025 up to and including 24 June 2025.

Beowulf Mining plc

www.beowulfmining.com

Contact: One Advisory Limited

Email: co-sec@oneadvisory.london

ÅRSSTÄMMA I BEOWULF MINING PLC

Årsstämma i Beowulf Mining plc (Beowulf), äger rum i Fieldfisher LLP at Riverbank House, 2 Swan Lane, London, EC4R 3TT den 24 juni 2025 kl. 11:00 (engelsk tid)

Kallelse till årsstämman har skett maj 2025 genom pressmeddelande samt i enlighet med engelsk lag.

Anmälan m.m.

Innehavare av svenska depåbevis avseende aktier i Beowulf som önskar delta och/eller rösta vid årsstämman skall

- I. vara införd i det av Euroclear Sweden AB förda avstämningsregistret på avstämningsdagen den 13 juni 2025,
- II. skicka ett undertecknat röstkort med fullmakt i original till Skandinaviska Enskilda Banken AB (publ) ("SEB") så att röstkortet mottagits av SEB senast den 19 juni 2025 före kl 10.00

Vänligen observera att den första punkten måste vara uppfylld såväl när depåbevisinnehavaren vill delta eller rösta genom röstkort.

I. Depåbevisinnehavare som har sina depåbevis förvaltarregistrerade måste, för att äga rätt att delta och rösta personligen eller rösta genom befullmäktigat ombud eller röstkort vid årsstämman, tillfälligt omregistrera depåbevisen i eget namn. Depåbevisinnehavare som önskar sådan omregistrering måste underrätta förvaltaren om detta i god tid före den 13 juni 2025, så att de finns med i det av Euroclear Sweden AB förda avstämningsregistret den 13 juni 2025 kl. 17.00.

II. Depåbevisinnehavare som önskar delta på stämman måste informera om detta senast 19 juni 2025 före kl 10.00. Depåbevisinnehavare som vill rösta måste förse SEB med undertecknat röstkort med fullmakt till SEB, via post eller kurir till SEB, Market Accounts & Tax Services, A.S.12, 106 40 Stockholm, så att dessa mottagits av SEB senast den 19 juni 2025 före kl 10.00. Röstkort med fullmakt kan laddas hem från Beowulfs webbplats www.beowulfmining.com, eller kan efterfrågas från SEB via e-post seb.sdr@seb.se

Tillhandahållande av kallelsen och övriga handlingar inför årsstämman

Kallelse till årsstämman, dagordning för och övriga handlingar inför stämman samt redovisningshandlingar och revisionsberättelse finns tillgängliga på Beowulfs webbplats www.beowulfmining.com samt kan efterfrågas från co-sec@oneadvisory.london.

Vänligen notera att inga konverteringar kommer att ske under perioden 13 juni till och med 24 juni 2025.

London maj 2025
Beowulf Mining plc

The full English notice to attend the Annual General Meeting of Beowulf Mining plc is available on the company's website at www.beowulfmining.com.

