



CHILL BRANDS GROUP PLC

(Incorporated and registered in England and Wales under the Companies Act 2006 with registered number 09309241)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant, or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are a resident of the United Kingdom or, if not, another appropriately authorised independent professional adviser.

If you have sold or otherwise transferred all your shares in Chill Brands Group plc, please send this document and the accompanying form of proxy as soon as possible to the purchaser or transferee, or the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred some (but not all) of your ordinary shares in Chill Brands Group plc, please retain these documents and consult the stockbroker or other agent through whom the sale or transfer was effected.

NOTICE OF GENERAL MEETING (THE "GM")

To be held at Riverbank House, 2 Swan Lane, London EC4R 3TT at 10 a.m. on 4 June 2024.

This document should be read as a whole. Your attention is drawn to the letter to shareholders set out on the pages numbered 2 and 3 in this document, which contains the recommendation by the directors of Chill Brands Group plc (the "**Company**") to shareholders to vote against the resolutions to be proposed at the GM.

If you are unable to attend the GM, please complete and submit a form of proxy in accordance with the instructions set out in the explanatory notes to this document set out on page 5 of this document. Appointment of a proxy will not preclude shareholders from attending and voting at the GM should they choose to do so.

If you hold your ordinary shares in uncertificated form (i.e. in CREST), you may appoint a proxy for the GM by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual issued by Euroclear so that it is received by Share Registrars Limited (under CREST Participation ID 7RA36) by no later than 10 a.m. on 31 May 2024. The time of receipt will be taken to be the time from which Share Registrars Limited are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CHILL BRANDS GROUP PLC

Registered office address: East Castle House, 27/28 Eastcastle Street, London, United Kingdom, W1W 8DH

Directors:

Callum Sommerton (*Chief Executive Officer*)

Trevor Taylor (*Chief Operating Officer*)

Antonio Russo (*Chief Commercial Officer*)

Eric Schrader (*Non-Executive Director*)

Scott E. Thompson (*Non-Executive Director*)

7 May 2024

Dear Shareholder

Notice of General Meeting

As stated in the announcement made by Chill Brands Group plc (the "**Company**") on 17 April 2024, the Company has received a letter on behalf of Jonathan Mark Swann (the "**Requisitioner**") seeking to requisition a general meeting of the Company's shareholders under section 303 of the Companies Act 2006 (the "**Act**") (the "**Requisition**").

Having taken legal advice, the Company has determined that the Requisition is valid and therefore intends to hold a general meeting to propose the resolutions contained in the Requisition.

Enclosed with this letter is the notice (the "**Notice**") convening a General Meeting ("**GM**") of the Company. A copy of this document can be viewed on the Company's website, <https://chillbrandsgroup.com/>.

This letter is intended to provide you with a brief summary of the proceedings of the GM, including the resolutions set out in the Notice (the "**Resolutions**"). The GM will be held at 10 a.m. on 4 June 2024 at Riverbank House, 2 Swan Lane, London EC4R 3TT.

The Resolutions are all being proposed as ordinary resolutions. This means that, in accordance with the requirements of the Act, for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Voting arrangements

Shareholders are strongly encouraged to appoint the chairman of the GM (the "**Chairman**") as their proxy and provide voting instructions in advance of the GM by post to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, UK, or by using the CREST electronic appointment service or the electronic voting facilities available by visiting www.shareregistrars.uk.com as described in the Notes below, in any event, by no later than 10 a.m. on 31 May 2024. The Chairman will direct that voting on all Resolutions will take place by way of a poll, rather than a show of hands, to ensure that proxy votes are recognised in order to accurately reflect the views of shareholders. The voting results on the Resolutions put to the GM will be announced to the market following the closure of the GM and any adjournment of the GM.

The board of directors (the "**Directors**") of the Company (the "**Board**") does not believe that the Resolutions to be proposed at the GM are in the best interests of the Company and its shareholders as a whole. Accordingly, the Board unanimously recommend that shareholders vote against the Resolutions, as they and their connected persons intend to do in respect of their own beneficial holdings of shares in the Company being currently, in aggregate, 56,739,994 ordinary shares representing approximately 11.2 per cent. of the issued share capital of the Company.

Questions

The Company welcomes all questions from shareholders pertaining to the matters to be considered and voted on at the GM. The Directors present will answer any question relating to the business being dealt with at the GM put by a member attending the GM unless to do so would interfere unduly with the preparation for the GM, involve the disclosure of confidential information, or where the answer has already been given on a website in the form of an answer to a question or it is undesirable in the interests of the Company or the good order of the GM that the question be answered.

If you wish to submit a question, please send it via email by 6 p.m. on 31 May 2024 to contact@chillbrandsgroup.com. Members should ensure that any proxy they appoint is aware of any question they have posed to the Company.

Yours faithfully

Trevor Taylor
Chairman
7 May 2024

CHILL BRANDS GROUP PLC

Registered in England and Wales with company number 09309241

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting (the "**GM**") of Chill Brands Group plc (the "**Company**") will be held at Riverbank House, 2 Swan Lane, London EC4R 3TT at 10 a.m. on 4 June 2024 to consider and, if thought fit, to pass the following ordinary resolutions:

1. THAT Graham Duncan be appointed as a director of the Company with immediate effect.
2. THAT Aditya Chathli be appointed as a director of the Company with immediate effect.
3. THAT conditional upon passing of Resolution 1 or 2, Antonio Russo be removed as a director of the Company with immediate effect.
4. THAT conditional upon passing of Resolution 1 or 2, Trevor Taylor be removed as a director of the Company with immediate effect.
5. THAT any person appointed as a director of the Company since the date of the requisition of the Requisitioned General Meeting at which this resolution is proposed, and who is not one of the persons referred to in the resolutions numbered 1 and 2 (inclusive) above, be removed as a director of the Company with immediate effect.

BY ORDER OF THE BOARD

MSP Corporate Services Limited

Company Secretary

7 May 2024

Registered office:

East Castle House
27/28 Eastcastle
Street, London,
W1W 8DH
United Kingdom

NOTES TO THE NOTICE OF GENERAL MEETING

Voting arrangements

Shareholders are strongly encouraged to appoint the chairman of the GM (the "Chairman") as their proxy and provide voting instructions in advance of the GM to Share Registrars Limited and, in any event, by no later than 10 a.m. on 31 May 2024. A person other than the Chairman may be appointed as proxy, in accordance with the notes in this notice and the form of proxy.

You can register your vote(s) for the GM:

- by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions;
- by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX, UK using the proxy form accompanying this notice; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the "Appointment of proxies through CREST" section below.

The Chairman will direct that voting on all Resolutions will take place by way of a poll, rather than a show of hands, to ensure that proxy votes are recognised in order to accurately reflect the views of shareholders. The voting results on the Resolutions put to the GM will be announced to the market following the closure of the GM and any adjournment of the GM.

Entitlement to attend and vote

1. Only those shareholders registered in the Company's register of members at:

- 10.00 a.m. on 31 May 2024; or,
- if this GM is adjourned, 48 hours prior to the adjourned GM,

shall be entitled to attend and vote at the GM. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the GM.

Website giving information regarding the GM

2. Information regarding the GM can be found at www.chillbrandsgroup.com/investor-relations/corporate-documents.

Appointment of proxies

3. If you are a shareholder who is entitled to attend and vote at the GM, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the GM and you should have received a proxy form with this notice of GM. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
4. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section. Please read the "Nominated persons" section below.
5. A proxy does not need to be a shareholder of the Company but must attend the GM to represent you. You may appoint more than one proxy provided that 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. To appoint more than one proxy, please photocopy the proxy form and insert the number of shares over which the proxy is appointed in the box next to the proxy's name. If you wish your proxy to speak on your behalf at the GM you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
6. Shareholders can:
 - Appoint a proxy and give proxy instructions by returning the enclosed proxy form by post (the "Appointment of proxy by post" section below).
 - Register their proxy appointment electronically (see the "Appointment of proxies electronically" section below).
 - If a CREST member, register their proxy appointment by utilising the CREST electronic proxy

appointment service (see the "Appointment of proxies through CREST" section below).

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

7. 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 GM.
8. Shareholders are strongly encouraged to appoint the Chairman as their proxy and provide voting instructions in advance of the GM.

Appointment of proxy by post

9. The notes to the proxy form explain how to direct your proxy how to vote on each Resolution or withhold their vote.

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

- completed and signed;
- sent or delivered to Share Registrars Limited by post to 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, UK; and
- received by Share Registrars Limited no later than 10 a.m. a.m. on 31 May 2024.

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.

If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Share Registrars Limited on 01252 821390 or at enquiries@shareregistrars.uk.com or at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, UK.

Appointment of proxies electronically

10. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions. Electronic facilities are available to all members and those who use them will not be disadvantaged.
11. For an electronic proxy appointment to be valid, your appointment must be received by Share Registrars Limited no later than 10 a.m. a.m. on 31 May 2024. Should you complete your proxy form electronically and then post a hard copy, or vice versa, the form that is completed electronically, or arrives, last will be counted to the exclusion of instructions received earlier, whether electronic or posted. Please refer to the terms and conditions of the service at www.shareregistrars.uk.com.
12. You may not use any electronic address provided either in this notice of GM or in any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

Appointment of proxies through CREST

13. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the GM and any adjournment(s) of it by using the procedures described in the CREST Manual (available via <http://www.euroclear.com/CREST>). 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 provider(s), who will be able to take the appropriate action on their behalf.
14. In order for a proxy appointment made using the CREST service to be valid, the appropriate CREST message (the "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted

so as to be received by Share Registrars Limited (ID 7RA36) no later than 10 a.m. on 31 May 2024, or, in the event of an adjournment of the GM, 48 hours before the adjourned meeting. 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. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

15. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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/her 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
16. 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.

Appointment of proxy by joint members

17. 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

18. 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 (see above) 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 Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, UK. Any proxies submitted electronically by visiting www.shareregistrars.uk.com can also be amended in the same manner as your original voting instruction.

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 appointments

19. A shareholder may revoke a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, UK. Any proxies submitted electronically by visiting www.shareregistrars.uk.com can also be amended in the same manner as your original voting instruction. 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.
20. The revocation notice must be received by Share Registrars no later than 10 a.m. on 31 May 2024.
21. 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 GM and vote in person.

Corporate representatives

22. A corporation which is a shareholder 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 powers over the same share.

Issued shares and total voting rights

23. As at 3 May 2024 (being the last practicable date prior to publication of this notice of GM), the Company's issued share capital comprised [506,291,025] ordinary shares of 1 pence each. 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 3 May 2024 is [506,291,025].

Communication

24. Except as provided above, shareholders who have general queries about the GM should use the following means of communication (no other methods of communication will be accepted):

- calling Share Registrars Limited on 01252 821390, or emailing Share Registrars Limited at enquiries@shareregistrars.uk.com; or
- writing to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, UK.

You may not use any electronic address provided either:

- in this notice of GM; or
- any related documents (including the chairman's letter and proxy form),

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

Shareholder rights to publish statements and ask questions

25. The Company may process personal data of attendees at the meeting. This may include webcasts, photos, recordings and audio and video links, as well as other forms of personal data, including your name, contact details and the votes you cast. The Company shall process such personal data in accordance with its privacy policy, which can be found at www.chillbrandsgroup.com.