

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your ordinary shares in the Company, please forward this document to the purchaser or transferee or to the stockbroker, bank or other person through whom the sale of transfer was effected for transmission to the purchaser or transferee.

NOTICE OF ANNUAL GENERAL MEETING – ANDINA PLC

(Incorporated and registered in England and Wales with registered number 08095058)

NOTICE IS HEREBY GIVEN that an annual general meeting of Andina plc (the “**Company**”) will be held at CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London, EC4N 6AF United Kingdom at 5 p.m. on 27 June 2024 (the “**AGM**”).

ATTENDANCE AND VOTING

Please note that representatives of shareholders that are corporations will have to provide a letter of authority confirming their proper appointment when attending the AGM, and we reserve the right to refuse admission to any shareholder representative who is not in possession of this such. Please contact the Company’s registrar if you need any further guidance on this.

We strongly recommend that shareholders should vote by appointing the chair of the AGM as their proxy (giving the chair instructions on how to vote the shareholder’s shares) by completing the enclosed proxy form in accordance with the instructions printed on the form and return it to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX by no later than 5 p.m. on 25 June 2024.

Ordinary Business

To consider and, if thought fit, pass the following resolutions numbered 1 to 10 as ordinary resolutions:

1. That the audited financial statements of the Company for the year ended 31 December 2021 together with the reports of the directors and auditors thereon be received.
2. That the audited financial statements of the Company for the year ended 31 December 2022 together with the reports of the directors and auditors thereon be received.
3. That PricewaterhouseCoopers LLP be reappointed as the auditors of the Company to hold office from the conclusion of the meeting until the next general meeting at which accounts are laid before the Company.
4. That the directors be authorised to fix the auditors’ remuneration.
5. That Maria Lucila Seco be appointed as a director of the Company.
6. That Javier Alvarez be re-appointed as a director of the Company.
7. That Julian David Collins be re-appointed as a director of the Company.
8. That Ines Valeria De Oliveira Cezar be re-appointed as a director of the Company.
9. That Ricardo Nicolas Mallo Huergo be re-appointed as a director of the Company.
10. That Maria Fernanda Martinez be re-appointed as a director of the Company.

Special Business

To consider and, if thought fit, pass resolution 11 as an ordinary resolution and resolutions 12 to 15 as special resolutions:

11. That the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “**2006 Act**”) in substitution for all existing authorities:
 - a. to exercise all the powers of the Company to allot shares and to make offers or agreements to allot shares

in the Company or grant rights to subscribe for or to convert any security into shares in the Company (together “**Relevant Securities**”) up to an aggregate nominal amount of £30,000,000;

- b. to exercise all the powers of the Company to grant, or make offers or agreements to grant, in addition, warrants to subscribe for shares in the Company up to an aggregate nominal amount of £30,000,000; and
- c. to exercise all the powers of the Company to issue and allot equity securities (within the meaning of section 560 of the 2006 Act) up to an additional aggregate nominal amount of £30,000,000 provided that this authority may only be used in connection with a rights issue in favour of holders of ordinary shares and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all those persons at such record dates as the Directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever,

provided that the authorities in 11(a), (b) and (c) shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or if earlier on the date which is 15 months after the date of the general meeting, except that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities or equity securities, or warrants, as the case may be to be allotted after such expiry and the Directors may allot Relevant Securities or equity securities in pursuance of any such offer or agreement as if the authority in question had not expired.

Special Resolutions

- 12. That, subject to the passing of resolution 11 as set out in this notice of AGM, the directors be and are empowered, in accordance with sections 570 and 573 of the 2006 Act, to issue and allot equity securities (as defined in section 560 of the 2006 Act) for cash pursuant to the authority conferred by resolution 11 or by way of a sale of treasury shares as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:
 - a. the allotment of equity securities (within the meaning of section 560 of the 2006 Act) in connection with a rights issue or other pro-rata offer (but in the case of the authority conferred by paragraph 11(c), by way of rights issue only) in favour of holders of ordinary shares and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all those persons at such record dates as the directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject in each case to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever;
 - b. the allotment (otherwise than pursuant to paragraph 12(a) above) of equity securities, as so defined, up to an aggregate nominal amount of £30,000,000; and
 - c. the allotment (otherwise than pursuant to paragraph 12(a) or 12(b) above) of warrants to subscribe for shares in the Company up to an aggregate nominal amount of £30,000,000,

and shall expire upon the expiry of the general authority conferred by resolution 11 above, except that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted or shares held by the Company in treasury to be sold or transferred after such expiry and the directors may allot equity securities or sell or transfer shares held by the Company in treasury in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

- 13. That, with effect from the conclusion of the AGM and pursuant to section 21(1) of the 2006 Act, the Articles of Association produced to the meeting, and for the purpose of identification signed by the chairman, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.
- 14. THAT the directors’ conduct in entering into arrangements that resulted in the Company agreeing to allot 10,109,289 Ordinary Shares in the Company first to EMA Asset Management LLC and then, between them, to Stanhope Worldwide Services Inc, Brie International Development Corp and Mezzo Trading International Inc,

without having been duly authorised pursuant to section 551 of the 2006 Act be ratified to the extent that it amounted to negligence, default, breach of duty or breach of trust in relation to the Company, such that the agreements to allot shares be affirmed and adopted by the Company; and all claims the Company may have against the directors by reason of such agreements to allot shares and the related breach of maintenance of capital rules be released.

15. THAT all claims the Company may have against the directors by reason of failure to:
 - a. lay the audited financial statements of the Company to the years ended December 2021 and 2022 in front of the shareholders; and
 - b. to hold an annual general meeting of the Company in 2023, including in each case (without limitation) for exceeding any limitation on their powers in the Company's constitution or otherwise for negligence, default, breach of duty or breach of trust by them in relation to the Company, be released.

By order of the Board

Javier Álvarez
Chief Executive Officer
Dated: 28 May 2024

Registered office: 1-3
Charter Square, Sheffield
S1 4HS

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint another person(s) (who need not be a member of the Company) to exercise all or any of his or her rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him or her.
2. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the chairman as your proxy using the proxy form are set out in these notes to the proxy form.
3. To be valid, a completed appointment of proxy must be returned to the Company by one of the following methods:
 - (a) in hard copy form by post, by courier or (during normal business hours) by hand to the Company's registrars (Share Registrars Limited) at the address shown on the form of proxy; or
 - (b) by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions; or
 - (c) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below in paragraph 5, and in each case must be received by the Company before 5 p.m. (UK time) on 25 June 2024.
4. To change your proxy instructions, you may return a new proxy appointment using the methods set out above. 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 the Company's registrars, Share Registrars Limited. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
5. Appointment of proxies via CREST:
 - (a) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising 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(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
 - (b) 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, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, in order to be valid, must be transmitted so as to be received by the Company's agent (ID 7RA36) by the latest time for receipt of proxy appointments specified in the notice of 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.
 - (c) 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.
 - (d) 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 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(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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
6. Only those shareholders registered in the Register of Members of the Company as at 5 p.m. (UK time) on 25 June 2024 (or, if the meeting is adjourned, on the date which is two business days before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting or adjourned meeting in respect of the number of shares registered in their respective names at that time. Changes to the Register of Members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting or adjourned meeting.
7. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
8. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:
 - (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - (b) the answer has already been given on a website in the form of an answer to a question; or
 - (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
9. As at close of business 22 May 2024 (being the last practicable date before the publication of this notice), the Company's issued share capital consisted of 167,044,814 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company are 167,044,814.

10. The following documents are available for inspection at the registered office of the Company during normal business hours on each weekday (public holidays excluded) and at the place of the general meeting for fifteen (15) minutes prior to and during the meeting:
- (a) copies of the executive directors' service contracts with the Company;
 - (b) copies of letters of appointment of non-executive directors; and
 - (c) the Company's existing articles of association and the proposed articles of association.