

## **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 (or if you are a person outside the United Kingdom, a person otherwise similarly qualified in your jurisdiction).

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 GENERAL MEETING**

#### **ANDINA PLC**

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

**NOTICE IS HEREBY GIVEN** that a general meeting of Andina plc (the "**Company**") will be held at the offices of CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London EC4N 6AF at 5.00 p.m. on 4 December 2024 for the following purpose of considering and, if thought fit, passing the resolutions below, with resolutions numbered 1 to 3 (inclusive) being proposed as ordinary resolutions and resolution 4 being proposed as a special resolution.

#### **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 general meeting, 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 general meeting 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 5.00 p.m. on 2 December 2024.

#### **ORDINARY RESOLUTIONS**

1. To receive the audited annual report and financial statements of the Company for the year ended 31 December 2023 together with the reports of the directors and auditors.
2. 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.
3. That the directors be authorised to fix the auditors' remuneration.

#### **SPECIAL RESOLUTION**

4. That all claims the Company may have against the directors by reason of failure to lay the audited annual report and financial statements of the Company for the year ended 31 December 2023 before the Company within the deadline specified in section 437 of the Companies Act 2006, including for exceeding any 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*

Dated: 11 November 2024

*Registered office:*

1-3 Charter Square

Sheffield

**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 their 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 them.*
2. *Your proxy could be the Chairman, another director of the Company or another person who has agreed to attend to represent you. 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 or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.*
3. *An appointment of proxy is provided with this notice and instructions for use are shown on the form. In order 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](http://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,*

*and in each case must be received by the Company before 5.00 p.m. on 2 December 2024. Please note that any electronic communication sent to our registrars in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted.*
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 5.00 p.m. on 2 December 2024 (or, if the meeting is adjourned, on the date which is two working 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 November 8, 2024 (being the last practicable date before the publication of this notice), the Company's issued share capital consisted of 207,910,539 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company are 207,910,539 .*