

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

If you have sold or otherwise transferred all your Ordinary Shares, please send this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

BENS CREEK GROUP PLC

(incorporated and registered in England and Wales under company registration number 13559916)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of the Company to be held at 53 Davies Street, London W1V 5JH at 12.00 p.m. on 27 September 2022 is set out at the end of this document.

A Form of Proxy for use at the Annual General Meeting is enclosed. To be valid, the Form of Proxy must be completed, signed and returned in accordance with the instructions printed on it to the Company's registrars Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD as soon as possible but in any event so as to arrive no later than 12:00 p.m. on 23rd September 2022.

DEFINITIONS

The following definitions apply through this document unless the context requires otherwise.

"2006 Act"	the Companies Act 2006, as amended consolidated or re-enacted from time to time
"Annual General Meeting" or "AGM"	the annual general meeting of the Company convened for 27 September 2022 pursuant to the Notice of AGM
"Board" or "Directors"	the directors of the Company as at the date of this document
"Company"	BENS CREEK GROUP PLC
"Form of Proxy"	the form of proxy accompanying this document for use in connection with the Annual General Meeting
"Notice of AGM"	the notice of Annual General Meeting which is set out at the end of this document
"Ordinary Shares"	ordinary shares of £0.001 each in the capital of the Company
"Resolutions"	the resolutions set out in the Notice of AGM
"Shareholders"	holders of Ordinary Shares

BENS CREEK GROUP PLC

(incorporated and registered in England and Wales under company registration number 13559916)

Directors:

Robin Fryer
Raju Haldankar
David Harris
Adam Wilson

Registered office:

53 Davies Street
London
England
W1V 5JH

2nd September 2022

To all Shareholders,

Notice of Annual General Meeting 2022

Dear Shareholder,

I am pleased to be writing to you with details of our Annual General Meeting at 12:00 p.m. on 27th September 2022.

The meeting is to be held at 53 Davies Street, London W1V 5JH.

Shareholders unable or unwilling to attend are invited to submit questions to the company via the following email address info@benscreek.com before 12:00 p.m. on 23 September 2022 with "Bens Creek AGM" in the subject. Questions of a similar nature may be grouped and answered as a whole and responses, where permissible will be published after the meeting.

Shareholders are encouraged to vote beforehand as they see fit by using the proxy system. If you would like to vote on the Resolutions you can appoint the meeting's Chairman as your proxy to exercise all or any of your rights to vote. Simply fill out the proxy card sent as part of this pack.

Other than to confirm the format this year, the purpose of this letter is to explain certain elements of the business to be considered at the meeting. Resolutions 1 to 6 (inclusive) will be proposed as ordinary resolutions. Resolution 7 will be proposed as a special resolution.

RESOLUTION 1 – TO RECEIVE THE ANNUAL REPORT AND ACCOUNTS

The meeting's Chairman will present the Annual Report and Accounts for the year ended 31 March 2022 to the meeting. A copy of the annual report and accounts is either enclosed with this document or is available on the Company's website.

RESOLUTION 2 – RE-APPOINTMENT OF DIRECTOR

Robin Fryer will retire in accordance with Article 77.1 of the Company's Articles of Association, and being eligible, offer himself for re-appointment.

RESOLUTION 3 – RE-APPOINTMENT OF DIRECTOR

David Harris will retire in accordance with Article 77.1 of the Company's Articles of Association, and being eligible, offer himself for re-appointment.

RESOLUTION 4 – RE-APPOINTMENT OF DIRECTOR

Adam Richard Wilson will retire in accordance with Article 77.1 of the Company's Articles of Association, and being eligible, offer himself for re-appointment.

RESOLUTION 5 – REAPPOINTMENT OF AUDITORS

Resolution 5 relates to the re-appointment of PKF Littlejohn LLP as the Company's auditors to hold office until the next Annual General Meeting and authorises the Directors to determine their remuneration.

RESOLUTION 6 – ALLOTMENT OF SHARE CAPITAL

The directors are seeking the authority to allot shares. Resolution 6 in the Notice of Annual General Meeting seeks authority to allot Ordinary Shares up to an aggregate nominal amount of £124,675 (being an amount equal to 33.3% of the total issued share capital of the Company as at the date of this report).

RESOLUTION 7 – DISAPPLICATION OF STATUTORY PRE-EMPTION RIGHTS

Resolution 7 will empower the Directors to allot Ordinary Shares for cash on a non-pre-emptive basis up to a maximum nominal value of £124,675, representing an authority to allot 33.3% per cent of the issued ordinary share capital of the Company as at 2nd September 2022.

ACTION TO BE TAKEN

Shareholders will find a Form of Proxy enclosed for use at the Annual General Meeting. You are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible. To be valid, completed Forms of Proxy must be received by the Company's Registrars, not later than 12.00 p.m. on 23 September 2022, being 2 business days before the time appointed for holding the Annual General Meeting. Your attention is drawn to the notes to the Form of Proxy. As noted above, Shareholders are encouraged to vote in advance by proxy and to appointment the Chairman as their proxy.

RECOMMENDATION

The Board considers the Resolutions are likely to promote the success of the Company and are in the best interests of the Company and its Shareholders as a whole. The Directors unanimously recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings which amount in aggregate to 31,268,759 Ordinary Shares representing approximately 8.35 per cent of the existing issued Ordinary Share capital of the Company as of 2nd September 2022.

Yours sincerely

Robin Fryer
Chairman

NOTICE OF ANNUAL GENERAL MEETING

BENS CREEK GROUP PLC

NOTICE IS HEREBY GIVEN (“**Notice**”) that the Annual General Meeting (the “**AGM**”) of Bens Creek Group plc (the “**Company**”) will be held at 53 Davies Street, London W1V 5JH on 27 September 2022 at 12.00 p.m. to consider and if thought fit, pass the following resolutions. Resolutions 1 to 6 will be proposed as ordinary resolutions and resolution 7 will be proposed as a special resolution.

Ordinary Resolutions

1. To receive the Annual Report and Accounts for the period ended 31 March 2022
2. To re-appoint Robin Fryer as a Director of the Company
3. To re-appoint David Harris as a Director of the Company
4. To re-appoint Adam Richard Wilson as a Director of the Company
5. To reappoint PKF Littlejohn LLP as auditors to the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the members and to authorise the Directors to determine their fees.
6. THAT the Directors of the Company be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the Act) to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or convert any security into, shares in the Company (Rights) up to an aggregate nominal amount of £124,675 during the period commencing on the date of the passing of this resolution and expiring at the conclusion of the next Annual General Meeting of the Company provided further that the Company shall be entitled before such expiry to make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights under such offer or agreement as if this authority had not expired.

Special Resolution

7. THAT, subject to and conditional upon the passing of resolution 6 above, the Directors of the Company be empowered under section 570 of the Companies Act 2006 (the Act) to allot equity securities (within the meaning of section 560 of the Act) for cash and/or to sell or transfer shares held by the Company in treasury (as the directors shall deem appropriate) under the authority conferred on them under section 551 of the Act by resolution 6 above as if section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to:
 - (a) the allotment of equity securities in connection with any rights issue or other pro-rata offer in favour of the holders of Ordinary Shares of £0.001 each in the Company where the equity securities respectively attributable to the interests of all such holders of shares are proportionate (as nearly as may be) to the respective numbers of shares held by them, provided that the Directors of the Company may make such arrangements in respect of overseas holders of shares and/or to deal with fractional entitlements as they consider necessary or convenient; and
 - (b) the allotment (otherwise than under sub-paragraph (a) above) of equity securities and/or the sale or transfer of shares held by the Company in treasury (as the Directors shall deem appropriate) up to an aggregate nominal amount of £124,675 representing approximately 33.3% of the ordinary share capital of the Company at the latest practicable date before publication of this Notice).

and this authority shall expire on the conclusion of the Company’s Annual General Meeting in 2023 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 and provided further that this authority shall be in substitution for, and to the exclusion of, any existing authority conferred on the Directors.

The Directors consider that all the resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and its members as a whole. The Directors unanimously recommend that shareholders vote in favour of all the resolutions, as they intend to do in respect of their own beneficial holdings.

By order of the Board

A handwritten signature in black ink, appearing to be the initials 'GA' followed by a horizontal line.

SGH Company Secretaries Limited

Company Secretary

2nd September 2022

Registered Office: 6th Floor 60 Gracechurch Street, London, EC3V0HR

Notice of Meeting Notes:

The following notes explain your general rights as a shareholder and your right to attend and vote at this Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 23 September 2022. 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 Meeting.
2. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 20 minutes prior to the commencement of the Meeting at 11:40am (UK time) on 27 September 2022 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different Ordinary Share or Ordinary Shares held by that shareholder. A proxy need not be a shareholder of the Company. To validly appoint a proxy, a member must complete, sign and date the enclosed form of proxy and deposit it at the office of the Company's registrars, Neville Registrars Limited, at Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD, by 12.00 p.m. on 23rd September 2022 (or, in the event that the meeting is adjourned, not less than 48 hours, excluding non-working days, before the time fixed for the holding of the adjourned meeting). Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be enclosed with the form of proxy.
4. 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).
5. 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 Meeting.
6. To change your proxy instructions you may return a new proxy appointment using the hard copy proxy form. Please contact Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD to request a new hard copy proxy form. 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.
7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
8. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 11 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so. As mentioned above, the Company advises shareholders to vote electronically, or to appoint the Chair as their proxy as physical attendance in person may now be permitted.
9. 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/site/public/EU). 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.
10. 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 & Ireland 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 12:00pm on 23 September 2022. 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.
11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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 service 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.

12. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
13. As at 2nd September 2022 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 374,400,000 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 2nd September 2022 are 374,400,000.
14. Any shareholder 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.
15. The following documents are available for inspection during normal business hours at the registered office of the Company on any business day from the date of this Notice until the time of the Meeting and may also be inspected at the Meeting venue, as specified in this Notice, from 10am on the day of the Meeting until the conclusion of the Meeting: copies of the Directors' letters of appointment or service contracts.
16. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website.