

THIS NOTICE AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor or other professional adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you sell or have recently sold or transferred all of your ordinary shares in Everest Global plc, please forward this Notice and accompanying Form of Proxy at once 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. If you sell or have sold only part of your holding of ordinary shares in Everest Global plc, please consult the person through whom the sale or transfer was effected. However, this Notice should not be forwarded to or sent in or into any jurisdiction in which to do so would constitute a breach of the relevant laws of such jurisdiction.

EVEREST GLOBAL PLC

(incorporated and registered in England and Wales under number 07913053)

NOTICE OF GENERAL MEETING

Notice of a General Meeting of Everest Global plc (the "Company") to be held at the offices of Keystone law, 1st Floor, 48 Chancery Lane, London, WC2A 1JF at 11am on 28 February 2024 is set out in pages 4 to 7 of this document.

A form of proxy for use at the General Meeting is enclosed and, to be valid, should be completed and returned in accordance with the instructions printed on the form so as to be received by the Company's Registrars, Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD as soon as possible and in any event so as to arrive no later than 11am on 26 February 2024. Completion and return of a form of proxy will not prevent members from attending and voting in person should they wish to do so.

EVEREST GLOBAL PLC
(incorporated and registered in England and Wales under number 07913053)

Registered Office
1st Floor
48 Chancery Lane
London
WC2A 1JF

12 February 2024

To the holders of shares in Everest Global plc

Notice of a General Meeting

Dear Shareholder

Details of Meeting

I am pleased to be writing to you with details of a General Meeting (“GM”) which we are holding at the offices Keystone law, 1st Floor, 48 Chancery Lane, London, WC2A 1JF at 11am on 28 February 2024.

In the notice of our last Annual General Meeting we explained that, following the resignation of the company’s auditor, Jeffreys Henry, the company was in the process of appointing a new auditor. As a result, the accounts for the year ending 31 October 2022 were delayed. The resignation of Jeffreys Henry was due to their withdrawal from auditing Public Interest Entity (PIE) companies such as Everest Global plc. We circulated to shareholders a copy of Jeffreys Henry’s letter of resignation, which has been filed at the Companies Registry, which confirms that there are no circumstances connected with their resignation which they consider should be brought to the attention of the company’s members or creditors.

We are pleased to have appointed RPG Crouch Chapman LLP as our auditors who audited our accounts for the year ending 31 October 2022 for the company, a copy of which are enclosed with this notice.

As at the 6 months ended 30 April 2023, and as explained in the prospectus issued by the company on 31 October 2023, the value of the Company’s net assets is less than half of its called-up share capital. In such circumstances, the directors are required under section 656 of the Companies Act 2006 to convene a general meeting of the Company for the purpose of considering whether any, and if so what, steps should be taken in relation to the situation. Accordingly, this matter will be discussed at this GM. The Board welcomes dialogue with the Company’s shareholders, and the GM will provide a forum for such discussions to take place, but no resolutions will be proposed at the GM in relation to the serious loss of capital.

The formal notice of GM is set out on pages 4 to 6 of this document. A copy of this notice at www.everestglobalplc.com.

If you would like to vote on the resolutions, but cannot come to the GM, please fill in the proxy form sent to you with this notice and return it in accordance with the instructions printed on the form as soon as possible. It must be received by 11am on 26 February 2024.

Summary and explanation of the resolutions proposed.

Resolutions 1 to 5 will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed more than half of the votes cast must be in favour of the resolution.

A summary of the resolutions proposed is set out on page 7 of this document.

Recommendation

The directors consider that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. Your board will be voting in favour of them and unanimously recommend that you vote in favour of them.

My board colleagues and I thank you for your support.

Yours faithfully

Andy Sui
Chief Executive Officer

NOTICE is hereby given that the General Meeting of Everest Global plc (the “**Company**”) will be held at Keystone law, 1st Floor, 48 Chancery Lane, London, WC2A 1JF at 11am on 28 February 2024 to consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions.

ORDINARY RESOLUTIONS

1. To receive the annual accounts for the period ended 31 October 2022, together with the reports of the directors and auditors.
2. To confirm the appointment of RPG Crouch Chapman LLP as auditors of the Company who will hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company.
3. To authorise the directors to determine the auditors’ remuneration.
4. To approve the directors’ remuneration policy set out in the directors’ remuneration report on page 16 of the annual accounts and reports for the period ended 31 October 2022.
5. To approve the directors’ remuneration report (excluding the remuneration policy) set out on pages 16 and 17 of the annual accounts and reports for the period ended 31 October 2022.

By Order of the Board
Stephen Clow
Company Secretary
Dated: 12 February 2024

Registered Office:
1st Floor
48 Chancery Lane
London
WC2A 1JF

Notes:

1. A member of the Company is entitled to attend and to speak and to vote at the meeting and is entitled to appoint one or more proxies to attend and vote in his place provided that each proxy is appointed to exercise rights attached to a different share or shares held by him or her. A proxy need not be a member of the Company.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
3. A Form of Proxy is enclosed with this notice. Instructions for use are shown on the form. The completion and return of a Form of Proxy will not prevent a member from attending and voting in person at the meeting. In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company or contained in an electronic communication. Any power of attorney or any other authority under which the Form of Proxy is signed (or a notarially certified copy of such power or authority) must be included with the Form of Proxy.
4. To be valid, a completed Form of Proxy together with a power of attorney or other authority (if any) under which it is executed (or a notarially certified copy of such power or authority), must be deposited at the offices of the Company's registrars, Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD not less than 48 hours before the time set for the meeting or adjourned meeting (as the case may be).
5. As an alternative to completing the hard copy Form of Proxy, a shareholder may appoint a proxy or proxies electronically with Neville Registrars Limited at www.sharegateway.co.uk using your personal proxy registration code as shown on the Form of Proxy enclosed with this document. For an electronic proxy appointment to be valid, the appointment must be received by the Company's Registrars no later than 11am on 26 February 2024 (or, if the meeting is adjourned, no later than 48 hours before the time set for the meeting or adjourned meeting). Any electronic communication sent by a shareholder to the Company or the Company's Registrars which is found to contain a virus will not be accepted by the Company, but every effort will be made by the Company to inform the shareholder of the rejected communication. Notice of termination of a proxy's authority must be received at the same electronic address.
6. Pursuant to Regulation 41(3) of the Uncertificated Securities Regulations 2006, only those shareholders registered in the Register of Members of the Company as at 6pm on 26 February 2024, or in the event that the meeting is adjourned meeting, in the Register of Members as at 6pm. on the day that is two days prior to any adjourned meeting, shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries on the Register of Members after 6pm on 26 February 2024 or, in the event that the meeting is adjourned, 6pm on the day that is two days prior to any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
7. As at 9 February 2024 (being the last practicable date prior to publication of this notice) the Company's issued share capital consisted of 64,888,855 ordinary shares of 2p each. Each ordinary share carries the right to vote at a general meeting of the Company, and therefore, the total number of voting rights in the Company as at 9 February 2024 is 64,888,855. Pursuant to the acquisition of Precious Link (UK) Limited as announced on 10 January 2024, 12,500,000 shares are to be issued to the vendor which are due to be issued.
8. If you hold ordinary shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to the Company's Registrars, Neville Registrars Limited under CREST participant ID number 7RA11 so that it is received by no later than 11am on 26 February 2024.
9. A copy of this notice and other information required by section 311A of the Companies Act 2006 can be found at www.everestglobalplc.com.
10. Shareholders should note that, under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company

to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the General Meeting for the financial year beginning 1 November 2021; or (ii) any circumstance connected with an auditor of the Company appointed for the financial year beginning 1 November 2021 ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the General Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

11. 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.

Summary of the resolutions proposed

Resolution 1 – To receive the Annual Report and Accounts

It is proposed to receive the annual accounts for the period ended 31 October 2022, together with the reports of the directors and auditors;

Resolutions 2 and 3 –Appointment of auditors and auditor’s remuneration

The board recommends the confirmation of the appointment of RPG Crouch Chapman LLP as auditors, to hold office until the next meeting at which accounts are laid. Resolution 3 is a separate resolution which will grant authority to the directors to determine the Auditor’s remuneration.

Resolutions 4 and 5 – Directors’ remuneration policy and remuneration report

In resolution 4 shareholders are asked to approve the directors’ remuneration policy. This is set out on pages 16 of the annual accounts and reports for the year ended 31 October 2022

In resolution 5 shareholders are asked to approve the remainder of the directors’ remuneration report, excluding the directors’ remuneration policy. This is set out on pages 16 and 17 of the annual accounts and reports for the year ended 31 October 2022. Resolution 5 is an advisory vote.