

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** It contains the resolutions to be voted on at the General Meeting of Dispersion Holdings PLC (Dispersion or the Company) to be held on 26 October 2021. If you are in any doubt about the action you should take, you are recommended immediately to seek advice from your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) who specialises in advising on the acquisition of shares and other securities.

If you have sold or otherwise transferred all your ordinary shares of £0.001 each in the capital of the Company (**Ordinary Shares**), please forward this document (but not the personalised form of proxy) for use in relation to the General Meeting of the Company, 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 transmission to the purchaser or transferee. If you have sold or otherwise transferred some of your Ordinary Shares, you should consult with the stockbroker, bank or other agent through whom the sale or transfer was effected.

A notice containing the resolutions to be voted on at the Company's General Meeting (**GM**) to be held at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG at 11 a.m. on 26 October 2021 is set out on page 4 onwards of this document.

The enclosed form of proxy for use at the GM should be completed and returned to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by no later than 11:00 a.m. on 22 October 2021.

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# DISPERSION HOLDINGS PLC

*(incorporated and registered in England and Wales with no. 12291603)*

## **Notice of General Meeting**

**to be held at 11 a.m. on 26 October 2021**

**at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG**

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This document includes "forward-looking statements" which include all statements other than statements of historical facts, including, without limitation, those regarding the Company's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or "similar" expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future. These forward looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless it is required to do so by applicable law or regulation.

# DISPERSION HOLDINGS PLC

(incorporated and registered in England and Wales with no. 12291603)

## LETTER FROM THE CEO

**Directors:** Michael Scott Edwards (*Chief Executive Officer*)  
Timothy Vincent Le Druillenec (*Non-Executive Director*)  
Robert Mark Rutledge (*Non-Executive Director*)  
Michael Misha Sher (*Non-Executive Director*)  
Nicholas James Lyth (*Chief Financial Officer*)

**Registered Office:** 9th Floor  
16 Great Queen Street  
London  
WC2B5DG

8 October 2021

To: The holders of Ordinary Shares (**Shareholders**) and for information to the holders of options and warrants

Dear Sir / Madam

### Notice of General Meeting

#### 1. Introduction

I am writing to you with details of a General Meeting (**GM**) of the Company which is being held at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG at 11:00 a.m. on 26 October 2021. The formal Notice of GM is set out at the end of this document.

The Company is considering a number of investments, which may require the issue of further Ordinary Shares. These investments would exceed the Company's existing authority to allot Ordinary Shares. As a result, the purpose of this document is to seek Shareholders' approval of the resolutions set out in the Notice of the GM (**Resolutions**) renewing the Company's authority so that the Company can act promptly in relation to these potential investments.

The formal Notice of the GM is set out at the end of this document

#### 2. Business and strategy overview

The Company was incorporated in 2019 to identify investment opportunities in various high growth sectors. The Company specialises in decentralised finance, a disruptive technology that uses the blockchain and cryptocurrencies to remove financial intermediaries from transactions.

During February and March 2021 the Company raised £2.2 million from seed investors. On admission to trading on AQSE on 30 April 2021, the Company raised a further £9 million.

The Company has made initial investments in NFT investments plc, ePIC Blockchain Technologies, Inc., Blimp Technologies Inc. and DeFi Yield Technologies Inc.

#### 3. Resolutions

Resolution 1 will be proposed as an ordinary resolution to grant authority to the Directors to allot Ordinary Shares up to an aggregate nominal amount of £900,000 (or 900,000,000 Ordinary Shares). The current issued share capital of the Company is 612,500,000 Ordinary Shares. This resolution will give the Directors sufficient authority to allot Ordinary Shares for potential future investments that the Company is considering.

Resolution 2 will be proposed as a special resolution to dis-apply statutory pre-emption rights in respect of the allotment of up to 80,000,000 Ordinary Shares for cash.

Resolution 1 will be proposed as an ordinary resolution. This means that for this resolution to be passed, at least fifty percent of the votes cast must be in favour of the resolution. Resolution 2 is proposed as a special resolution. This means that for this resolution to be passed, seventy five per cent or more of the votes cast must be in favour of the resolution.

#### **4. Action to be taken by Shareholders**

Shareholders will find enclosed with this document a form of proxy for use at the GM. You are requested to complete, sign and return the form of proxy to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible but, in any event so as to arrive by no later than 48 hours (excluding any day or part of a day that is not a working day) before the time and date of the meeting. The completion and return of a form of proxy will not preclude you from attending the meeting and voting in person should you wish to do so.

If you would like to vote on the proposed resolutions, you may appoint a proxy in one of the following ways:

- Via the CREST electronic proxy appointment service (for CREST members); or
- By completing the enclosed form of proxy and returning it to our registrars Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible. The form of Proxy must be received by 11:00 a.m. on 22 October 2021, being 48 hours before the GM (excluding any day or part of a day that is not a working day).

#### **5. Directors' Recommendation**

The Directors consider the Resolutions to be in the best interests of the Company and its Shareholders as a whole and therefore the Directors unanimously recommend that Shareholders vote in favour of the Resolutions.

Yours faithfully

Mike Edwards  
Chief Executive Officer

# DISPERSION HOLDINGS PLC

(Company Number 12291603) (Company)

## NOTICE OF GENERAL MEETING

**NOTICE IS GIVEN** that the general meeting of the members of the Company will be held at 11.00 a.m. on 26 October 2021 at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG for the purpose of considering and, if thought fit, to transact the following business. Resolution 1 will be proposed as an ordinary resolution and resolution 2 will be proposed as a special resolution:

### Ordinary resolution

1. That the Directors be and they are generally and unconditionally authorised in accordance with section 551 of the Companies 2006 Act (**CA 2006**) to exercise all powers of the Company to allot ordinary shares of 0.001p each in the capital of the Company (**Ordinary Shares**) up to an aggregate nominal amount of £900,000 provided this authority shall expire at whichever is the earlier of the conclusion of the next Annual General Meeting of the Company and 26 October 2022. Except for the authority granted by Resolution 2, this authority revokes and replaces all unexercised authorities previously granted to the Directors to allot or grant rights over Ordinary Shares, but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

### Special resolution

2. That, conditional on the passing of Resolution 1 above, the Directors be and they are empowered pursuant to Section 571 CA 2006 to allot equity securities (within the meaning of section 560 CA 2006) for cash pursuant to the authority conferred by Resolution 1 above as if section 561(1) CA 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of Ordinary Shares up to an aggregate nominal amount of £80,000 and will expire at whichever is the earlier of the conclusion of the next Annual General Meeting of the Company and 26 October 2022. This authority revokes and replaces all such unexercised authorities previously granted to the Directors to allot or grant rights over Ordinary Shares, but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

By order of the board

**Nicholas James Lyth**  
*Company Secretary*

8 October 2021

## Explanatory notes to the notice of General Meeting:

### *Appointment of proxies*

1. In order to have the right to appoint a proxy to exercise voting rights at the General Meeting, a person must be entered on the register of members of the Company at 11:00 a.m. 22 October 2021, or, in the event of any adjournment, in the register of members 48 hours (excluding non-business days) before the date of any adjourned meeting. Changes to entries on the register of members after this time will be disregarded in determining the rights of any person to appoint a proxy to exercise such rights.
2. 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, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. If you fail to specify the number of shares to which each proxy, relates or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
3. If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting. 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 a resolution.

### *Appointment of a proxy using the hard copy proxy form*

4. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
5. To appoint a proxy using the proxy form, it must be:
  - (a) completed and signed;
  - (b) sent or delivered to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY; and
  - (c) received by the Company's registrars no later than 11:00 a.m. on 22 October 2021.
6. In the case of a member 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.
7. 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.
8. The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001 (SI 2001/3755), specifies that only those ordinary shareholders registered in the register of members of the Company by 11.00 a.m. on 22 October 2021 or, if the meeting is adjourned, in the register of members 48 hours (excluding non-business days) before the date of any adjourned meeting will be entitled to attend or vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

### *Appointment of proxies through CREST*

9. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) by using 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.
10. 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 & Ireland Limited's (EUI) 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: 3RA50) by 11:00 a.m. on 22 October 2021. 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.
11. 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 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 is 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.

12. 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 (SI 2001/3755).

#### *Appointment of proxy by joint members*

13. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

#### *Changing proxy instructions*

14. To change your proxy instructions simply submit a new proxy appointment using the methods set out in paragraphs 5 or 10 above. Note that the cut off time for receipt of proxy appointments specified in those paragraphs also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
15. 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 registrar as indicated in paragraph 2 above.
16. 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*

17. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrar as indicated in paragraph 2 above. In the case of a member 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.
18. The revocation notice must be received by the Company no later than 11:00 a.m. on 22 October 2021.
19. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 20 below, your proxy appointment will remain valid.
20. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

#### *Corporate representatives*

21. A corporation, which is a member, 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*

22. As at 6:00 p.m. on 7 October 2021 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital comprised 612,500,000 ordinary shares of £0.001 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 6:00 p.m. on 7 October 2021 is 612,500,000.

#### *Communication*

23. You may not use any electronic address provided either in this notice of meeting or any related documents (including the document within which this notice of meeting is incorporated and the proxy form) to communicate with the Company for any purposes other than those expressly stated.



MR A SAMPLE  
< DESIGNATION >  
SAMPLE STREET  
SAMPLE TOWN  
SAMPLE CITY  
SAMPLE COUNTY  
AA11 1AA

**CANCELLED**

## Form of Proxy - General Meeting to be held on 26 October 2021

To be effective, all proxy appointments must be lodged with the Company's Registrars at:  
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 22 October 2021 at 11.00 am.

### Explanatory Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 703 0360 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
6. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 703 0360 to request a change of address form or go to [www.investorcentre.co.uk](http://www.investorcentre.co.uk) to use the online Investor Centre service.
7. Any alterations made to this form should be initialled.
8. The completion and return of this form will not preclude a member from attending the meeting and voting in person.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

**CANCELLED**

#### All Named Holders

MR A SAMPLE  
< Designation >  
Additional Holder 1  
Additional Holder 2  
Additional Holder 3  
Additional Holder 4



# Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.  
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

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C0000000000

I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf at the General Meeting of Dispersion Holdings Plc to be held at **Fladgate LLP, 16 Great Queen Street, London WC2B 5DG** on **26 October 2021** at **11.00 am**, and at any adjourned meeting.

\* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



**CANCELLED**

## Ordinary Resolution

1. That, the Directors be and they are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all powers of the Company to allot ordinary shares of £0.001.

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Special Resolution

2. That, conditional on the passing of Resolution 1, to dis-apply statutory pre-emption rights.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

## Signature

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Date

**CANCELLED**  
\_\_\_\_ / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).



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