

Northern Leaf Limited

Registered company no 128967

(the Company)

Results of annual general meeting

The Company announces the results of its 2023 annual general meeting (the **Annual General Meeting**) held at **1:00 pm** on **26 July 2023** at **44 Esplanade, St. Helier, Jersey JE4 9WG**. All the resolutions were decided by poll.

Details of the resolutions are set out in the notice of the Annual General Meeting dated 28 June 2023.

Results of the poll at the Annual General Meeting were as follows:

Resolutions	Votes For	%	Votes Against	%	Votes Total	Votes Abstain*
To re-elect Jonathan Ruff as a director of the Company.	1,444,961	74.12	504,469	25.88	1,949,430	61,817
To re-elect Katie Shelton-Innes as a director of the Company.	2,011,247	100	0	0	2,011,247	0
To re-elect Tobias Mathews as a director of the Company.	1,481,022	74.59	504,469	25.41	1,985,491	25,756
To re-elect Frank Walker as a director of the Company.	2,011,247	100	0	0	2,011,247	0
To re-appoint BDO Limited as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company.	2,011,247	100	0	0	2,011,247	0
To authorise the directors to determine the remuneration of the Company's auditors.	1,927,537	95.84	83,710	4.16	2,011,247	0
To disapply Article 2.12 in relation to the proposed allotment of Ordinary Shares and grant of Rights pursuant to the placing and retail offer, the Loan Note	1,959,733	100	0	0	1,959,733	51,514

Conversion, the Preference Share Conversion and the Warrants, each to be carried out in connection with Admission, for cash.						
To authorise the directors pursuant to Article 2.8 to allot Ordinary Shares or grant Rights to subscribe for or convert any securities into Ordinary Shares up to an aggregate nominal amount of £721,000 in connection with Admission and ratify and approve any prior allotment of Warrants in all respects.	1,959,733	100	0	0	1,959,733	51,514
To authorise directors pursuant to Article 2.8 to allot Ordinary Shares or grant Rights to subscribe for or convert any securities into Ordinary Shares, in such manner as set out in the notice of annual general meeting.	1,959,733	100	0	0	1,959,733	51,514
To authorise the directors pursuant to Article 2.11 to allot Ordinary Shares or grant Rights for cash without first offering them to existing shareholders in proportion to their existing shareholding without restriction as to use, in such a manner as set out in the notice of annual general meeting.	1,939,127	100	0	0	1,939,127	72,120
To authorise the directors pursuant to Article 2.11 to allot Ordinary Shares or grant Rights for cash without first offering them to existing shareholders in proportion to their existing shareholding for the purposes of acquisitions or specified capital investments, in such a manner as set out in the notice of general meeting.	1,434,658	73.98	504,469	26.02	1,939,127	72,120
To approve the change of the Company's name to 'Northern Leaf Plc'	2,011,247	100	0	0	2,011,247	0

To authorise certain amendments to the Articles.	1,959,733	100	0	0	1,959,733	51,514
--	-----------	-----	---	---	-----------	--------

*A vote "Abstain" is not a vote in law and is not counted towards votes cast "For" or "Against" a resolution.