

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to immediately seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended), if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your holding of ordinary shares of £0.10 each in the capital of Bisichi PLC (**Company**) (**Ordinary Shares**), please forward this document as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, such documents should not be distributed, forwarded to or transmitted in or into, any jurisdiction in which such act would constitute a violation of the relevant laws or regulations in such jurisdiction. If you have sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain these documents and consult the stockbroker, bank manager or other agent through whom the sale or transfer was effected.

Bisichi PLC

(Incorporated and registered in England and Wales with registered number 00112155)

19 May 2022

2nd Floor
12 Little Portland Street
London W1W 8BJ

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admin@bisichi.co.uk
www.bisichi.co.uk

Dear Shareholder

Notice of General Meeting

1. General Meeting

I am writing to you as Chairman of the Company to report that a General Meeting of the Company (**GM**) will be held at Meeting Room 2, 12 Charles II Street, St James, London SW1Y 4QU on Thursday 16 June 2022 at 12:00 noon or, if later, immediately following the conclusion of the annual general meeting of the Company to be held on that date at 11.00 a.m.

2. Business of the meeting

The Company currently has in aggregate 680,000 options over ordinary shares outstanding which are currently exercisable.

As at 19 May 2022, the prevailing share price is in excess of the exercise price of the options.

As an alternative to the exercise of the options the Company could 'buy-out' the share option awards that are currently exercisable. This would avoid the need for the Company to allot shares, for shares to be sold in the market to meet the tax liabilities arising from the exercise and therefore the potential impact to the Company's share price and on shareholders.

The directors therefore propose that the Company's shareholders approve a resolution giving the directors the authority and option to buy-out share options for the reasons set out above. The full wording of the resolution to do so is set out in the Notice of General Meeting included with this letter.

3. Action to be taken

If you are not voting at the meeting, we request that you submit your vote online via the shareholders' portal at www.signalshares.com. If you have not done so already, you will need to register your account using your Investor Code, which can be found on your share certificate. Alternatively, you may request a paper form of proxy from our Registrar, Link Group and details of how to contact them are set out in the Notice of GM. In order to vote online, you will need to visit www.signalshares.com, search 'Bisichi PLC' and use your Investor Code to log in or register. Once you have logged in, simply click the 'Vote Online Now' button and follow the procedure as instructed. You may also vote via the new shareholder app, LinkVote+, by downloading the app on Apple App Store or Google Play and following the instructions. Further details of how to vote are set out in the Notes to the Notice of General Meeting.

Copies of this document will be available free of charge from the Company's website at <https://bisichi.co.uk/>

4. Overseas Shareholders

It is the responsibility of any person receiving a copy of this document outside of the United Kingdom to satisfy himself/herself as to the full observance of the laws and regulatory requirements of the relevant territory in connection therewith, including obtaining any governmental or other consents which may be required or observing any other formalities required to be observed in such territory and paying any other issue, transfer or other taxes due in such territory. Persons (including, without limitation, nominees and trustees) receiving this document should not send it into any jurisdiction when to do so would, or might, contravene local securities laws or regulations.

5. Recommendation

Each member of the Board who holds Ordinary Shares in the Company intends to vote in favour of the Resolution in respect of their own beneficial holdings. The Directors therefore strongly encourage and unanimously recommend you vote in favour of the Resolution.

Yours faithfully

Sir Michael Heller
Chairman

Bisichi PLC

(Incorporated and registered in England and Wales with registered number 00112155)

Notice of General Meeting

NOTICE is hereby given that a general meeting (“General Meeting”) of Bisichi PLC (the “Company”) will be held at Meeting Room 2, 12 Charles II Street, St James, London SW1Y 4QU on Thursday, 16 June 2022 at 12.00 noon, or, if later, immediately following the conclusion of the annual general meeting of the Company to be held on that date at 11.00 a.m., for the transaction of the following business:

Ordinary resolution

To consider and, if thought fit, pass resolution 1 as an ordinary resolution:

1. That the directors of the Company be generally authorised to enter into agreements with holders of options over ordinary shares of £0.10 each in the capital of the Company granted by the Company (**Options**) to cancel or surrender the Options in consideration of the payment by the Company to the holder of the Option of cash up to a maximum of the difference between the exercise price of the Option and the closing market price on the business day immediately prior to the day on which the Company enters into that agreement with the relevant holder of the Options, and that the Company’s remuneration policy (as adopted at the Annual General Meeting held on 9 July 2020) be amended accordingly. (**Resolution 1**)

By order of the board



Garrett Casey CA (SA)

Secretary
Bisichi PLC
12 Little Portland Street, 2nd Floor,
London W1W 8BJ

19 May 2022

Notes

1. If you are a member of the Company at the time set out in Note 15 below, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the general meeting of the Company.
2. A proxy does not need to be a member of the Company but must attend the meeting to represent you. The Company encourages you to appoint the Chairman of the meeting as your proxy. The Chairman of the meeting will not be able to speak on your behalf.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares.
4. Members are recommended to vote their shares electronically at www.signalshares.com. On the home page, search “Bisichi PLC” and then register or log in, using your Investor Code. To vote at the GM, click on the “Vote Online Now” button by not later than 12 noon on 14 June 2022 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of it). You may also vote by downloading the new shareholder app, LinkVote+, on Apple App Store or Google Play and following the instructions. Electronic votes and proxy votes should be submitted as early as possible and, in any event, to be received by no later than 12:00 noon on 14 June 2022. 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. Discretionary votes are permissible, but will be cast on resolutions at the Chairman of the meeting’s absolute discretion. 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.
5. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 12:00 noon on 14 June 2022 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity’s associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
6. You are entitled to request a hard copy form of proxy directly from the Company’s Registrar, Link Group. If a paper form of proxy is requested from the Company’s Registrar, it must be completed, signed and sent to the Company’s Registrar (PXS 1 Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL) so as to have been received by the Company’s Registrar by not later than 12:00 noon on 14 June 2022 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of it).
7. In the case of a member which is a company, your proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or an attorney for the company if a hard copy proxy form is submitted.
8. Any power of attorney or other authority under which the proxy is submitted must be sent to the Company’s Registrar (PXS1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL) so as to have been received by the Company’s Registrar by not later than 12:00 noon on 14 June 2022 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of it).
9. To change your proxy instructions simply submit a new proxy appointment using the methods set out in Notes 4 and 5. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. 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 at PXS1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL.
10. 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.
11. Nominated persons
 - (a) Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a “Nominated Person”) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
 - (b) The statement of the rights of shareholders in relation to the appointment of proxies in Note 1 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by shareholders of the Company.
12. As at 19 May 2022 the issued share capital of the Company comprised of 10,676,839 ordinary shares of 10 pence each, carrying one vote each. Therefore, the total number of voting rights of the Company as at 19 May 2022 is 10,676,839.
13. The return of a completed proxy form, electronic filing or any CREST Proxy Instructions (as described in Note 14 below) will not prevent a shareholder from attending the meeting and voting in person if he or she wishes to do so.

14. 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(s) thereof 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 should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf. 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 & International 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 Company’s agent, Link Group (CREST Participant ID: RA10), no later than 12:00 noon, on 14 June 2022 or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsor or voting service provider 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, to procure that his CREST sponsor or voting service provider takes) 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 sponsor or voting service provider 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.

15. Only those members entered on the register of members of the Company at close of business on 14 June 2022 or, in the event that the meeting is adjourned, in the register of members as at close of business on the day two days before the date of any adjourned meeting, shall be entitled to attend or vote at the meeting in respect of the number of ordinary shares registered in their names at that time. Changes to the entries on the register of members after the close of business on 14 June 2022 or, in the event that the meeting is adjourned, in the register of members after the close of business on the day two days before the date of the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
16. 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.
17. Any member attending the meeting has the right to ask questions. The Company has to answer any questions raised by members at the meeting which relate to the business being dealt with at the meeting unless:
- to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - the answer has already been given on a website in the form of an answer to a question, or;
 - it is undesirable in the interests of the Company or the good order of the meeting to answer the question.
18. A copy of this notice, and other information required by s311A of the Companies Act 2006, can be found at www.bisichi.co.uk.
19. The above notes are qualified in their entirety and are subject to the provisions of the Company’s articles of association.

www.bisichi.co.uk

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email: admin@bisichi.co.uk