

WyvernRail plc

NOTICE IS HEREBY GIVEN of the Annual General Meeting of WyvernRail plc to be held on Saturday 20th September 2025 at 14:00 hours at Haarlem Mill, Derby Road, Wirksworth, DE4 4BG. This will be for the purposes of considering and, if thought fit, passing resolutions as to the ordinary and special business of the Company relating to its Directors, Auditors and Accounts.

A presentation to be given by Neil Ferguson-Lee in advance of the usual proceedings of the AGM.

Agenda

1. To receive apologies for absence.
2. To read the minutes of the last Annual General Meeting of the Company.
3. To receive the Chairman's and Directors' Report.
4. To receive the accounts for the year ended 31st January 2025.
5. To appoint Directors. (The Directors due to retire by rotation are Peter Ronald Binks and Neil Ferguson-Lee. Both directors offer themselves for re-appointment).

Directors for re-election are:

- Peter Ronald Binks
- Neil Ferguson-Lee

Directors for election are:

- Kevin John Hall
- John Philip Birkett Marshall
- Thomas Tait

(Note - Under article 105 no person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting, unless not less than 7 nor more than 21 days before the date appointed for the meeting there has been left at the Office a notice In Writing, signed by a member (not being the person to be proposed) duly qualified to attend and vote at the meeting, of his intention to propose the person for election, and a notice In Writing signed by that person of his willingness to be elected. Under Article 84(B) no person shall hold the office of Director of the Company unless he shall have registered in his name 2,000 Ordinary Shares of £1 each in the capital of the Company).

6. To re-appoint DJH Audit Limited, as auditors of the Company.

Special Business

To consider and, if thought fit, pass the following resolutions which will be proposed as resolutions 7 and 8 as Ordinary Resolutions and resolution 9 as a Special resolution.

7. That the Directors of the Company be authorised and are hereby empowered pursuant to Sections 690 - 708 of the Companies Act 2006 to make an off-market purchase of shares offered back to the Company as gifts/donations by deceased shareholders or their executors/representatives.

The terms of the contract to purchase these shares shall be that the Company, in addition to having sight of the death certificate and grant of probate, shall obtain a Stock Transfer Form duly authorised by the Transferors in respect for those shares to be purchased. Consideration for the purchase will be £1 per shareholding. [The authority granted by this resolution shall expire at the next Annual General Meeting].

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8. That the Directors be and are hereby generally and unconditionally authorised for the purpose of Section 551 of the Companies Act 2006 ("the Act") (in substitution for the unexercised portion of any authority previously conferred on them) to allot relevant securities (within the meaning of that Section) up to a maximum aggregate nominal amount equal to the balance of the authorised but unissued share of the Company as at the date of the passing of this resolution and to make any offer or agreement which may require any such relevant securities to be allotted after the expiry of this authority, in each case on such terms as the Directors may determine, such authority to expire on the conclusion of the next Annual General Meeting of the Company, or any adjournment thereof, save that the Company may before said expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

9. That, subject to the passing of resolution 7 above, the Directors of the Company be and they are hereby empowered, pursuant to Section 570 of the Act, to allot equity securities for cash pursuant to the authority conferred on them under Section 551 of the Act as if Section 561(1) of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal value equal to the balance of the authorised but unissued share of the Company as at the date of the passing of this resolution and shall expire on the conclusion of the next Annual General Meeting of the Company, or any adjournment thereof, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

10. To transact any other ordinary business.