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If you have sold or transferred all of your ordinary shares of £0.001 par value in the capital of Psych Capital Plc, please send this document, together with the accompanying Form of Proxy, immediately to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was affected for transmission to the purchaser or transferee. However, this document should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of relevant laws. If you have sold or transferred part only of your holding of existing ordinary shares, you are advised to consult your stockbroker, bank or other agent through whom the sale or transfer was affected.

PSYCH CAPITAL PLC

(Registered in England and Wales with Company Number 13351629)

Notice of Annual General Meeting

Notice of the Annual General Meeting of Psych Capital Plc (the "**Company**") to be held at the offices of Peterhouse Capital Limited located at 3rd Floor, 80 Cheapside, London, EC2V 6EE on 28 November 2022 at 11 am is set out at the end of this document.

The Form of Proxy for use at the Annual General Meeting accompanies this document and, to be valid, should be completed and returned in accordance with the instructions set out therein as soon as possible but, in any event, so as to reach Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD by no later than 11 am on 24 November 2022 being two business days prior to the time appointed for the holding of the meeting. Completion and return of a Form of Proxy will not prevent a shareholder from attending the meeting and voting in person if he or she so wishes.

ALL SHAREHOLDERS ARE URGED TO COMPLETE AND SUBMIT A PROXY APPOINTMENT IN ACCORDANCE WITH THE INSTRUCTIONS HEREIN. THE PROXY APPOINTMENT MUST BE RECEIVED BY NEVILLE REGISTRARS LIMITED, NEVILLE HOUSE, STEELPARK ROAD, HALESOWEN, B62 8HD BY NO LATER THAN 11 AM ON 24 NOVEMBER 2022 BEING TWO BUSINESS DAYS PRIOR TO THE TIME APPOINTED FOR THE HOLDING OF THE MEETING.

PSYCH CAPITAL PLC

(Registered in England and Wales with Company Number 13351629)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of the Company will be held at the offices of Peterhouse Capital Limited located at 3rd Floor, 80 Cheapside, London, EC2V 6EE on 28 November 2022 at 11 am (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions set out below. Resolutions 1 to 6 will be proposed as ordinary resolutions and resolution 7 will be proposed as a special resolution:

ORDINARY RESOLUTIONS

1. Annual report and accounts

To receive the Company’s annual accounts for the financial year ended 30 April 2022 together with the Directors’ Report and Auditors’ Report on those accounts.

2. Re-election of Director retiring by rotation

To re-elect William Christopher Potts as a Director of the Company who retires by rotation.

3. Re-election of Director retiring by rotation

To re-elect Stephen Murphy as a Director of the Company who retires by rotation.

4. Re-election of Director retiring by rotation

To re-elect Joseph Tregonning Colliver as a Director of the Company who retires by rotation.

5. Auditor remuneration

To re-appoint Adler Shine LLP as the Company’s auditors to hold office from the conclusion to this meeting until the conclusion of the next meeting at which annual accounts are laid before the Company and to authorise the Directors, or the Audit Committee, to determine the remuneration of the auditors.

6. Authority to allot shares

THAT, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot equity securities (as defined in section 560 of the Companies Act 2006) up to an aggregate nominal amount of £700,000 and to grant rights to subscribe for or convert any security into shares of the Company. The authority referred to in this resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the next Annual General Meeting.

The Company may, at any time prior to the expiry of the authority, make an offer or agreement which would or might require equity securities to be allotted after the expiry of the authority and the Directors are hereby authorised to allot equity securities in pursuance of such offer or agreement as if the authority had not expired.

SPECIAL RESOLUTION

7. Disapplication of pre-emption rights

That the Directors of the Company be given the authority to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred upon them by Resolution 6 above (as varied, renewed or revoked from time to time by the Company at a general meeting) as if section 561(1) of the Companies Act 2006 did not apply

to any such allotment provided that such power shall be limited to be limited to the allotment of equity securities up to an aggregate nominal amount of £700,000.

The powers granted by this resolution will expire on the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

By order of the Board of Directors

3 November 2022

Registered Office:

17 Hanover Square

London,

W1S 1BN

United Kingdom

Notes to the notice of Annual General Meeting

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:

(a) 11 am on 24 November 2022; or

(b) if this Meeting is adjourned, at close of business on the day two business days prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

4. The instrument appointing a proxy, and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be deposited with the Company's Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD no later than 11 am on 24 November 2022. A Form of Proxy accompanies this document for use by members.

5. You may appoint more than one proxy provided 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 may photocopy your proxy card or contact Neville Registrars Limited to obtain an extra proxy card on +44 (0) 121 585 1131 or via info@nevilleregistrars.co.uk or in writing to Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD (Offices are open between 9.00 a.m. – 5.00 p.m., Monday to Friday).

6. 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. 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.

Appointment of proxy by joint members

7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-name being the most senior).

Changing proxy instructions

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut off time for receipt of proxy appointments (see above) also apply 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 hardcopy proxy form, please contact Neville Registrars Limited to obtain an extra proxy card on +44 (0) 121 585 1131 or via info@nevilleregistrars.co.uk or in writing to Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD (Offices are open between 9.00 a.m. – 5.00 p.m., Monday to Friday). 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

9. 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 Neville Registrars Limited. 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. The revocation notice must be received by Neville Registrars Limited no later than 11 am on 24 November 2022. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Corporate representatives

10. 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.