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If you have sold or otherwise transferred all your ordinary shares in the capital of Good Life Plus plc ("Ordinary Shares"), you should pass this document to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of the Company to be held at 1 Heddon Street, London, W1B 4BT on 20 August 2024 at 10 am is set out on page 4 of this document. Forms of Proxy should be submitted at www.signalshares.com as soon as possible and in any event so as to be received not later than 48 hours (excluding non-working days) before the time fixed for the Meeting. Alternatively, you may request a hard copy Form of Proxy from Link Group.

Copies of this Document are available for download from the Company's website: www.goodlifeplus.co.uk

Good Life Plus PLC

Registered office: 6 Heddon Street, London, W1B 4BT

24 July 2024

To the Shareholders and, for information only, to the Option Holders and Warrant Holders **Notice of Annual General Meeting**

Dear Shareholder,

I am writing to explain the resolutions to be proposed at this year's annual general meeting which is to be held at 10 am on 20 August 2024 at 1 Heddon Street, London, W1B 4BT ("**AGM**"). The resolutions are set out in the Notice of Annual General Meeting on page 4 of this document.

Ordinary business at the AGM

Resolution 1 – Annual Report and Accounts

This is an ordinary resolution to receive and adopt the audited Statement of Accounts and the Reports of the Directors and the Auditor of the Company for the year ended 31 January 2024.

Resolution 2 – Auditors' reappointment and remuneration

This Resolution relates to the re-appointment of PKF Littlejohn LLP as auditors of the Company and authorises the Directors to determine their remuneration.

Resolution 3 – Re-election of Charlie Chadd

The Board recommends the re-election of Charlie Chadd who retires by rotation in accordance with Article 94 of the Company's Articles of Association and offers himself for re-appointment.

Resolution 4 – Re-election of Joseph Chadd

The Board recommends the re-election of Joseph Chadd who retires by rotation in accordance with Article 94 of the Company's Articles of Association and offers himself for re-appointment.

Resolution 5 – Re-election of John Taylor

The Board recommends the re-election of John Taylor who retires by rotation in accordance with Article 94 of the Company's Articles of Association and offers himself for re-appointment.

Resolution 6 – Re-election of John Gordon

The Board recommends the re-election of John Gordon who retires by rotation in accordance with Article 94 of the Company's Articles of Association and offers himself for re-appointment.

Resolution 7 – Re-election of David Craven

The Board recommends the re-election of David Craven who retires by rotation in accordance with Article 94 of the Company's Articles of Association and offers himself for re-appointment.

Special business at the AGM

Resolution 8 – Section 551 authority

This is an Ordinary Resolution authorising the directors to allot and issue ordinary shares and grant rights to subscribe for shares up an aggregate nominal value of £350,000. The authority will expire at the commencement of the next Annual General Meeting following this meeting or 31 July 2025, whichever is the earlier to occur.

Resolution 9 – Section 570 authority and dis-application of Section 561(1)

This is a Special Resolution authorising the directors to issue equity securities wholly for cash on a non-pre-emptive basis pursuant to the authority conferred by resolution number 8 above. This will allow the Board to allot shares without recourse to the Shareholders so that it can move quickly from time to time as it deems appropriate. This authority will expire at the commencement of the next Annual General Meeting following this meeting or 31 July 2025, whichever is the earlier to occur.

Form of Proxy

A Form of Proxy must be submitted at www.signalshares.com so as to have been received by the Company's Registrars no later than 48 hours (excluding non-working days) before the time fixed for the AGM. Alternatively, you may request a hard copy Form of Proxy from Link Group.

The return of the Form of Proxy will not, however, prevent you from attending the AGM and voting in person should you wish to do so.

Board Recommendation

The Board considers that the ordinary resolutions and special resolution are in the best interests of the Company and its Shareholders as a whole and it unanimously recommends to Shareholders that they should vote in favour of it, as they intend to do in relation to their own shareholdings in the Company.

Yours faithfully,

David Craven
Chairman

Good Life Plus PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the AGM of Good Life Plus plc (the “**Company**”) will be held at the offices of 1 Heddon Street, London, W1B 4BT on 20 August 2024 at 10 am for the purpose of considering and if thought fit passing the Resolutions set out below, of which will be proposed as an ordinary resolution:

ORDINARY BUSINESS

- Resolution 1: To receive and consider the Annual Report and Accounts for the year ended 31 January 2024 together with the Directors’ Report and Auditors’ Report thereon.
- Resolution 2: To re-appoint PKF Littlejohn LLP as auditors of the Company to act as such until the conclusion of the next Annual General Meeting of the Company at which the accounts are laid before the members and to authorise the Directors of the Company to fix their remuneration.
- Resolution 3: To re-elect Charlie Chadd who is subject to re-election in accordance with the Company’s Articles. Charlie Chadd being eligible, offers himself for re-election as Director of the Company.
- Resolution 4: To re-elect Joseph Chadd who is subject to re-election in accordance with the Company’s Articles. Joseph Chadd being eligible, offers himself for re-election as Director of the Company.
- Resolution 5: To re-elect John Taylor who is subject to re-election in accordance with the Company’s Articles. John Taylor being eligible, offers himself for re-election as Director of the Company.
- Resolution 6: To re-elect John Gordon who is subject to re-election in accordance with the Company’s Articles. John Gordon being eligible, offers himself for re-election as Director of the Company.
- Resolution 7: To re-elect David Craven who is subject to re-election in accordance with the Company’s Articles. David Craven being eligible, offers himself for re-election as Director of the Company.

SPECIAL BUSINESS

- Resolution 8: THAT, in accordance with section 551 of the Companies Act 2006 (“CA 2006”), the Directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (the “Rights”) up to an aggregate nominal amount of £350,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the commencement of the next Annual General Meeting of the Company or 31 July 2025, whichever is earlier to occur, save that the Company may, before such expiry, make offer(s) or enter agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.
- Resolution 9: THAT, conditional on the passing of Resolution 8 above, and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) for cash pursuant to the authority conferred by Resolution 8 or by way of a sale of treasury shares, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to:
- (a) the allotment of equity securities in connection with an offer of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or arrangements as the Directors may deem necessary or expedient in relation to the treasury

shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and

(b) the allotment of equity securities (otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £350,000; and provided that this power shall expire on the commencement of the next Annual General Meeting of the Company or 31 July 2025, whichever is earlier to occur (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) or agreement(s) 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 offers or agreements notwithstanding that the power conferred by this resolution has expired.

BY ORDER OF THE BOARD

Westend Corporate LLP
Company Secretary

Dated: 24 July 2024
Registered office:
6 Heddon Street
London
W1B 4BT

Notes

- 1 A member of the Company entitled to attend, speak and vote at the meeting convened by this notice may appoint one or more proxies to attend, speak and vote in his place. A proxy need not be a member of the Company.
- 2 Completing and returning a form of proxy does not preclude a member from attending and voting at the Meeting.
- 3 You can register your vote(s) for the Annual General Meeting either:
 - by visiting www.signalshares.com by following the on-screen instructions, in particular at the “Proxy Voting” link. In order to appoint a proxy using the Website, members will need to log into their Signal Shares account or register if they have not previously done so. To register members will need to identify themselves with their Investor Code which is detailed on their share certificate or available from the Registrars, Link Group, via email at shareholderenquiries@linkgroup.co.uk or on Tel: 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales; or
 - by requesting a hard copy form of proxy from Link Group (refer to note 10) and returning it by post or by hand to PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL. ;
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 8 below.
- 4 To be valid, a form of proxy and, if applicable, any authority under which it is signed, or a notarially certified copy of such authority must be lodged no later than 10am on 16 August 2024.
- 5 For the purposes of determining who is entitled to attend or vote (whether on a show of hands or a poll) at the meeting a person must be entered on the register of members not later than 10am on 16 August 2024, or if the meeting is adjourned, you must be entered on the register at 10 am on the date which is two business days prior to the date of any adjourned meeting.
- 6 In the case of joint holders of shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- 7 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, if using a hard copy form of proxy, you may photocopy the form. Please indicate the proxy holder’s name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together.
- 8 CREST members who wish to appoint a proxy or proxies through the CREST electronic appointment service may do so for the meeting and any adjournment(s) of the meeting by using the procedures described in the CREST Manual (www.euroclear.com). 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. In order for a proxy appointment or instruction made using the CREST service 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, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Link Group (agent ID RA10) no later than 48 hours before the meeting or any adjournment thereof. 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 Application Host) from which Link Group is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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.
- 9 Unless otherwise indicated on the Form of Proxy, CREST or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
- 10 If you need help with voting online or require a hard copy form of proxy, please contact our Registrar, Link Group by email at shareholderenquiries@linkgroup.co.uk or you may call on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.
- 11 As at the close of business on 24 July 2024 (the last business day prior to the publication of this notice), the Company’s issued ordinary share capital comprised 719,272,203 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 the time and date given above is 719,272,203.