

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000, as amended.

If you have sold or otherwise transferred all your shares in RA International Group plc, please forward this document and the accompanying form of proxy to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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# **RA International Group plc**

*(incorporated and registered in England and Wales under number 11252957)*

## **NOTICE OF ANNUAL GENERAL MEETING**

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Notice of the Annual General Meeting of the Company to be held at the Company's offices in Dubai, United Arab Emirates on Monday 29 June 2026 at 10:00 UK time BST is set out within this circular. The Annual General Meeting will also be available to view via webcast. Shareholders who join the webcast will not be able to vote or ask questions so should do so before the proxy closure deadline.

Shareholders are encouraged to complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received not less than 48 hours (weekends and Bank Holidays excluded) before the time of the holding of the Annual General Meeting.

## PART I

### RA International Group plc (the "Company")

*(incorporated and registered in England and Wales under number 11252957)*

**Registered Office:**

1 Fleet Place  
London  
EC4M 7WS  
United Kingdom

29 May 2026

To the holders of the Ordinary Shares in RA International Group plc

**Notice of Annual General Meeting**

Dear Shareholder,

I am pleased to be writing to you with details of our Annual General Meeting (**AGM**) which we are holding on Monday 29 June 2026 at 10:00 UK time (BST) at our offices in Dubai.

The formal notice of the AGM is set out on pages 4 and 5 of this document.

If you would like to vote on the resolutions but cannot attend the AGM, you may appoint a proxy electronically, if you hold your shares in CREST, through the CREST system or via the Proximity platform (at [www.proximity.io](http://www.proximity.io)). Alternatively, you may fill in the proxy form sent to you with this notice and return it to our registrars, Equiniti, as soon as possible.

The registrars must receive your proxy appointment by 10:00 UK time (BST) on Thursday 25 June 2026.

**Remote attendance at the meeting**

Since the Company's shares have now been de-listed from the Alternative Investment Market, the directors consider holding a live webcast of the AGM pursuant to the provisions set out in the Company's current Articles of Association, to be more cost-effective while at the same time ensuring that shareholders may participate by being able to join the meeting remotely via a webcast link that will be sent to shareholders registering their interest in attending remotely. Please note that is a listen in only facility and shareholders will need to vote before the voting deadline as the live stream will not support live voting.

Should you wish to join the meeting remotely, please confirm by sending an email to the Company at [investors@raints.com](mailto:investors@raints.com). Invitations to join the meeting will be issued on Thursday 25 June 2026 so members wishing to receive an invitation must send their email by 10:00 UK time (BST) on that day.

**Business of the meeting**

Explanatory notes on the business to be considered at this AGM appear on pages 6 and 7 of this document.

**Recommendation**

The directors of the Company consider that all the proposals to be considered at the AGM are in the best interests of the Company and its shareholders as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

### **Action to be taken by shareholders**

The resolutions are subject to shareholder approval.

A form of proxy for the AGM is enclosed with this document and you are requested to either:

- vote electronically, by no later than 10:00UK time (BST) on Thursday 25 June 2026. You may register your vote online or register the appointment of a proxy for this AGM by creating an online portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) and following the instructions on the screen. You will need your Shareholder Reference Number (**SRN**) shown on your proxy form;
- if you are a CREST member, you may appoint a proxy by using the service provided by Euroclear so as to be received no later than 10:00 UK time (BST) on Thursday 25 June 2026;
- if you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform - please go to [www.proxymity.io](http://www.proxymity.io) so as to be received no later than 10:00 UK time (BST) on Thursday 25 June 2026; or;
- complete the form of proxy and return it in accordance with the instructions printed on it so as to reach the Company's registrar no later than 10:00 UK time (BST) on Thursday 25 June 2026.

The completion and return of a form of proxy will not prevent you from attending the AGM in person, speaking and voting if you wish to do so although it should be noted that the AGM will be live streamed via webcast as stated in the Notice so any member wishing to join the meeting is encouraged to register his/her interest in accordance with the instructions contained in this letter.

To be valid, an instrument appointing a proxy and any power of attorney or other authority under which the proxy instrument is signed (or a notarially certified copy thereof as the case may be) must be deposited at the Company's registrars by 10:00 UK time (BST) on Thursday 25 June 2026.

### **Share trading**

Following the delisting from the Alternative Investment Market, if any shareholder wishes to buy or sell their shares, you may contact us at [investors@raints.com](mailto:investors@raints.com) and we will help facilitate.

Yours faithfully,

**Soraya Narfeldt**  
*Chief Executive Officer*

## PART II

### RA International Group plc

#### NOTICE OF ANNUAL GENERAL MEETING

*(registered in England and Wales No. 11252957)*

Notice is hereby given that the Annual General Meeting ("**AGM**") of RA International Group plc (the "**Company**") will be held at the Company's offices in Dubai, United Arab Emirates and via webcast on Monday 29 June 2026 at 10:00 UK time (BST), for the purposes of considering and, if thought fit, passing the following resolutions 1–4 as ordinary resolutions, and resolution 5 as a special resolution.

#### Ordinary Resolutions

##### Resolution 1

To receive and adopt the audited annual accounts of the Company for the year ended 31 December 2025 together with the Directors' Report and the Auditor's Report on those annual accounts.

##### Resolution 2

**THAT** PKF Littlejohn LLP be re-appointed as the Auditor of the Company, to hold office from the conclusion of this AGM to the conclusion of the next Annual General Meeting (the "**2027 AGM**") of the Company at which accounts are laid.

##### Resolution 3

**THAT** the Directors be authorised to determine the remuneration of the auditors.

##### Resolution 4

**THAT**, in substitution for all existing authorities, the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**2006 Act**"), to exercise all of the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company:

- (a) up to an aggregate nominal amount of £5,719,617; and
- (b) in addition to the amount referred to in paragraph (a) above up to a further aggregate nominal amount of £5,719,617 in connection with a rights issue to:
  - (i) holders of ordinary shares made in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date that the Directors may determine for such allotment; and
  - (ii) holders of any other class of equity securities if this is required by the rights attaching to those securities or if the Directors consider it necessary, as permitted by the rights of those securities,

but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever,

provided that such authorities shall expire at the conclusion of the 2027 AGM or on 30 June 2027, whichever is the earlier, save that the Company may before such expiry make any offer or agreement 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 to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorities conferred by this resolution had not expired.

## **Special Resolution**

### **Resolution 5**

**THAT**, subject to the passing of Resolution 4, pursuant to and in accordance with sections 570 and 573 of the 2006 Act, the Directors be and are generally and unconditionally authorised to allot equity securities (as defined in section 560(1) of the 2006 Act) wholly for cash under the authority given by Resolution 4 and/or by way of a sale of treasury shares as if section 561(1) of the 2006 Act did not apply to any such allotment (or sale), such authority to be limited to:

- (a) an allotment of equity securities in connection with an offer of such securities by way of rights issue, open offer or other pre-emptive offer to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical issues under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (b) otherwise than pursuant to paragraph (a) of this Resolution 5, an allotment of equity securities (or sale of treasury shares) up to an aggregate nominal amount of £3,431,770.50,

such authority to expire at the conclusion of the 2027 AGM or, if earlier, 30 June 2027 (unless renewed, varied or revoked by the Company prior to its expiry), save that, prior to its expiry, the Company may make offers or enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if such authority had not expired.

By order of the Board

**Soraya Narfeldt**  
*Chief Executive Officer*

29 May 2026

*Registered Office*  
1 Fleet Place  
London  
EC4M 7WS

## NOTES:

1. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that in order to have the right to attend and vote at the AGM (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company no later than 18:30 UK time (BST) on 25 June 2026 or, if this meeting is adjourned, 18:30 UK time (BST) on the day that is two days before the time for holding the meeting or any adjournment of it. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

2. Only holders of ordinary shares are entitled to attend and vote at this meeting.

A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, to speak and to vote at the AGM. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him/her. A proxy need not be a member of the Company. A form of proxy for the meeting is enclosed.

To be valid any proxy form or other instrument appointing a proxy must be received by post (during normal business hours only) or at the electronic address provided in the form of the proxy by our registrar, Equiniti Registrars, no later than 48 hours (weekends and Bank Holidays excluded) before the time for the holding of the meeting or any adjournment of it. If you are a CREST member, see note 3 below.

Any member who wishes to vote electronically may do so by no later than 10:00 UK time (BST) on Thursday 25 June 2026. You may register your vote online or register the appointment of a proxy for this AGM by creating an online portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) and following the instructions on the screen. You will need your Shareholder Reference Number (**SRN**) shown on your proxy card.

Completion of a form of proxy, or other instrument appointing a proxy or any CREST Proxy Instruction will not preclude a member attending and voting in person at the meeting if he/she wishes to do so although it should be noted that the AGM will be available to join live via webcast as stated in the Notice so any member wishing to join the meeting is encouraged to register his/her interest in accordance with the instructions contained in the letter accompanying the Notice of the meeting and Form of Proxy. The webcast will be a listen-in only facility so shareholders will need to vote prior to the proxy closure deadline.

3. Alternatively, if you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are contained below.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by using the procedures, and to the address, described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)) subject to the provisions of the Company's articles of association. 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 and Ireland Limited's ("**Euroclear**") 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 the issuer's agent Equiniti, Registrars (ID RA19) by no later than 10:00 UK time (BST) on Thursday 25 June 2026. 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 Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear 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(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) 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 sponsors or voting service provider(s) 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.

4. 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](http://www.proxymity.io). Your proxy must be lodged by 10:00 UK time (BST) on Thursday 25 June 2026 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.
5. 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 if they do not do so in relation to the same shares.

6. Any member attending the AGM has the right to ask questions. The Company must cause to be answered any such questions relating to the business being dealt with at the meeting but no such answers need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
7. As at 29 May 2026, (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consists of 171,588,526 ordinary shares of £0.10 each (comprising zero ordinary shares held in treasury and 171,588,526 ordinary shares with voting rights). Therefore, the total voting rights in the Company as at that date are 171,588,526.
8. Shareholders are requested to contact Equiniti, Registrars, for any enquiries regarding appointment of a Proxy or to request further Forms of Proxy. They may be contacted +44 (0)371 384 2030. Lines are open from 08:30 to 17:30 UK time (BST) Monday to Friday, excluding Bank Holidays in England and Wales. Alternatively, by registering at [www.shareview.co.uk](http://www.shareview.co.uk) you will be able to manage your shareholding online.

#### **EXPLANATORY NOTES:**

Resolutions 1 to 4 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolution 5 is proposed as a special resolution. This means that for the resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

1. **Resolution 1.** The Directors must present the annual accounts, together with the Directors' Report and the Auditor's Report on the accounts, to the shareholders at the Annual General Meeting. This resolution deals with the receipt and adoption of the annual accounts for the financial year ended 31 December 2025, together with the Directors' Report and the Auditor's Report on the accounts.
2. **Resolution 2.** This resolution concerns the re-appointment of PKF Littlejohn LLP as the Auditor until the conclusion of the next Annual General Meeting at which accounts are laid, that is, the 2027 AGM.
3. **Resolution 3.** This resolution authorises the Directors to fix the Auditor's remuneration.
4. **Resolution 4.** This resolution deals with the Directors' annual authority to allot Relevant Securities in accordance with section 551 of the 2006 Act. If passed, the resolution will authorise the Directors to allot ordinary shares or to grant rights to subscribe for or to convert any security into shares (a) up to a maximum nominal amount of £5,719,617 which represents approximately 33% of the Company's issued ordinary shares as at the date of this Notice (being the latest practicable date prior its publication) and (b) in addition to the amount of any allotments under part (a) of the resolution, in connection with a rights issue up to a further maximum nominal amount of £5,719,617, representing approximately 33% of the Company's issued ordinary shares as at the date of this Notice (being the latest practicable date prior to its publication). The authority granted by this resolution will expire at the conclusion of the 2027 AGM or, if earlier, 30 June 2027.
5. **Resolution 5.** Under company law, when new shares are allotted or treasury shares are sold for cash, they must generally first be offered to existing shareholders pro rata to their holdings. This resolution will, if passed, give the Directors power, pursuant to the authority granted by resolution 4, to allot equity securities (as defined by section 560(1) of the 2006 Act) or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings: (a) in respect of options and warrants outstanding as at the date the resolution is passed; (b) in relation to pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities; and (c) in any other case, up to a maximum nominal amount of £3,431,770.50 which represents approximately 20% of the Company's issued ordinary share capital as at the date of this Notice (being the latest practicable date prior its publication). The Company does not have any intention at the moment to utilise this authority, but it is requested to maintain flexibility with respect to potential fundraising by the Company and for other matters. The power granted by this resolution will expire at the conclusion of the 2027 AGM or, if earlier, on 30 June 2027.