

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action to be taken, you should consult your stockbroker or other financial advisor authorised pursuant to the Financial Services and Markets Act 2000 immediately.

If you have sold or transferred all of your ordinary shares ("**Ordinary Shares**") or depositary interests ("**Depositary Interests**") in Sealand Capital Galaxy Limited please forward this document and the accompanying form of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

The distribution of this document in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This document does not constitute any offer to issue or sell or a solicitation of any offer to subscribe for or buy shares in Sealand Capital Galaxy Limited.

SEALAND CAPITAL GALAXY LIMITED

(Incorporated and registered in the Cayman Islands under the Cayman Islands Companies Law with registered number 300100)

NOTICE OF ANNUAL GENERAL MEETING

Notice of Annual General Meeting of Sealand Capital Galaxy Limited to be held at 11:00 a.m. on 10 January 2025 at the offices of Hill Dickinson LLP at 8th Floor, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW is set out on pages 6-7 of this document.

A Form of Proxy for holders of Ordinary Shares is also attached at the end of this document for use at the meeting. Forms of Proxy should be completed and returned to the Company's Registrars, Computershare Investor Services Plc, PO Box 83, Ordnance House, 31 Pier Road, St. Helier, Jersey, JE4 8PW as soon as possible and in any event so as to be received not later than 11:00 a.m. on 8 January 2025 or 48 hours before the time fixed for the AGM.

A Form of Instruction for holders of Depositary Interests for use at the meeting accompanies this document and, to be valid, must be completed and returned to Computershare Investor Services Plc, PO Box 83, Ordnance House, 31 Pier Road, St. Helier, Jersey, JE4 8PW as soon as possible but in any event to be received not later than 11:00 a.m. on 7 January 2025 or 72 hours before any adjourned meeting.

The return of one or more completed Forms of Proxy or Forms of Instruction will not prevent you from attending the meeting and voting in person if you wish to do so (and are so entitled).

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<u>Event</u>	<u>Expected time / date</u>
Publication of this document	16 December 2024
Latest time and date for receipt of forms of proxy	11:00 a.m. on 8 January 2025
Date and time of Annual General Meeting	11:00 a.m. on 10 January 2025

Notes:

- (1) All times shown in this document are London times unless otherwise stated. The dates and times given are indicative only and are based on the Company's current expectations and may be subject to change. If any of the times and/or date above changes. The revised times and/or dates will be notified to Shareholders by announcement through the Regulatory News Service of the London Stock Exchange Group plc.
- (2) If the Annual General Meeting is adjourned, the latest time and date for receipt of forms of proxy for the adjourned meeting will be notified to Shareholders by announcement through the Regulatory News Service of the London Stock Exchange Group PLC.

**LETTER FROM THE CEO
SEALAND CAPITAL GALAXY LIMITED**

(the “Company”)

(Incorporated and registered in the Cayman Islands with registered number 300100)

Directors:

Ms. Elena Law

Mr. Geoffrey Griggs

(the “**Board**”)

(Executive Director & CEO)

(Non-Executive Director)

Registered Office:

Willow House

Cricket Square

P.O. Box 709

Grand Cayman, KY-1111

Cayman Islands

To Shareholders

16 December 2024

Dear Shareholder,

Introduction

I am writing to you to explain the resolutions (“**Resolutions**”) to be proposed at the Company’s annual general meeting (“**AGM**”) to be held at 11:00 a.m. on 10 January 2025 at the offices of Hill Dickinson LLP at 8th Floor, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW.

The Board are aware that this AGM is the first shareholder meeting to take place for some time. We would like to apologise to the Shareholders for the delay experienced in this instance which has not been helped by the Covid Pandemic. The Board agrees to commit to timely annual shareholder meetings moving forward and thanks shareholders for their continued support of the Company and the Board of Directors.

The Resolutions are set out in the notice of Annual General Meeting on pages 5-6 of this document. You will find enclosed with this document, copies of the Company’s Annual Reports and Financial Statements for the years ended 31 December 2019 – 31 December 2023.

Business of the AGM – Resolutions

Resolutions 1-5 – Receiving and adopting the Annual Report and Financial Statements

Resolutions 1-5 relate to the receiving and adopting of the annual reports for the financial periods ended 31 December 2019, 31 December 2020, 31 December 2021, 31 December 2022 and 31 December 2023.

Resolution 6 – Appointment of Auditor

The Board recommends the appointment of PKF Littlejohn LLP as the Company’s auditors, to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting and to authorise the Directors to determine their remuneration.

Resolutions 7-8 – Retirement by Rotation of Directors

These resolutions relate to the re-election of the entire Board, comprising Ms Elena Law and Mr Geoffrey Griggs in accordance with articles 27.03 of the Company’s articles of association (“**Articles**”) and, all being eligible, offer themselves for re-election.

Resolution 9 – Directors’ Authority to Allot Shares

This is an ordinary resolution to grant the Directors the authority to allot and issue shares and grant rights to subscribe for shares in the Company up to a maximum aggregate nominal value of £70,000. This resolution replaces any existing authorities to issue shares in the Company and the authority under this resolution will expire at the conclusion of the next Annual General Meeting of the Company.

Resolution 10 – Disapplication of Pre-emption Rights

Resolution 10 proposes to dis-apply the statutory rights of pre-emption in respect of the allotment of equity securities for cash conferred by Article 6 of the Articles. This is a special resolution authorising the Directors to issue equity securities as continuing authority up to an aggregate nominal amount of £70,000 (representing approximately 700,000,000 new ordinary shares of £0.0001 each for cash on a non-pre-emptive basis pursuant to the authority conferred by Resolution 9 above. The authority granted by this Resolution will expire at the conclusion of next annual general meeting of the Company.

Action to be taken by Shareholders

Shareholders will find enclosed with this document a Form of Proxy, and the holders of Depositary Interests will find enclosed a Form of Instruction, for use at the AGM.

Whether or not you intend to be present at the AGM, shareholders are requested to complete, sign and return your Form of Proxy to with Computershare Investor Services Plc, PO Box 83, Ordnance House, 31 Pier Road, St. Helier, Jersey, JE4 8PW. The Form of Proxy must be returned as soon as possible but, in any event, so as to arrive no later than 11:00 a.m. on 8 January 2025. The completion and return of a Form of Proxy will not preclude you from attending the AGM and voting in person should you wish to do so.

Holders of Depositary Interests are requested to complete, sign and return your Form of Instruction appointing Computershare Company Nominees Limited (the “**Custodian**”) to vote the underlying Ordinary Shares on their behalf at the AGM to Computershare Investor Services Plc, PO Box 83, Ordnance House, 31 Pier Road, St. Helier, Jersey, JE4 8PW as soon as possible but, in any event, so as to arrive no later than 11:00 a.m. on 7 January 2025. A holder of Depositary Interests has no right to attend and vote the underlying Ordinary Shares at a meeting of shareholders and should therefore complete and return the Form of Instruction so that the Custodian may vote on their behalf. However, if holders of Depositary Interests or their representative do wish to attend and/or vote at the AGM they should request a Letter of Representation from the Custodian in accordance with the instructions on the Form of Instruction.

Board Recommendation

The Directors unanimously believe that the Resolutions are in the best interests of the Company and its Shareholders and unanimously recommend you to vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings in the Company.

Yours faithfully

Ms Elena Law

Executive Director & Chief Executive Officer

SEALAND CAPITAL GALAXY LIMITED

(Incorporated and registered in the Cayman Islands with registered number 300100)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of **SEALAND CAPITAL GALAXY LIMITED** (the “**Company**”) will be held at 11:00 a.m. on 10 January 2025 at the offices of Hill Dickinson LLP at 8th Floor, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW to consider, and, if thought fit, passing the below resolutions 1 to 9 as ordinary resolutions and resolution 10 as a special resolution.

ORDINARY BUSINESS

- Resolution 1: To receive and adopt the annual report for the financial period ended 31 December 2019.
- Resolution 2: To receive and adopt the annual report for the financial period ended 31 December 2020.
- Resolution 3: To receive and adopt the annual report for the financial period ended 31 December 2021.
- Resolution 4: To receive and adopt the annual report for the financial period ended 31 December 2022.
- Resolution 5: To receive and adopt the annual report for the financial period ended 31 December 2023.
- Resolution 6: To re-appoint PKF Littlejohn LLP as auditors and to authorise the directors to determine their remuneration.
- Resolution 7: To re-elect Ms Elena Law as a director of the Company in accordance with article 27.03 of the articles of association for the Company (“**Articles**”).
- Resolution 8: To re-elect Mr Geoffrey Griggs as a director of the Company in accordance with article 27.03 of the Articles.
- Resolution 9: **THAT**, in substitution for all subsisting authorities to the extent unused the Directors be and they are hereby generally and unconditionally authorised pursuant to and for the purposes of the Articles to exercise all the powers of the Company to allot shares and grant rights to subscribe for or to convert any security into shares (“**Rights**”) in the Company up to an aggregate nominal amount of £70,000, provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the next Annual General Meeting of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors (or any subsequently duly appointed directors) may allot shares or grant rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolution as a special resolution:

Resolution 10: **THAT** subject to the passing of Resolution 9 and in accordance with Article 6 of the Articles, the Directors (or any subsequently duly appointed directors) be generally empowered to allot equity securities pursuant to the authority conferred by Resolution 9 as if pre-emption rights conferred under Article 6 did not apply to any such allotment, provided that:

- (a) this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £70,000; and
- (b) this power shall expire on the conclusion of the next annual general meeting of the Company (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.

Registered Office
Willow House
Cricket Square
P.O. Box 709
George Town
Grand Cayman, KY-1107
Cayman Islands

By Order of the Board
Ms Elena Law
Executive Director & Chief Executive Officer

16 December 2024

NOTES

- i. A member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- ii. A Form of Proxy is enclosed with this Notice for use in connection with this business set out above. To be valid, Forms of Proxy and any power of attorney or other authority under which it is signed must be lodged with Computershare Investor Services Plc, PO Box 83, Ordnance House, 31 Pier Road, St. Helier, Jersey, JE4 8PW or by fax to the following number: +44 (0) 870 703 6116 by not later than 48 hours prior to the time fixed for the AGM.
- iii. A Form of Instruction to appoint the Custodian to vote on behalf of the holders of Depositary Interests is enclosed with this Notice for use in connection with the business set out above. To be valid, Forms of Instruction and any power of attorney or other authority under which it is signed must be lodged with Computershare Investor Services Plc, PO Box 83, Ordnance House, 31 Pier Road, St. Helier, Jersey, JE4 8PW by not later than 72 hours prior to the time fixed for the AGM.
- iv. Completion and return of a Form of Proxy does not preclude a member from attending and voting at the AGM or at any adjournment thereof in person (if so entitled).
- v. In the case of joint holders of Ordinary Shares, the signature of only one of the joint holders is required on the Form of Proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.
- vi. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), a member of the Company must be entered in the register of members of the Company at close of business on 8 January 2025.
- vii. As at the close of business on 16 December 2024 the Company's issued share capital comprised 755,905,989 shares of £0.0001 each. Each Ordinary Share carries the right to one vote at an annual 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 755,905,989.