

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, it is recommended that you seek your own advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent professional adviser.

If you sell or have sold or otherwise transferred all your ordinary shares in LoopUp Group plc (**'Ordinary Shares'**), you should send this document together with the accompanying documents at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. If you sell or have sold only part of your holding of Ordinary Shares, you should retain this document and the accompanying documents and consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

LOOPUP GROUP PLC

(incorporated in England and Wales with registered number 09980752)

NOTICE OF GENERAL MEETING TO BE HELD ON 18 AUGUST 2022

Notice of the 2022 General Meeting of LoopUp Group plc (the **'Company'**) to be held at 11.00 a.m. on 18 August 2022 at the offices of Panmure Gordon at One New Change, London EC4M 9AF is set out at the end of this document.

A Form of Proxy for use at the General Meeting is enclosed and, to be valid, should be completed, signed and returned in accordance with the instructions printed on the form so as to be received by the Company's Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, as soon as possible but, in any event, no later than **48 hours** before the time appointed for the General Meeting or adjourned meeting or, in the case of a poll taken otherwise than at or on the same day as the General Meeting or adjourned meeting, not later than **48 hours** before the time appointed for the taking of the poll at the meeting at which it is to be used.

LETTER FROM THE INDEPENDENT NON-EXECUTIVE CHAIRMAN

LOOPUP GROUP PLC

(incorporated in England and Wales with registered number 09980752)

Directors

Mike Reynolds (*Independent Non-Executive Chairman*)
Keith Taylor (*Independent Non-Executive Director*)
Nicolas Goulet (*Non-Executive Director*)
Steve Flavell (*Co-Chief Executive Officer*)
Michael Hughes MBE (*Co-Chief Executive Officer*)

Registered Office

The Tea Building
56 Shoreditch High Street
London
United Kingdom
E1 6JJ

25 July 2022

Dear Shareholder

Notice of General Meeting

On behalf of the directors of LoopUp Group plc (together the '**Directors**'), we invite you to participate in the upcoming General Meeting (or '**General Meeting**') of LoopUp Group plc (the '**Company**') which will be held at the office of Panmure Gordon at One New Change, London EC4M 9AF.

The formal notice of meeting is set out on pages 4 to 6 of this document and details the resolutions that the shareholders are being asked to vote on. Explanatory notes relating to the business to be conducted at the General Meeting are set out below.

Business of the Meeting

As announced on 30 June 2022, in light of COVID-related delays to the final stages of the Company's audit process, and with the consent of both AIM and Companies House, the Group's audited accounts for the year ended 31 December 2021 (the '**2021 Accounts**') were delayed beyond the normal reporting deadline of 30 June 2022.

As a consequence, the Company did not propose Resolution 1 (approval of the 2021 Accounts) and Resolution 4 (ratification of late delivery of the 2021 Accounts) each as set out in the Notice of Annual General Meeting at the Annual General Meeting held on Thursday 30 June 2022. Following the completion and publication of the 2021 Accounts, the Company hereby proposes such resolutions at the upcoming General Meeting.

Resolution 1 relates to the presentation of the accounts for the year ended 31 December 2021 together with the directors' and auditor's reports thereon.

Resolution 2 (as previously referenced as Resolution 4 in the Notice of Annual General Meeting) relates to the ratification of the 2021 Accounts to be deemed to have been duly sent.

The business of the meeting will be conducted on a poll vote. I would encourage shareholders to exercise their right to vote in the following ways:

- You can cast your votes by proxy by completing the enclosed Form of Proxy and returning it to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD. Details of how to vote using the Form of Proxy can be found on pages 5 and 6 of this document and on the Form of Proxy.
- CREST members may use the CREST electronic proxy appointment service to submit their proxy appointment in respect of the General Meeting as detailed in the Notes to the Notice of the General Meeting on pages 5 and 6 of this document.
- Please note that all proxy forms and appointments, whether postal or electronic, must be received by no later than 11.00 a.m. on 16 August 2022.

Recommendation

The Directors believe that the resolutions set out in the Notice of General Meeting are in the best interests of the Company and its shareholders as a whole and unanimously recommend that shareholders vote in favour of all of the resolutions to be proposed at the General Meeting. The Directors intend to vote in favour of the resolutions to be proposed at the General Meeting in respect of the Ordinary Shares held by them which represents 12.82%¹ per cent of the issued Ordinary Shares in the capital of the Company as at 22 July 2022 being the latest practicable date before publication of this Notice. If I am appointed as proxy I will, of course, vote in accordance with any instructions given to me. However, if I am given discretion as to how to vote, I intend to vote in favour of each of the resolutions to be proposed at the General Meeting.

Yours faithfully

Mike Reynolds

Independent Non-Executive Chairman

¹ This includes Ordinary Shares held by Adara Ventures SICAR. Nicolas Goulet is a director of Adara Venture Partners, General Partner of Adara Ventures SICAR.

NOTICE OF GENERAL MEETING

LOOPUP GROUP PLC

(incorporated in England and Wales with registered number 09980752)

NOTICE IS HEREBY GIVEN THAT the General Meeting of LoopUp Group plc (the '**Company**') will be held at the offices of Panmure Gordon at One New Change, London EC4M 9AF at 11.00 a.m. on 18 August 2022.

At such meeting the shareholders are invited to consider and, if thought appropriate, pass the following resolutions of which each Resolution will be proposed as an Ordinary Resolution.

ORDINARY RESOLUTIONS

1. To receive the accounts for the year ended 31 December 2021 together with the directors' and auditor's reports thereon.
2. That the 2021 Accounts be deemed to have been duly sent.

By Order of the Board

Steve Flavell

co-CEO

25 July 2022

Registered Office:
The Tea Building
56 Shoreditch High Street
London
United Kingdom
E1 6JJ

NOTES TO THE NOTICE OF GENERAL MEETING

1. A member entitled to attend and vote at the Meeting is also entitled to appoint a proxy or proxies to attend, speak and vote instead of him. 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 that member. A Form of Proxy which may be used to make such an appointment and give proxy instructions accompanies this Notice. Please refer to the notes to the Form of Proxy for further information on appointing a proxy. To appoint more than one proxy please contact the Company's registrar at Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD.
2. A proxy need not be a member of the Company but must attend the Meeting to represent you.
3. In the absence of instructions, the person appointed proxy may vote or abstain from voting as he/she thinks fit on the specified resolutions and, unless otherwise instructed, may also vote or abstain from voting on any other matter (including amendments to the resolutions) which may properly come before the Meeting.
4. To be effective, the appointment of a proxy, or the amendment to the instructions given to a previously appointed proxy, must be received together with any power of attorney or other authority under which the proxy is appointed (or a notarially certified copy of such power or authority) by the Company's registrar by hand only to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD or in accordance with the reply paid details by no later than 48 hours prior to the time for holding the Meeting.
5. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names of the holders stand in the register of members in respect of the joint holding.
6. 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.
7. To be entitled to vote at the Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members at 6.00 p.m. on 16 August 2022 (or, in the event of adjournment, 48 hours before the time of the adjourned meeting). Changes to the Register after the relevant deadline shall be disregarded in determining rights to attend and vote.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.

NOTES TO THE NOTICE OF GENERAL MEETING

9. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message ("**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is 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 (CREST ID No. 7RAf1) by 11.00 a.m. on 16 August 2022. 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 Application 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.
10. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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, to procure that his 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. 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.
12. 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.
13. As at 22 July 2022, (being the latest practicable date prior to the printing of this Notice) the Company's issued share capital consisted of 103,528,486 Ordinary Shares carrying one vote each. Therefore, the total voting rights in the Company as at 22 July 2022 are 103,528,486.
14. This Notice, together with the information about the total number of shares in the Company in respect of which members are entitled to exercise voting rights at the Meeting as at 22 July 2022, being the latest practicable date prior to the printing of this Notice will be available at the Company's website, www.loopup.com.
15. Any electronic address provided in this Notice or in any related documents (including the Form of Proxy) may not be used to communicate with the Company for any purpose other than those expressly stated.

