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## **ALLIED MINDS PLC**

*(Incorporated and registered in England and Wales with registered number 08998697)*

### **NOTICE OF GENERAL MEETING REQUISITIONED BY A SHAREHOLDER AND RECOMMENDATION TO **VOTE AGAINST** THE RESOLUTION TO BE PROPOSED AT THE FORTHCOMING REQUISITIONED GENERAL MEETING.**

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**This document should be read in its entirety and as a whole. Your attention is drawn to the letter from the Board Committee of Allied Minds plc which is set out in Part II (Letter from the Board Committee) of this document which contains the recommendation that you **VOTE AGAINST** the resolution required to be proposed at the Requisitioned General Meeting.**

Notice of the Requisitioned General Meeting of the Company to be held at the offices of DLA Piper UK LLP at 160 Aldersgate Street, London EC1A 4HT at 3.00 pm on 5 April 2022, is set out in Part III of this document. The Form of Proxy to be used in connection with the Resolution to be proposed at the Requisitioned General Meeting is enclosed.

A summary of the action to be taken by Shareholders in relation to the Requisitioned General Meeting is set out in paragraph 9 of the letter from the Board Committee of the Company set out in Part II (*Letter from the Board Committee*) of this document and in the accompanying Notice of the Requisitioned General Meeting.

Whether or not you intend to attend the Requisitioned General Meeting, you are urged to complete the accompanying Form of Proxy and return it in accordance with the instructions printed thereon as soon as possible, but in any event so as to be received by post or, during normal business hours only, by hand, by the Registrar of the Company, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL, by no later than 3.00 pm on 1 April 2022 (or, in the case of an adjournment of the Requisitioned General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting).

Alternatively, you may appoint a proxy electronically using the link [www.signalshares.com](http://www.signalshares.com). You will need to log into your Signal Shares account, or register if you have not previously done so. To register, you will need your Investor Code, which is detailed on your share certificate or available from the Company's Registrar, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL. Proxy votes must be received no later than 3.00 pm on 1 April 2022 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting).

If you hold Ordinary Shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction (in accordance with the procedures set out in the CREST Manual) to the

Registrar, under CREST participant ID number RA10. Alternatively, you may give proxy instructions by logging onto [www.euroclear.com](http://www.euroclear.com) and following the instructions. Proxies appointed electronically must be completed online as soon as possible and, in any event, so as to be received by no later than 3.00 pm on 1 April 2022 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting). Completion and return of a Form of Proxy, the giving of a CREST Proxy Instruction or the completion of a proxy form online will not preclude Shareholders from attending and voting in person at the Requisitioned General Meeting, or any adjournment thereof, (in each case, in substitution for their proxy vote) if they wish to do so and are so entitled.

The distribution of this document, together with accompanying documents, into jurisdictions other than the United Kingdom may be restricted by law. Persons into whose possession such documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdiction.

**A copy of this document will also be available on the Company's website <http://www.alliedminds.com>.**

To the extent that any document or information incorporated by reference or attached to this document itself incorporates any document or information by reference, either expressly or impliedly, such document or information will not form part of this document, except where such document or information is stated within this document as specifically being incorporated by reference or where this document is specifically defined as including such document or information. Without prejudice to the documents or information incorporated by reference into this document, the contents of the website of the Company, and any website directly or indirectly linked to that website, do not form part of this document and should not be relied upon.

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**PART I**  
**EXPECTED TIMETABLE OF PRINCIPAL EVENTS**

<b>EVENT</b>	<b>DATE</b>
<b>Date of Receipt of Requisition Notice</b>	Wednesday 16 February 2022
<b>Date of this Notice</b>	Wednesday 9 March 2022
<b>Latest time and date for receipt of proxy forms</b>	3.00 pm on Friday 1 April 2022
<b>Time and date of Requisitioned General Meeting</b>	3.00 pm on Tuesday 5 April 2022

Other than the date of this document and the date of receipt of the requisition notice, each of the times and dates in the table above is indicative only and may be subject to change. If any of the details contained in the timetable above should change, the revised times and dates will be notified by means of an announcement through a Regulatory Information Service. References to times in this document are to London times, unless stated otherwise.

## PART II

### LETTER FROM THE BOARD COMMITTEE OF ALLIED MINDS PLC

(Incorporated and registered in England and Wales with registered number 08998697)

#### Registered Office

Beaufort House  
51 New North Road  
Exeter EX4 4EP  
United Kingdom

9 March 2022

Dear Shareholder,

### Notice of Requisition of General Meeting of the Company

#### 1. INTRODUCTION

On 16 February 2022, the Company received a requisition (the “**Requisition**”) to convene a general meeting (the “**Requisitioned General Meeting**”) of the Company from Crystal Amber Fund Limited (“**Crystal Amber**”). The Requisition proposes a resolution to remove Harry Rein from the office of director of the Company with immediate effect (the “**Resolution**”).

In accordance with the requirements of the Companies Act 2006, your Board is convening the Requisitioned General Meeting. The Requisitioned General Meeting will be held at the offices of DLA Piper UK LLP at 160 Aldersgate Street, London EC1A 4HT, 3.00 pm on Tuesday 5 April 2022. Formal notice of the General Meeting (the “**Notice of General Meeting**”) is enclosed with this circular, below.

Your Board comprises three non-executive directors. Harry Rein, Bruce Failing and Mark Lerdal. A committee of the Board comprising Harry Rein and Bruce Failing (the “**Board Committee**”) was established for the purposes of convening the Requisitioned General Meeting and the preparation of this document, with Mark Lerdal requesting not to be included in those arrangements. Accordingly, this letter has prepared by the Board Committee. The recommendations made in this letter on behalf of the Board have been neither approved nor opposed by Mark Lerdal.

Your Board believes that the Resolution to remove Harry Rein as a director is not in the interests of Shareholders as a whole. Your Board recommends that Shareholders should **VOTE AGAINST** the Resolution put forward by Crystal Amber.

Your Board believes that the Resolution should not be passed because:

- the Board, with Harry Rein as the chair, has set the Company on a strategic path in the interests of all Shareholders, not only Crystal Amber and Harry Rein has been instrumental in the Company’s actions to deliver value for Shareholders
- the actions of Crystal Amber in proposing this Resolution, and in its past interactions with the Company, have been disruptive and a distraction resulting in waste of management time and incurring unnecessary expense
- Crystal Amber has consistently sought to undermine the value and reputation of Allied Minds without articulating any alternative strategy or proposals. Simply removing Harry Rein would not advance the interests of Shareholders – it would in fact be detrimental to those interests
- if the Resolution is passed, it would leave the Company with a Board comprising only two non-executive directors, severely impacting its ability to operate effectively and to comply with Governance Code requirements.

Your Board considers the actions of Crystal Amber and its arguments to remove Harry Rein to be confused, inconsistent and potentially self-serving without further consideration for the future strategic direction of Allied Minds. If Crystal Amber does have a plan for the

**Company, it has seen fit neither to share this with Shareholders, to consult with Shareholders nor to allow Shareholders to vote on the proposals which it has in mind.**

Your Board believes that the Resolution should be vigorously opposed in the interests of the Company and the Shareholders as a whole. This letter considers the position in further detail.

## **2. BACKGROUND**

The Company's unusual board structure, with three non-executive directors and no CEO is the consequence of the Company being a publicly traded venture capital business holding ownership positions in four privately held early-stage technology companies, and residual ownership positions in two other companies. Each portfolio company has its own board of directors and management team including a CEO.

As a result of each Allied Minds' portfolio company already having their own individual Boards of Directors, Allied Minds Board has taken the view that a CEO would be superfluous and costly. Prior to the current Board there were five directors and a CEO adding significant expense for Shareholders.

The Board's function is to oversee its portfolio company investments which it effects by holding a board position on each portfolio company board.

## **3. ACTIONS BY THE BOARD OF ALLIED MINDS**

### **Summary**

The Board comprises three talented, experienced non-executive Directors who have worked in lockstep with each other in rationalizing and focusing the portfolio. Over the past two years the Board of Allied Minds, under the chairmanship of Harry Rein, has diligently reviewed the portfolio of investments, taken the necessary tough decisions to set the portfolio to a position which is now capable of delivering venture capital type returns and of being monetised. The Board has been very clear on what it set out to do on its appointment and has delivered against those targets.

The Company has four companies which have potential and merit support. Federated Wireless, which accounts for most of the value and value creation potential within the portfolio, has recently concluded a first round Series D close for a \$58 million ensuring that it is now well placed for further growth. Orbital Sidekick is at an earlier stage of development, but is capable of producing strong returns. BridgeComm and Ocuterra Therapeutics may also produce strong returns if additional funding can be obtained. There remains the potential to create meaningful value with the option to monetise the positions – as a consequence of the decisions and actions taken by your Board. In addition the Company has a further investment (Touch Bistro) where the Company is in the process of selling its shareholding, and an investment where the Company has a small passive shareholding (Spark Insights) received as consideration for the prior sale of a portfolio investment.

The current Board's knowledge of and involvement with the portfolio companies ensures that the interests of Allied Minds and its shareholders are safeguarded. This was demonstrated by the recently announced successful Federated Wireless funding, with which Harry Rein, as chairman of Federated Wireless, was intimately involved.

Harry Rein was independently appointed as chairman of Federated Wireless and also has the support from the large new investor Cerberus, to continue in that role. Cerberus carried out extensive levels of due diligence on the Federated Wireless board of directors and on Harry Rein as its chairman prior to making its investment. Harry Rein does not receive any compensation in cash or equity from Federated Wireless in connection with his role as chairman.

The below quote from Iyad Tarazi, CEO of Federated Wireless, sets out his view of Harry's role as chairman of Federated Wireless:

"As chairman of Federated Wireless, Harry Rein has been instrumental in guiding our progress since we commenced the fundraising process last August, helping to add first class new executives to work alongside me and of course helping to close the successful fundraising. I'm very grateful for his hard work and ongoing commitment."

**This review strongly reinforces why your Board believes that the proposed Resolution will negatively impact the portfolio and why Shareholders should **VOTE AGAINST THE RESOLUTION** and allow Harry Rein to remain as director and chairman of Allied Minds.**

## **Actions taken**

A summary chronology of events undertaken by the Board are set out below:

- **December 2019** – Board changes announced with one of the co-CEO's leaving the Board and one non-executive resigning from the Board, the previous chairman agreeing to step down and appointment of Mark Lerdal as non-executive director. The announcement of cost-reduction initiatives and increased cash return to shareholders from the disposal of Hawkeye 360.
- **March 2020** – Board changes completed with Harry Rein stepping up to non-executive Chairman, and the appointment of Bruce Failing as Senior Independent non-executive director. Bruce Failing appointed Chair of the Remuneration Committee, Mark Lerdal Chair of Audit Committee and Harry Rein Chair of Nominations Committee. The newly constructed Board of Harry Rein, Bruce Failing and Mark Lerdal assess and monitor the portfolio despite the difficulties presented by the Covid pandemic. That is the Board which exists today; all three directors are non-executives, which in the view of the Board is appropriate given the strategy of delivering value by focusing on the existing portfolio and limiting central costs.
- **January 2021** – announcement of new strategic update, in which the Board confirmed that:
  - The return prospects within the existing portfolio are attractive.
  - In its opinion it is in the best interests of all shareholders to continue to support and manage the portfolio companies towards successful exits within a two to three year period from January 2021.
  - It believes a liquidation of the portfolio could only be achieved at a significant discount and thus would be to the detriment of shareholders.
- **April 2021** – Capital Markets Day held with detailed presentations by the companies within the portfolio. The event was well attended by equity analysts and institutions and received positive feedback.
- **June 2021** – Action taken in relation to Spin Memory, one of the investee companies where the further investment required could not be justified. As such it was announced that Spin memory would embark on an Assignment for the Benefit of Creditors (a liquidation) of Spin Memory.
- **August 2021** – A further update provided on the portfolio companies in which the Board's excitement for the prospects of Federated Wireless, the largest investment, was reconfirmed. Across the portfolio the Board confirmed its confidence in delivering venture capital-like returns upon exit.
- **October 2021** – Within the announcement of the Company's half-year results a further update on the outlook for the investee companies was announced confirming substantial technical and commercial progress within some of the portfolio companies, and the tough decisions that had been made in underperforming companies. The Board reconfirmed its increasing confidence of the prospects for delivering venture capital-like returns upon exit.
- **February 2022** – In a further update to the stock market the Company announced a successful first close of a Series D funding round for Federated Wireless, provided a positive update on its other investments: Orbital Sidekick, BridgeComm and Ocuterra Therapeutics and stated it is in the advanced stages of selling its residual shareholding in Touch Bistro for \$5.5m CAD (\$4.3m USD) in cash. The Board also made the following comments on the strategic outlook for the portfolio:
  - it was the Group's objective to position each portfolio company for a favourable exit in the next two to three year period
  - Having rationalised and refocused the portfolio during 2021, concluding with today's financing of Federated Wireless and the announcement of the forthcoming sale of the residual holding in Touch Bistro, the Board reaffirms its belief in the strategic objectives set out at the start of 2021.

All of the above work has positioned the portfolio, and the companies that remain within the portfolio, for success. Federated Wireless is making strong progress; Orbital Sidekick, BridgeComm

and Ocuterra Therapeutics are at earlier stages of development, but each is capable of producing strong returns.

It is clear to your Board that Crystal Amber are disrupting the management of the Company. Ultimately, Crystal Amber may be seeking to take control of your Company in order to receive some form of compensation and benefit from the work that has been done by your Board over the past two years.

### **Strategy and progress**

On its formation in March 2020, the Board inherited a diverse portfolio of investments.

Following their appointment, the current directors carried out a thorough review of the portfolio of investments, identifying those investments with the potential to be winners, and making tough decisions on those investments where the chance of success was deemed to be slight.

The period since that review has been spent working with the management teams of those investments that merited further support, to position the businesses for capital growth, and exiting those investments where there was no upside. In the opinion of the Board, this work has now been substantially completed, leaving significant potential for value accretion and monetisation within the portfolio. The current Board, having rationalised and refocused the portfolio since their collective appointment, believe that the Company now has a portfolio of investments in four companies which have potential and merit support, and in a further one where the Company is in the process of selling its shareholding, and one where the Company has a small passive shareholding received as consideration for the prior sale of a portfolio investment.

With what are still mainly early-stage investments, the timeframe to likely monetisation remains consistent with the two to three year indication given at the start of 2021. The Board is aware of criticism that it has not been sufficiently vocal in talking-up the prospects of the investments, however it is the Board's firm view that it is better to execute and deliver rather than over-promising.

The Board inherited a situation where, in its opinion, there had been unrealistic expectations set for the then portfolio. The Board is conscious that its subsequent realignment of those expectations, away from over-optimism to well-founded realism, has had an adverse impact on the Company's share price.

Federated Wireless concluded a first round Series D close for a \$58 million and Federated Wireless is now well placed with a stable footing for further growth. With the financing for Federated Wireless recently secured, Allied Minds is now in a position where it can set out its strategic options for the Company and its portfolio as a whole.

**The Board believes that the portfolio is now well placed for value accretion and monetisation, which it wishes to see through to conclusion. The Board does not wish to see Crystal Amber distract from this process (or indeed claim credit for a position which has been achieved by your Board without any constructive contribution from Crystal Amber).**

**The Board believes Shareholders should **VOTE AGAINST THE RESOLUTION** and allow Harry Rein to continue as director and chairman of Allied Minds.**

#### **4. STRATEGIC REVIEW, FORMAL SALE PROCESS AND COMMENCEMENT OF OFFER PERIOD ("STRATEGIC REVIEW")**

The Board continues to manage the Company in as cost-efficient a manner as possible and continues to review the costs incurred from being a listed company. For some time, the Board has been reviewing the range of strategic options available to it in order to return value to shareholders.

The investment in Federated Wireless is the most valuable investment in the portfolio and the one with the most potential to deliver out-sized returns for shareholders over the coming years. Now that the latest round of financing for Federated Wireless has been secured, the Board believes it is the right time to move forward and formally propose to shareholders its preferred options.

The Board notes that the current share price is materially below its assessment of the combined value of the investment portfolio. Therefore, the Board has now determined to undertake a formal review of the Company's strategic options.



The costs of maintaining a premium listing on the London Stock Exchange are prohibitive for a company of Allied Minds current size and moving the company onto the AIM market is unlikely to create significant cost savings. Maintaining a public listing is expensive with more than 50 per cent of the Company's annual budget devoted to meeting the requirements of being a listed company. As such, in the opinion of the Board, the status quo can no longer continue and the formal process of returning value to shareholders should now begin in line with previously stated strategic objectives.

These options include, but are not limited to, a sale of the Company itself which the Board intends to conduct under the framework of a "formal sale process" in accordance with Rules 2.4 and 2.6 of the Takeover Code. The Strategic Review is solely aimed at creating and/or realising shareholder value.

The Board believes it is in the interests of shareholders to ascertain if a buyer could be found to acquire the Company and is unanimous in its support for the Strategic Review and has appointed Numis as its financial adviser.

The alternative option is to seek to distribute certain assets and any cash reserves directly back to shareholders through a re-structure. If implemented this option is likely to take longer for shareholders to realise a return, could therefore involve greater risk and may result in limited or no liquidity for shareholders' investment.

The Directors intend to pursue these Strategic Review options in tandem, with immediate effect. However, the Board's unanimous view is that the potential decision for shareholders will come down to one of nearer term liquidity compared to potentially receiving the higher venture capital like returns within the timeframe set out by the Board.

Any interested party will be required to enter into a non-disclosure agreement with the Company on reasonable terms satisfactory to the Board and on the same terms, in all material respects, as all other interested parties before being permitted to participate in the process. Following execution of an agreed non-disclosure agreement, the Company intends to provide interested parties with certain information materials on the Company. Following receipt of the information materials, interested parties shall be invited to submit proposals to the Company.

Further announcements regarding timings and procedures for the formal sale process ("Process") and any additional appointments to assist with this Process, particularly overseas, will be made as appropriate. The Company is not currently in any discussions with any potential offeror relating to an acquisition of the Company.

Shareholders are advised that there can be no certainty that any offer(s) will be made, nor as to the terms of any offer, and thus whether any offer will be completed. The Board reserves the right to alter any aspect of the Process or to terminate it at any time and will make further announcements as appropriate.

The Board also reserves the right to reject any approach or terminate discussions with any interested party or participant at any time.

## **5. WHY HARRY REIN IS THE RIGHT PERSON TO LEAD THE BOARD AS CHAIRPERSON**

Harry Rein has over 50 years business experience. Starting his career in manufacturing and strategic consulting positions before joining General Electric Company in 1978 and directed several of GE's lighting businesses as general manager before joining the GE's venture capital subsidiary as President and CEO.

Harry then led the spin out of GE's Venture business in 1987 which became the foundation of Canaan Venture Partners, where he was founder and managing partner raising \$1.65bn and investing into venture capital opportunities. Harry retired from Canaan in 2002. Canaan still thrives today, and at this time the firm has raised 12 Funds for an excess of \$6.0bn.

At the time of retiring from Canaan, Harry became general partner of Foundation Medical Partners ("FMP"), a venture capital firm focused on early-stage healthcare venture capital companies. FMP started life as a small affiliated venture fund of The Cleveland Clinic Foundation. Harry was instrumental in the conception and creation of the firm. Harry stepped back from his role at FMP in 2012. The firm continues to operate successfully out of Boston under the name of Flare Capital.

Harry has served on the board of directors of over 20 public and private entrepreneurial companies, including: Anadigics (NASDAQ: ANAD), Cell Pathways, OraPharma (acquired by Johnson & Johnson), National MD (acquired by GE), OmniSonics, GenVec (NASDAQ: GNVC), CardioNet (NASDAQ: BEAT) and Spine Wave, and was an investor in Praecis Pharmaceuticals (NASDAQ: PRCS).

In addition to serving as Chairman of the Board of Allied Minds, Harry is also chairman of the board of Federated Wireless, and also serves on the board of DeliverCareRx.

Harry Rein attended Emory University and Oglethorpe College (1968) and holds an M.B.A. from the Darden School at the University of Virginia (1973).

The Board has particularly benefited from the role played by Harry Rein as Chairman. As well as chairing the Board Harry Rein is also Allied Minds' representative on the Board of Federated Wireless, the largest investment held by the Group, and the one with most perceived upside.

The Board believes Harry Rein has played a vital role in delivering value for Shareholders. Shareholders should **VOTE AGAINST THE RESOLUTION** and allow Harry Rein to continue as director and chairman of Allied Minds

## **6. CORPORATE GOVERNANCE**

The board is chaired by Harry Rein operating alongside two other non-executive directors. The short biographies of the two other directors are as follows:

### **Bruce Failing**

Bruce has over 40 years of management and investment experience with early stage businesses in the areas of media and consumer products, applied technology and logistics management. He founded and currently is the General Partner of Alerion Partners and serves on the Board of Directors of Grand Brands, Enviroscent and DeliverCareRX. Previously, he was CEO of Productivity Solutions, Electronic Retailing Systems and Actmedia, and Executive Chairman of ScentAir Technologies and Lamaze Publishing & the Newborn Channel. Bruce attended Tufts University (1971) and holds an MBA from Harvard Business School (1973).

### **Mark Lerdal**

Mark has over 35 years of business experience, initially as an attorney but later as an executive and investor. He currently serves as chairman of Empower Energies, Inc and of GI Dynamics, Inc. Mark is also an independent board member on three other private company boards and is an adviser to two infrastructure funds. Mark was previously executive chairman of Leaf Clean Energy. In addition to serving in executive roles at several companies, Mark has overseen dozens of acquisitions and dispositions during his career. He graduated from Stanford University with an AB in Economics and from Northwestern University School of Law with a JD.

### **Board decisions**

While different directors have had primary responsibility for different investments all major decisions have been discussed and agreed at the Board. In its decisions the Board has greatly benefitted from the experience, knowledge, and expertise of all the Board members. The Board has also benefited from constructive discussions with shareholders and is always prepared to have constructive dialogue with any shareholder.

Since the implementation of the strategy to focus efforts on the existing portfolio, back the winners and stop investing in those companies where there was no perceived meaningful chance of reward, the Board has worked in a united way to make the tough decisions that needed to be made and position the investments for the best chance of success over the medium term.

Additionally, and whilst the Board is firmly of the view that adding another non-executive director to the Board would incur additional expense to the business, the Board is also aware of the desire from Allied Minds' shareholders to rebalance the gender diversity of the Board. With that in mind and in conjunction with our shareholders' wishes, the Board intends to appoint a third-party search firm with the objective of potentially adding at least one female non-executive director to the Board and to serve on the Audit committee in place of Harry Rein.

**A vote to remove Harry Rein as a director of the Company would leave the Company with only two non-executive directors. The Board believes this would present an unacceptable corporate governance position. Shareholders should **VOTE AGAINST THE RESOLUTION** and allow Harry Rein to continue as director and chairman of Allied Minds.**

## **7. ACTIONS BY CRYSTAL AMBER**

### **Crystal Amber**

The requisition of a General Meeting of Allied Minds is the latest in a series of actions undertaken by Crystal Amber to undermine the management of the Company. These actions have caused Board change, disruption to the business, and a considerable waste of the Board's time and the Company's resources.

At no point has Crystal Amber ever made a constructive suggestion on how any of the portfolio of investments should be managed. In fact, whenever Crystal Amber has been invited by the Board to engage on portfolio companies, it has declined and has claimed to be uninterested. Instead, it has engaged in a value-destructive campaign against the Board, culminating in this latest resolution to unseat the Chairman.

The Board is always available to have constructive dialogue with any shareholder on the Company's strategy or on any of the investments in the portfolio. Crystal Amber has been unwilling to enter into any such dialogue, has offered no constructive suggestions regarding the management of the Company, but has confined itself to making incorrect, irrelevant, and unsubstantiated criticisms. Through its behaviour Crystal Amber has been a destroyer of value for all of the Company's shareholders.

Crystal Amber's Requisition contains no new information. It is primarily a repetition of immaterial points which it has made in the past, many of which it made in its previous failed attempt to stop the reappointment of Harry Rein.

By way of examples, Crystal Amber highlights what it alleges is an error made by Edison, a research firm, in a research note which Edison wrote on the Company. In reality there was no error other than Crystal Amber's own in its failure to understand what Edison had published. Crystal Amber also makes an issue of the Company's broker failing to send out invitations to a Capital Markets Event Day in a timely manner, despite the broker both apologising and ensuring that all those who wanted to attend the event day did do so. It remains a matter of fact that this error was both trivial, was not Allied Minds' fault and that it did not cause any other Shareholder to complain.

Crystal Amber is also unhappy that the Company did not spend shareholders' money on using a headhunter in the recruitment of a Bruce Failing NED, and on the composition of the Audit committee. It should be noted that when Crystal Amber proposed Mark Lerdal join the Board (which Harry Rein fully supported) it did not suggest that a headhunter be used.

The Company is very focused on costs, and the Board consists only of NEDs. This inevitably requires the NEDs to take on more responsibility and roles than would usually be the case. Where, as a consequence, the Company is in breach of a technical guideline on the composition of a sub-committee of the Board, the Board strives to ensure that shareholders' interests are appropriately protected. The Board is comprised of only three NEDs, and the Audit Committee is required to have three members, hence the practical requirement for Harry Rein to sit on the Audit Committee, and this has been approved both by the Company's Legal Counsel and Audit firm.

Crystal Amber made the statement in its RNS announcing the requisition that it believes price sensitive information was withheld in relation to progress at Federated Wireless Inc. The Board categorically refutes that allegation. As shareholders are aware, Federated Wireless is an investment, not a controlled subsidiary, of Allied Minds. It is an independent business and is required to comply with the regulations governing its release of information. Your Board has provided full updates on Federated Wireless in results announcements, at the Capital Markets Day, and in trading and portfolio updates, the latest of which was on 21 February 2022. The announcement on 21 February 2022 included details of the latest funding round for Federated Wireless. Allied Minds was not in a position to make earlier announcements regarding Federated Wireless while the negotiations for the funding round were ongoing.

Federated Wireless is making great progress, and the Board is positive about its growth prospects and potential for further valuation upside, however it is also cognisant of the work that will be needed to bring about that upside and is not prepared to over-promise.

### **Crystal Amber's Continuation Vote**

Shareholders should be aware that at Crystal Amber's 2021 AGM, the fund failed to secure support in its continuation vote, thereby losing the support of its shareholders to continue in its present form. As a result, Crystal Amber is obliged to formulate proposals to reorganize, reconstruct or wind-up its company. It has confirmed that it is seeking to monetise its investments through disposals in the short term and it appears that it will be receiving reduced fees and profit participation.

The Board believes that Crystal Amber recognizes the value within the Allied Minds' portfolio and may be using the requisition to remove Harry Rein as a means of gaining control of that value for its own purposes. The hard work undertaken by Allied Minds' Board to review the inherited investments, and to position the portfolio for capital growth, presents Crystal Amber with the opportunity to capitalise on that work for its own benefit.

The fact that Crystal Amber lost its continuation vote and is obliged to exit its investment is undeniably an over-hang on Allied Minds' share price. Put simply, there is an 18% forced seller. Rather than engage with Allied Minds and the Board to find a solution to this, Crystal Amber has resorted to an opportunistic attempt to take control of the portfolio through its proposed Resolution.

The Board is saddened at the break-down in the relationship with Crystal Amber, particularly at a time when Crystal Amber is having to wind-up its own business after failing to win support from its own shareholders to continue. However the Board is united in its view that the arguments put forward by Crystal Amber are without merit and that the strategy that the Board is executing is appropriate to deliver value to Allied Minds shareholders.

### **8. PASSING THE RESOLUTION WOULD BE DAMAGING TO THE COMPANY AND ITS BEST INTERESTS**

In Crystal Amber's Requisition it gives no indication of what would happen were its ill-considered resolution to be passed, either to the governance of the Company, the oversight of Federated Wireless (which accounts for the majority of the Company's value and where Harry Rein is Chairman) or to the Company's other investments. It is the Board's view that Crystal Amber would seek to take over the management of the Company's assets itself, to maximize its fees while the Crystal Amber fund is wound up.

The Board has worked hard since its appointment to review and rationalize the portfolio which it inherited. As set out in the update of 21 February 2022, there is the potential for significant value accretion.

The Board is united in its view that it should continue to work in the interests of all shareholders, not just one, and that the strategy and leadership of the Company under Harry Rein provides the best opportunity for value realization.

**Shareholders should **VOTE AGAINST THE RESOLUTION** and allow Harry Rein to continue as director and chairman of Allied Minds.**

### **9. ACTION TO BE TAKEN**

You will find enclosed with this document a Form of Proxy to be used in connection with the Requisitioned General Meeting. Alternatively, shareholders are able to appoint a proxy electronically by using the link [www.signalshares.com](http://www.signalshares.com). You will need to log into your Signal Shares account, or register it if you have not previously done so. To register, you will need your Investor Code, which is detailed on your share certificate or available from our Registrar, Link Group. It is important to us that our shareholders have the opportunity to vote even if they are unable to come to the General Meeting. If you are unable to come to the General Meeting you can use the enclosed Form of Proxy to nominate someone else to come to the meeting and vote for you (this person is called a proxy) or you can appoint a proxy electronically at [www.signalshares.com](http://www.signalshares.com). You can, if you wish, nominate me to vote on your behalf in accordance with your instructions. In each case, for proxy appointments to be valid, they must be received no later than 3.00 pm on 1 April 2022 (or, in the

case of an adjournment of the Requisitioned General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting).

If you hold your Ordinary Shares in uncertificated form (i.e. in CREST), you may appoint a proxy by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual so that it is received by the Registrar by no later than 3.00 pm on 1 April 2022 (or, in the case of an adjournment of the Requisitioned General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting).

Completion and return of a Form of Proxy, the giving of a CREST Proxy Instruction or the completion of a proxy form online must be received by the date and time specified above, otherwise it will be invalid.

Appointing a proxy or completing and transmitting a CREST Proxy Instruction prior to the General Meeting will not preclude you from attending and voting in person at the General Meeting if you wish to do so.

#### **10. DOCUMENTS ENCLOSED WITH THIS LETTER:**

The following documents are enclosed with this letter:

- Notice of General Meeting
- Form of Proxy

#### **11. DOCUMENTS AVAILABLE**

The following documents will be available for inspection at the registered office of the Company at Beaufort House, 51 New North Road, Exeter EX4 4EP, United Kingdom, during usual business hours on any weekday (public holidays excepted) from the date of this Notice of the Requisitioned General Meeting until the conclusion of the General Meeting and will also be available for inspection at the Requisitioned General Meeting venue from at least 15 minutes before the Requisitioned General Meeting until it ends:

- copies of the Articles of Association of the Company;
- copies of the letters of appointment of the Non-Executive Directors.

#### **12. BOARD RECOMMENDATION**

**For the reasons given above, your Board Committee considers that the Resolution is not in the best interests of the Company or its shareholders as a whole. Accordingly, the Board Committee recommends that you VOTE AGAINST the Resolution, as each member of the Board Committee intends to do in respect of his own respective beneficial holding, totalling 369,342 ordinary shares and representing 0.15% per cent. of the issued ordinary share capital of the Company as at 8 March 2022, being the last practicable date prior to publication of this circular.**

Yours faithfully,

Harry Rein  
Chairman of Allied Minds plc

**PART III**  
**ALLIED MINDS PLC**

(Incorporated and registered in England and Wales with registered number 08998697)

**NOTICE OF GENERAL MEETING REQUISITIONED BY A SHAREHOLDER**

**NOTICE IS HEREBY GIVEN** that a general meeting (“**General Meeting**”) of Allied Minds plc (the “**Company**”) will be held at the offices of DLA Piper UK LLP at 160 Aldersgate Street, London EC1A 4HT, at 3.00 pm on Tuesday 5 April 2022, for the purposes of considering and, if thought fit, to pass the resolution set out hereunder, which will be proposed as an ordinary resolution (the “**Resolution**”).

The General Meeting and the Resolution to be proposed thereat has been requisitioned pursuant to section 303 of the Companies Act 2006 by Crystal Amber Fund Limited, the registered holder of not less than 5 per cent of the paid-up capital of the Company carrying the right of voting at general meetings of the Company.

**ORDINARY RESOLUTION**

**THAT** Mr. Harry Rein be removed from the office of director of the Company with immediate effect.

**By order of the Board**

**JTC (UK) LIMITED**

(Registered in England and Wales No. 04301763)

Company Secretary

**Registered Office**

Beaufort House  
51 New North Road  
Exeter EX4 4EP  
United Kingdom

9 March 2022

**Registered in England and Wales No. 08998697**

**Notes**

1. A Shareholder is entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the General Meeting. A Shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a Shareholder of the Company. A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this Notice of General Meeting. In order to be valid an appointment of proxy must be returned by post, by courier or by hand to the Company’s Registrar, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL, and must be received by no later than 3.00 pm on 1 April 2022 (or, in the case of an adjournment of the Requisitioned General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting. A proxy may also be appointed electronically and further details are set out at Note 2 and Note 3 below. Appointment of a proxy does not preclude a Shareholder from attending the General Meeting and voting in person. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact the Company’s Registrar, Link Group. Shareholders should telephone Link Group on 0371 664 0300. 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. We are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. Calls may be recorded and randomly monitored for security and training purposes.

2. If you are a member of CREST, you may use the CREST electronic appointment service, details of which are set out at Notes 8 and 9.
3. As an alternative to completing the hard copy proxy form, a shareholder may appoint a proxy or proxies electronically by contacting the website of Link Group at [www.signalshares.com](http://www.signalshares.com) where full details of the procedures are given. For an electronic proxy appointment to be valid, the appointment must be received by Link Group no later than by no later than 3.00 pm on 1 April 2022 (or, in the case of an adjournment of the Requisitioned General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting before the time of any adjourned meeting). Any electronic communication sent by a shareholder to Link Group which is found to contain a virus will not be accepted by the Company.
4. Any person to whom the Notice is sent, who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a “**Nominated Person**”) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. Such persons should direct any communications and enquiries to the registered holder of the shares by whom they were nominated and not to the Company or its Registrar.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. To be entitled to attend and vote at the General 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 of the Company at the close of business on 1 April 2022 (or, if the meeting is adjourned, such time being not more than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.
7. As at 8 March 2022 (being the last business day prior to the publication of the Notice), the Company’s existing issued ordinary share capital consisted of 239,650,273 ordinary shares of one pence each, carrying one vote each. Therefore, the total voting rights in the Company as at 8 March 2022 were 239,650,273.
8. CREST members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual on the Euroclear website at [www.euroclear.com](http://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.
9. 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 specifications, and must contain the information required for such instruction, as described in the CREST Manual (available at [www.euroclear.com/CREST](http://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. RA10) by no later than 3.00 pm on 1 April 2022 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). 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 and 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(s), to procure that his or 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. CREST members and, where applicable, their CREST sponsors or voting service 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. Any corporation which is a shareholder may appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.
13. Any shareholder attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the meeting for the question to be answered.
14. Voting on all resolutions will be conducted by way of poll, rather than on a show of hands, as the Board considers this to be a more transparent method of voting.
15. A copy of the Notice, and other information required to be published in advance of the meeting by section 311A of the Companies Act 2006, can be found at <http://www.alliedminds.com/investor/>.
16. You may not use any electronic address provided either in the Notice or any related documents (including the Letter of the Board of Directors and proxy form) to communicate for any purposes other than those expressly stated. Any electronic communication sent by a shareholder to the Company or Link Group which is found to contain a virus will not be accepted by the Company, but every effort will be made by the Company to inform the shareholder of the rejected communication.
17. Mobile telephones may not be used in the meeting room. In addition, cameras, tapes, video recorders and such other items as the Chairman of the General Meeting may specify are not allowed in the meeting room. We reserve the right to confiscate these items for the duration of the General Meeting if they are used to record or otherwise disrupt the General Meeting.



