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This document has been prepared for the purposes of the Proposals and the General Meeting convened pursuant to the Notice of General Meeting set out at the end of this document. This document does not constitute an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for) Existing Ordinary Shares or New Ordinary Shares. Nor shall it, or any part of it, form the basis of, or be relied upon in connection with, any contract or commitment whatsoever relating to the Company. This document has not been approved by the FCA or the London Stock Exchange or any other regulatory authority.

If you sell or transfer or have sold or transferred all of your Existing Ordinary Shares, you should send this document and the Proxy Form as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward delivery to the purchaser or transferee. However, subject to certain exceptions, neither this document nor any accompanying documents should be distributed, forwarded, or transmitted in, or into, the United States or any jurisdiction where to do so might constitute a violation of local securities laws or regulations, including but not limited to the Restricted Jurisdictions. Any failure to comply with any of those restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Existing Ordinary Shares are admitted to the equity shares (shell companies) category of the Official List and to trading on the Main Market of the London Stock Exchange. As announced by the Company on 29 September 2025, in accordance with UKLR 21.1.4 and 21.3, the Existing Ordinary Shares were temporarily suspended from their listing on the equity shares (shell companies) category of the Official List and from trading on the Main Market of the London Stock Exchange with effect from 7.30 a.m. on 29 September 2025.

Applications will be made for the New Ordinary Shares to be admitted to the equity shares (shell companies) category of the Official List and to trading on the Main Market of the London Stock Exchange. On the assumption that the Capital Reorganisation Resolutions are passed, it is expected that Admission will occur at 8.00 a.m. on 13 March 2026. However, the Ordinary Shares' listing on the equity shares (shell companies) category of the Official List and trading on the Main Market of the London Stock Exchange will remain suspended and consequently dealings in the New Ordinary Shares will not commence on the day of Admission.

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# BEACON RISE HOLDINGS PLC

*(Incorporated and registered in England and Wales with registered no. 13620150)*

## **Capital Reorganisation and adoption of New Articles**

### **Authority to issue equity securities on a non-pre-emptive basis**

### **Extension of the period to complete an initial transaction**

### **Reduction of general meeting notice period**

**-and-**

### **Notice of General Meeting**

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This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out in Part I of this document. The letter contains details of the Proposals and a recommendation that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

**The Notice of General Meeting, which will take place at 2.30 p.m. on 12 March 2026 at Sheldon Room, Regus, 6<sup>th</sup> Floor, 2 Kingdom Street, London, W2 6BD, is set out in Part II of this document.**

A Proxy Form for use at the meeting is enclosed with this document and should be returned to Avenir Registrars, the Company's registrars, by post at 5 St John's Lane, Farringdon, London, EC1M 4BH or by email at [proxy@avenir-registrars.co.uk](mailto:proxy@avenir-registrars.co.uk), as soon as possible and in any event so as to be received by Avenir Registrars no later than 2.30 p.m. on 10 March 2026 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

Shareholders who hold their shares in the Company in uncertificated form in CREST may alternatively use the CREST proxy voting service in accordance with the procedures set out in the CREST Manual (available at [www.euroclear.com](http://www.euroclear.com)) as explained in the notes to the Notice of General Meeting which are set out in Part II of this document. A CREST proxy appointment or instruction must be received by Avenir Registrars (ID: RA20) by no later than 2.30 p.m. on 10 March 2026 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

Shareholders who hold their shares in the Company in certificated form (i.e. not in CREST) may alternatively submit a proxy appointment online using the Holder Portal at <https://avenir-registrars.co.uk/our-portals/>. If not already registered to use the Holder Portal, certificated Shareholders will need to create an account. Such Shareholders are requested to contact Avenir Registrars directly via email at [contactus@avenir-registrars.co.uk](mailto:contactus@avenir-registrars.co.uk) to request Holder Portal account creation. A proxy appointment submitted online through the Holder Portal must be received by Avenir Registrars by no later than 2.30 p.m. on 10 March 2026 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

Allenby Capital, which is authorised and regulated in the United Kingdom by the FCA, is acting as Sponsor to the Company in connection with the proposed initial transaction and Financial Adviser to the Company in connection with the Proposed Transaction and other matters or arrangement referred to in this document. Persons receiving this document should note that Allenby Capital is not acting for anyone other than the Company (including a recipient of this document) and will not be responsible to anyone other than

the Company for providing the protections afforded to clients of Allenby Capital or for advising any other person in respect of any matter or arrangement referred to in this document. Allenby Capital has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Allenby Capital, for the accuracy of any information or opinions contained in this document or for the omission of any information.

Neither the Existing Ordinary Shares nor New Ordinary Shares have been, nor will they be, registered under the Securities Act or under the securities laws of any state of the United States or qualify for distribution under any of the relevant securities laws of Australia, Canada, Japan, the Republic of Ireland or the Republic of South Africa. Accordingly, subject to certain exceptions, the Existing Ordinary Shares or New Ordinary Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into the Australia, Canada, Japan, the Republic of Ireland, the Republic of South Africa or the United States, or for the account or benefit of, US persons or to any national, resident or citizen of Australia, Canada, Japan, the Republic of Ireland or the Republic of South Africa. The distribution of this document in other jurisdictions 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. Shareholders who are residents or citizens of any country other than the United Kingdom and any person (including, without limitation, nominees and trustees) who have a contractual or other legal obligation to forward this document to a jurisdiction outside the United Kingdom should seek appropriate advice before taking any action.

## **IMPORTANT INFORMATION**

### **Forward-looking statements**

Certain statements in this document constitute "forward looking statements". Forward looking statements include statements concerning the plans, objectives, goals, strategies and future operations and performance of the Company and the assumptions underlying these forward looking statements. The Company uses the words "anticipates", "estimates", "expects", "believes", "intends", "plans", "may", "will", "should", "could" and any similar expressions to identify forward looking statements. Such forward looking statements involve known and unknown risks, uncertainties and other important factors that could cause the Company's actual results, performances or achievements to be materially different from any future results, performances or achievements expressed or implied by such forward looking statements. Such forward looking statements are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future.

These forward looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to update or to revise any forward looking statements, whether as a result of new information, future events or otherwise except to the extent required by any applicable law or regulation. All subsequent written or oral forward looking statements attributable to the Company, or persons acting on behalf of the Company, are expressly qualified in their entirety by the cautionary statements contained throughout this document. As a result of these risks, uncertainties and assumptions, a prospective investor should not place undue reliance on these forward looking statements.

### **No incorporation of website information**

The contents of the Company's website or any hyperlinks accessible from the Company's website do not form part of this document and Shareholders should not rely on them.

### **Interpretation**

Capitalised terms have the meanings ascribed to them in the "*Definitions*" section of this document.

All times and dates referred to in this document and the Proxy Form, unless otherwise stated, refer to London time and dates.

All references to legislation in this document and the Proxy Form are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation or regulation shall include any amendment, modification, re-enactment or extension thereof.

Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender.

This document can be obtained free of charge on request from the Company's registrars, Avenir Registrars, who can be contacted by email at [contactus@avenir-registrars.co.uk](mailto:contactus@avenir-registrars.co.uk) or via telephone on +44 020 7692 5500, or from the Company's website at <https://beaconrise.uk/index.php/investors/77-general-meeting>. Calls outside the United Kingdom are charged at applicable international rates. Different charges may apply to calls made from mobile telephones. Avenir Registrars' lines are open between 9.00 a.m. – 5.00 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Avenir Registrars will only be able to provide information contained in this document and will be unable to give advice on the Proposals or to provide legal, financial, investment or taxation advice on any matter or arrangement referred to in this document.

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## **DIRECTORS, COMPANY SECRETARY, REGISTERED OFFICE, AND ADVISERS**

<b>Directors</b>	Mr. John Carl Parker ( <i>Non-Executive Chairman</i> ) Mr. Xiaobing Wang ( <i>Chief Executive Officer</i> ) Mr. Mark Wrenford Tavener ( <i>Chief Financial Officer</i> )
<b>Company Secretary</b>	LDC Nominee Secretary Limited 8 <sup>th</sup> Floor, 100 Bishopsgate London, EC2N 4AG United Kingdom
<b>Registered Office</b>	Room 639, 6 <sup>th</sup> Floor, 2 Kingdom Street London, W2 6BD United Kingdom
<b>Company website</b>	<a href="https://beaconrise.uk/">https://beaconrise.uk/</a>
<b>Sponsor and Financial Adviser</b>	Allenby Capital Limited 5 St. Helen's Place London, EC3A 6AB United Kingdom
<b>Legal Advisers to the Company</b>	Shoosmiths LLP 1 Bow Churchyard London, EC4M 9DQ United Kingdom
<b>Registrars</b>	Avenir Registrars Limited 5 St. John's Lane London, EC1M 4BH United Kingdom

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Posting of this document, the Proxy Form and the New Articles	17 February 2026
Latest time for receipt of proxy appointments (via the Proxy Form, the CREST proxy voting service and the Holder Portal) in respect of the General Meeting	2.30 p.m. 10 March 2026
Record time for those Shareholders on the Register of Members entitled to attend or vote at the General Meeting	Close of business on 10 March 2026
<b>General Meeting</b>	<b>2.30 p.m. 12 March 2026</b>
<b>Capital Reorganisation Record Date</b>	<b>6.00 p.m. on 12 March 2026</b>
Capital Reorganisation is effective <sup>(1)</sup>	6.00 p.m. on 12 March 2026
Admission of the New Ordinary Shares <sup>(1)</sup>	8.00 a.m. on 13 March 2026

*Notes:*

- (1) Assuming the Capital Reorganisation Resolutions are passed at the General Meeting.
- (2) If any of the details contained in the timetable above should change, the revised time and dates will be notified to Shareholders by means of a Regulatory Information Service announcement. All references to times and dates in this document are to time and dates in London, United Kingdom.

## KEY STATISTICS

Number of Existing Ordinary Shares as at the date of this document	1,550,333
Number of New Ordinary Shares after the Capital Reorganisation <sup>(1)</sup>	1,550,333
Number of Deferred Shares after the Capital Reorganisation <sup>(1)</sup>	1,550,333
ISIN - Existing Ordinary Shares and New Ordinary Shares <sup>(1)</sup>	GB00BMC0V753
SEDOL - Existing Ordinary Shares and New Ordinary Shares <sup>(1)</sup>	BMC0V75

*Notes:*

(1) Assuming the Capital Reorganisation Resolutions are passed at the General Meeting.

## DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

<b>Act</b>	Companies Act 2006, as amended;
<b>Acquisition Agreements</b>	means the Ergotec Acquisition Agreement, the Chiropractic Acquisition Agreement and the Training-provider Acquisition Agreement and any one of them an <b>Acquisition Agreement</b> ;
<b>Admission</b>	the admission of the New Ordinary Shares to the equity shares (shell companies) category of the Official List and to trading on the Main Market of the London Stock Exchange;
<b>Allenby Capital</b>	Allenby Capital Limited (CRN: 06706681), the Company's Sponsor and Financial Adviser;
<b>Allotment Authorities</b>	the authorities to be granted by Resolutions 2 and 5 of the Notice of General Meeting;
<b>Avenir Registrars or the Registrars</b>	Avenir Registrars Limited (CRN: 09009850), the Company's registrars;
<b>Capital Reorganisation</b>	the proposed reorganisation of the share capital of the Company as described in paragraph 4 of the letter from the Chairman of the Company which is set out in Part I of this document;
<b>Capital Reorganisation Record Date</b>	the record date for the Capital Reorganisation, being 6.00 p.m. on 12 March 2026;
<b>Capital Reorganisation Resolutions</b>	means Resolutions 1 and 4 of the Notice of General Meeting;
<b>certificated or certificated form</b>	in relation to a share or other security, a share or other security title to which is recorded in the relevant register of the share or other security as being held in certificated form (that is, not in CREST);
<b>Chiropractic</b>	Dr Kerry Sissins Chiropractor Limited (CRN: 06738996);
<b>Chiropractic Acquisition Agreement</b>	has the meaning given in paragraph 2 of the letter from the Chairman of the Company which is set out in Part I of this document;
<b>Cowes Chiropractic or Lyfe Health</b>	Lyfe Health Isle of Wight Limited (CRN: 12930468), trading as Cowes Chiropractic;
<b>CREST</b>	the computer-based system (as defined in the CREST Regulations) operated and administered by Euroclear enabling securities to be evidenced otherwise than by certificates and transferred otherwise than by written instruments;
<b>CREST Applications Host</b>	the system that is operated to receive, manage and control the processing of messages by CREST;
<b>CREST Manual</b>	the rules governing the operation of CREST as published by Euroclear;
<b>CREST member</b>	a person who has been admitted by Euroclear as a system member (as defined in the CREST Regulations);

<b>CREST participant</b>	a person who is, in relation to CREST, a system-participant (as defined in the CREST Regulations);
<b>CREST Regulations</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755) including any enactment or subordinate legislation which amends or supersedes those regulations and any applicable rules made under those regulations or any such enactment or subordinate legislation for the time being in force;
<b>CREST sponsor</b>	a CREST participant admitted to CREST as a CREST sponsor;
<b>CREST sponsored member</b>	a CREST member admitted to CREST as a CREST sponsored member;
<b>Directors or the Board</b>	the directors of the Company or the board of directors of the Company from time to time;
<b>Euroclear</b>	Euroclear UK & International Limited, the operator of CREST;
<b>Ergotec</b>	Ergotec Health LLP (CRN: OC389347);
<b>Ergotec Acquisition Agreement</b>	has the meaning given in paragraph 2 of the letter from the Chairman of the Company which is set out in Part I of this document;
<b>Existing Articles</b>	the Company's existing articles of association in force at the date of this document;
<b>Existing Ordinary Shares</b>	the issued ordinary shares of £1.00 each in the capital of the Company;
<b>Extension of Acquisition Period</b>	the proposed extension of the period to complete an initial transaction as described in paragraph 6 of the letter from the Chairman of the Company which is set out in Part I of this document;
<b>FCA</b>	the Financial Conduct Authority;
<b>FCA Handbook</b>	the publication by the FCA that sets out the rules and guidance made by the FCA under the FSMA;
<b>FSMA</b>	the Financial Services and Markets Act 2000, as amended;
<b>General Meeting</b>	the general meeting of the Company to be held at 2.30 p.m. on 12 March 2026 at Sheldon Room, Regus, 6 <sup>th</sup> Floor, 2 Kingdom Street, London, W2 6BD, as set out in the Notice of General Meeting;
<b>initial transaction</b>	has the meaning given in UKLR 13.4.2R;
<b>ISIN</b>	International Securities Identification Number;
<b>London Stock Exchange</b>	London Stock Exchange plc or its successor(s);
<b>New Articles</b>	the Company's new articles of association of the Company proposed to be approved by Resolution 4 of the Notice of General Meeting;
<b>New Deferred Shares</b>	the deferred shares of £0.9999 each in the capital of the Company proposed to be created as part of the Capital Reorganisation;
<b>New Ordinary Shares</b>	the ordinary shares of £0.0001 each in the capital of the Company proposed to be created as part of the Capital Reorganisation;

<b>Notice of General Meeting</b>	the notice of the General Meeting set out in Part II of this document;
<b>Notice Period Reduction</b>	the proposed reduction in the notice period for general meetings (other than annual general meetings) of the Company as described in paragraph 7 of the letter from the Chairman of the Company which is set out in Part I of this document;
<b>Official List</b>	the Official List maintained by the FCA;
<b>Ordinary Shares</b>	the ordinary shares in the capital of the Company from time to time;
<b>Overseas Shareholders</b>	Shareholders with registered addresses in, or who are citizens, residents or nationals of, jurisdictions outside the United Kingdom;
<b>Securities Act</b>	the US Securities Act of 1933, as amended;
<b>Shareholders</b>	the holder(s) of the Ordinary Shares from time to time;
<b>Proposals</b>	the Capital Reorganisation, the adoption of the New Articles, the Allotment Authorities, the Extension of Acquisition Period and the Notice Period Reduction;
<b>Proposed Acquisitions</b>	together, the Proposed Ergotec Acquisition, the Proposed Chiropractor Acquisition and the Proposed Training-provider Acquisition, and any one of them a Proposed Acquisition;
<b>Proposed Cancellation</b>	has the meaning given in paragraph 2 of the letter from the Chairman of the Company which is set out in Part I of this document;
<b>Proposed Chiropractor Acquisition</b>	as such term is defined in paragraph 2 of the letter from the Chairman of the Company which is set out in Part I of this document;
<b>Proposed Ergotec Acquisition</b>	as such term is defined in paragraph 2 of the letter from the Chairman of the Company which is set out in Part I of this document;
<b>Proposed Training-provider Acquisition</b>	as such term is defined in paragraph 2 of the letter from the Chairman of the Company which is set out in Part I of this document;
<b>Proposed AIM Admission</b>	the proposed admission of the Ordinary Shares (issued and to be issued) to trading on the AIM market of the London Stock Exchange;
<b>Proposed Fundraising</b>	the equity and/or debt financing proposed to be conducted by the Company in connection with the Proposed AIM Admission and the Proposed Acquisitions;
<b>Proposed Transaction</b>	together, the Proposed Fundraising, the Proposed Acquisitions and the Proposed AIM Admission;
<b>Proxy Form</b>	the form of proxy for use at the General Meeting which is enclosed with this document;
<b>public shareholders</b>	as such term is defined in in UKLR 13.1.4R(2);
<b>Regulatory Information Service or RIS</b>	one of the regulatory information services authorised by the FCA to receive, process and disseminate regulatory information from listed companies;
<b>Resolutions</b>	the resolutions proposed to be passed at the General Meeting as detailed in the Notice of General Meeting and <b>Resolution</b> means any one of them;

<b>Training-provider</b> or <b>ProActive</b>	Proactive Training Ltd (CRN: 05744581);
<b>Training-provider Acquisition Agreement</b>	has the meaning given in paragraph 2 of the letter from the Chairman of the Company which is set out in Part I of this document;
<b>Restricted Jurisdictions</b>	including, but not limited to, the United States, Canada, Australia, Japan, the Republic of Ireland or the Republic of South Africa or any other jurisdiction in which the publication or distribution of this document and any of the accompanying documents would breach any applicable law or regulation;
<b>uncertificated</b> or <b>uncertificated form</b>	in relation to a share or other security, a share or other security title to which is recorded on the relevant register or other record as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST;
<b>UKLRs</b>	the UK listing rules published by the FCA and contained in the UK Listing Rules sourcebook as part of the FCA Handbook;
<b>United Kingdom</b> or <b>UK</b>	the United Kingdom of Great Britain and Northern Ireland;
<b>United States</b> or <b>US</b>	the United States of America;
<b>working day</b>	has the meaning given in section 1173 of the Act; and
<b>£</b>	pounds sterling, being the lawful currency of the UK.

## PART I

### LETTER FROM THE CHAIRMAN

# BEACON RISE HOLDINGS PLC

*(Incorporated and registered in England and Wales with registered no. 13620150)*

#### *Directors*

Mr. John Carl Parker (*Non-Executive Chairman*)  
Mr. Xiaobing Wang (*Chief Executive Officer*)  
Mr. Mark Wrenford Tavener (*Chief Financial Officer*)

#### *Registered Office:*

Room 639, 6<sup>th</sup> Floor  
2 Kingdom Street  
London, W2 6BD  
United Kingdom

17 February 2026

Dear Shareholder

**Capital Reorganisation and adoption of New Articles**  
**Authority to issue equity securities on a non-pre-emptive basis**  
**Extension of the period to complete an initial transaction**  
**Reduction of general meeting notice period**  
**-and-**  
**Notice of General Meeting**

## **1. Introduction**

The Company is seeking Shareholders' approval of the Resolutions at the General Meeting, which has been convened for 2.30 p.m. on 12 March 2026 at Sheldon Room, Regus, 6<sup>th</sup> Floor, 2 Kingdom Street, London, W2 6BD. The Resolutions are being sought by the Company in relation to the matters noted below.

## **2. Proposed Acquisitions and Proposed AIM Admission**

### ***Proposed Ergotec Acquisition***

The Company announced on 29 September 2025 (the **Ergotec Announcement**) that it had entered into non-binding heads of terms, save for exclusivity and other customary terms, in relation to the proposed acquisition of Ergotec for a consideration of approximately £0.95 million (the **Proposed Ergotec Acquisition**). It is expected that the consideration payable to the Ergotec sellers will be satisfied in cash. The Company expects to generate the consideration payable for the Proposed Ergotec Acquisition through a combination of equity and debt financing.

As explained in the Ergotec Announcement, Ergotec is an established physiotherapy and sports rehabilitation clinic, with a reputation in the industry cultivated by its multi-disciplinary approach to musculoskeletal treatments, providing patients with bespoke programmes. Operating from its strategically located premises in North London, Ergotec's onsite facilities include a private studio, several specialist treatment rooms and a unique strength and conditioning floor.

Ergotec's unaudited accounts for the year ended 31 March 2025 state that Ergotec generated revenues in the financial year of approximately £0.64 million and earnings before interest, taxes, depreciation, and amortisation (**EBITDA**) of approximately £0.2 million.

The Proposed Ergotec Acquisition remains subject to a number of factors, including but not limited to, the completion of due diligence to the satisfaction of both parties and negotiation and entry into a final binding acquisition agreement (the **Ergotec Acquisition Agreement**). Accordingly, there is no assurance that the Proposed Ergotec Acquisition will proceed, that an Ergotec Acquisition Agreement will be entered into, or that the acquisition will be completed, whether on the terms outlined in the Ergotec Announcement or at all.

### ***Proposed Chiropractor Acquisition***

Following the announcement of the Proposed Ergotec Acquisition, the Company announced on 6 October 2025 (the **Chiropractic Announcement**) that it had entered into non-binding heads of terms, save for exclusivity and other customary terms, in relation to the proposed acquisition of the entire share capital of Chiropractic for a consideration of approximately £0.71 million (the **Proposed Chiropractor Acquisition**). Similarly to the Proposed Ergotec Acquisition, it is expected that the consideration payable to the Chiropractic sellers will be satisfied in cash and that such cash will be raised through a combination of equity and debt financing.

As explained in the Chiropractic Announcement, the Chiropractic houses a team of experienced chiropractors with a range of specialities in the field that supports a very wide patient demographic and is considered to be respected by local medical experts in the area as the natural choice for professionalism and expertise when referring clients for chiropractic treatment.

The Chiropractic's unaudited accounts for the year ended 30 April 2025 state that the Chiropractic generated revenues in the financial year of approximately £0.56 million and EBITDA of approximately £0.17 million.

The Proposed Chiropractor Acquisition remains subject to a number of factors, including but not limited to, the completion of due diligence to the satisfaction of both parties and negotiation and entry into a final binding acquisition agreement (the **Chiropractic Acquisition Agreement**). Accordingly, there is no assurance that the Proposed Chiropractor Acquisition will proceed, that a Chiropractic Acquisition Agreement will be entered into, or that the acquisition will be completed, whether on the terms outlined in the Chiropractic Announcement or at all.

### ***Proposed Training-provider Acquisition***

On 21 October 2025, the Company announced (the **ProActive Announcement**) that it had entered into non-binding heads of terms, save for exclusivity and other customary terms, in relation to the proposed acquisition of the entire share capital of ProActive for a consideration of approximately £1.35 million (the **Proposed Training-provider Acquisition**). It is expected that the consideration payable to the ProActive sellers will be satisfied in cash, with £0.94 million payable on completion and the balance three-months thereafter. It is also expected that the sellers will receive an earn-out payment payable after completion. Similarly to the other Proposed Acquisitions referenced above, the Company expects to generate the consideration due to the ProActive sellers through a combination of equity and debt financing.

As explained in the ProActive Announcement, ProActive is considered to be a leading provider of intensive courses in sports massage, taping and strapping, acupuncture and other bespoke continuing professional development courses. ProActive also delivers courses from its portfolio to universities, colleges and workplaces. While ProActive has a head office in Cambridge, ProActive's courses are delivered across the UK.

ProActive's unaudited accounts for the year ended 31 March 2025 states that ProActive generated revenues in the financial year of approximately £0.7 million and EBITDA of approximately £0.3 million.

The Proposed Training-provider Acquisition remains subject to a number of factors, including but not limited to, the completion of due diligence to the satisfaction of both parties and negotiation and entry into a final binding acquisition agreement (the **Training-provider Acquisition Agreement**). Accordingly, there is no assurance that the Proposed Training-provider Acquisition will proceed, that a Training-provider Acquisition Agreement will be entered into, or that the acquisition will be completed, whether on the terms outlined in the ProActive Announcement or at all.

### ***Proposed AIM Admission***

While the Proposed Acquisitions described above are independent and not contingent upon one another, the Directors expect that, should the Company proceed with these acquisitions, they will be completed concurrently. Following execution of the Acquisition Agreements (or at least one of them) and subject to the Acquisition Agreement(s) becoming unconditional, the Company intends to seek the cancellation of the admission of its Ordinary Shares to the equity shares (shell companies) category of the Official List and to trading on the Main Market of the London Stock Exchange (the **Proposed Cancellation**). At the same

time, the Company intends to seek admission of its Ordinary Shares to trading on AIM, the London Stock Exchange's market for growth companies.

Each of the Proposed Acquisitions outlined above are respectively classified as an initial transaction under the UKLRs. Consequently, the Existing Ordinary Shares were suspended from their listing on the equity shares (shell companies) category of the Official List and from trading on the Main Market of the London Stock Exchange with effect from 7.30 a.m. on 29 September 2025.

If final terms for any of the Proposed Acquisitions outlined above be agreed, the Company will issue an announcement through RIS with further details pursuant to UKLR 13.4.22R and UKLR 13.4.23R. If the Proposed Acquisitions do not complete for any reason, it is expected that the Proposed Cancellation and the Proposed AIM Admission will not proceed, the suspension of the Company's listing on the Official List will be lifted, subject to FCA approval, and trading in the Company's shares on the Main Market of the London Stock Exchange will recommence.

### **3. Aborted Cowes Chiropractic Acquisition**

Following the announcement of the Proposed Training-provider Acquisition, the Company announced on 4 November 2025 that it had entered into on-binding heads of terms, save for exclusivity, due diligence costs and other customary terms, in relation to the proposed acquisition of the entire share capital of Lyfe Health for a consideration of approximately £0.5 million (the **Proposed Cowes Chiropractic Acquisition**).

Subsequently, on 2 February 2026, the Company announced that, following a review of the commercial and financial due diligence materials relating to the Proposed Cowes Chiropractic Acquisition, the Board had concluded that it would not be in the best interests of shareholders to proceed. The Board therefore terminated discussions with immediate effect, and the Company will not pursue the Proposed Cowes Chiropractic Acquisition.

### **4. Capital Reorganisation**

It is proposed that, as part of the Capital Reorganisation, each Existing Ordinary Share be subdivided and redesignated into one New Ordinary Share and one New Deferred Share.

Under English company law, a company is prohibited from issuing shares at a price below their nominal value. Where the nominal value is set at a relatively high level, this restriction can limit the company's ability to issue shares at a price that reflects prevailing market conditions, particularly if the market price falls below the nominal value. A lower nominal value would make it easier for the Company to, amongst other matters, structure and operate employee share option plans and incentive schemes without requiring significant cash expenditures from participants when exercising their options.

The Directors propose to effect the Capital Reorganisation on the following basis:

- (a) each of the Existing Ordinary Shares of £1.00 each in issue as at the Capital Reorganisation Record Date is subdivided into and reclassified as one New Ordinary Share of £0.0001 each and one New Deferred Share of £0.9999 each;
- (b) each New Ordinary Share shall have the same rights and be subject to the same restrictions (other than as to nominal value) as the Existing Ordinary Shares; such rights and restrictions being set out in the New Articles;
- (c) each New Deferred Share shall have the rights and be subject to the restrictions set out in the New Articles (further details of which can be found below); and
- (d) the New Articles are adopted, through the passing of Resolution 4, as the new articles of association of the Company in substitution for, and to the exclusion of, the Company's Existing Articles.

The proposed Capital Reorganisation will necessitate the following amendments to the Company's Existing Articles to set out the rights and restrictions attached to the New Deferred Shares:

(a) the insertion of the following definition into Article 2:

**“Deferred Shares:** means deferred shares of £0.9999 each in the capital of the Company having the rights and being subject to the restrictions set out in Article 190.”

(b) the insertion of the following new Article 190 after Article 189:

**“Deferred Shares**

190

(A) The share capital of the Company is divided into ordinary shares of £0.0001 each and Deferred Shares.

(B) Save as specified to the contrary in this Article 190, the ordinary shares will rank *pari passu* in all respects together as one class and the Deferred Shares will rank *pari passu* in all respects together as one class and will constitute separate classes of share.

(C) The Deferred Shares shall only have those rights set out in this Article 190. Notwithstanding the reference to “shares” in these Articles, such reference shall exclude any reference to Deferred Shares where to include such a reference would not be in compliance with this Article 190. The reference to “member” or “shareholder” shall include a reference to the holder of the Deferred Shares, but only to the extent that such reference would not conflict with the rights granted to the member as provided in this Article 190.

(D) A Deferred Share shall, notwithstanding anything to the contrary which may be specified in these Articles:

(i) not entitle its holder to receive any dividend or other distribution;

(ii) not entitle its holder to receive a share certificate in respect of the relevant shareholding;

(iii) not entitle its holder to receive notice of or to attend (either personally or by proxy) or to speak or to vote (either personally or by proxy) at general meetings of the Company;

(iv) entitle its holder to participate in a distribution or return of the Company's assets on a winding up of the Company (but not otherwise) on the basis of a payment of £1.00 in aggregate for the entire class of Deferred Shares (which payment shall be deemed satisfied by distribution to any one holder of Deferred Shares) and only after payment to the holders of the ordinary shares of an amount equal to the nominal amount paid up on all ordinary shares;

(v) not entitle its holder to any further right of participation in the capital, profits or the assets of the Company; and

(vi) not be transferable or transmittable in any way other than as specified in Article 190(E).

(E) The creation of the Deferred Shares shall be deemed to confer irrevocable authority on the Company at any time thereafter to authorise and instruct the secretary of the Company (or any other person appointed for the purpose by the directors) as agent for the holders of the Deferred Shares and to:

(i) transfer all of the Deferred Shares to the secretary of the Company for an aggregate consideration of £1.00 and to execute all documentation that such person may consider is necessary or desirable in connection with such transfer; and/or

(ii) transfer all of the Deferred Shares to the Company for an aggregate payment of £1.00 in respect of the total number of Deferred Shares being transferred or purchased and to execute all documentation that such person may consider necessary or desirable in connection with such purchase of the Deferred Shares,

in each case without obtaining the sanction or the consent of the holders thereof.

(F) The creation of the Deferred Shares shall be deemed to confer an irrevocable authority on the Company at any time thereafter to, pending any transfer or purchase of Deferred Shares, retain or determine not to issue the certificates for those Deferred Shares.

- (G) *The rights attaching to the Deferred Shares shall not be, or be deemed to be, varied, abrogated or altered by:*
- (i) *the creation or issue of any shares ranking in priority to, or pari passu with, the Deferred Shares;*
  - (ii) *the Company reducing its share capital or share premium account;*
  - (iii) *the cancellation of any Deferred Share without any payment to the holder thereof; or*
  - (iv) *the redemption or purchase of any share, whether a Deferred Share or otherwise,*
  - (v) *nor by the passing by the members of the Company or any class of members of any resolution, whether in connection with any of the foregoing or for any other purpose, and accordingly no consent thereto or sanction thereof by the holders of the Deferred Shares, or any of them, shall be required.*
- (H) *In the event of any conflict or inconsistency between this Article 190 and any other provision of these Articles, this Article 190 shall prevail in respect of any matter relating to the Deferred Shares."*

As mentioned above, the New Ordinary Shares created upon implementation of the Capital Reorganisation will have the same rights as the Existing Ordinary Shares including voting, dividend, return of capital and other rights, save that their nominal value will be £0.0001 per Ordinary Share as opposed to £1.00 per Ordinary Share. The share certificates for the Existing Ordinary Share will remain valid following the Capital Reorganisation and the New Ordinary Shares will have the same ISIN and SEDOL number as the Existing Ordinary Shares.

The Deferred Shares will have the limited rights set out in Article 190 of the New Articles and will not be admitted to trading on the Main Market, AIM or any other exchange.

The New Deferred Shares will carry no voting rights and will not confer any entitlement to attend or speak at general meetings of the Company (either personally or by proxy). Additionally, the New Deferred Shares will carry only a right to participate in any return of capital on a winding up to a total of £1.00, in aggregate, for the entire class of New Deferred Shares (which payment shall be deemed satisfied by distribution to any one holder of New Deferred Shares), but only after holders of New Ordinary Shares have together received the nominal amounts paid up on such shares. The New Deferred Shares will not carry any right to participate in any dividend or other distribution. The Company will be authorised at any time to effect a transfer of the New Deferred Shares without reference to the holders thereof and for an aggregate consideration of £1.00 pursuant to and in accordance with the Act. **Accordingly, the Deferred Shares will, for all practical purposes, be valueless and no share certificates will be issued for the Deferred Shares.**

The New Articles proposed, along with a set highlighting the alterations and comparing the New Articles with the Existing Articles, are enclosed with this document and will be available for inspection by Shareholders at the General Meeting until the conclusion of the General Meeting and on the Company's website at <https://beaconrise.uk/index.php/investors/77-general-meeting>.

In summary, it is proposed, through the passing of Resolutions 1 and 4 at the General Meeting, that each Existing Ordinary Share of £1.00 in the capital of the Company be subdivided and redesignated into one New Ordinary Share and one New Deferred Share. Assuming the Capital Reorganisation is approved at the General Meeting, this will result in 1,550,333 New Ordinary Shares and 1,550,333 New Deferred Shares being in issue immediately following the Capital Reorganisation.

## **5. Allotment and dis-application of pre-emption rights**

As a result of the Capital Reorganisation and given the Company expects to generate the consideration for the Proposed Acquisitions through a combination of equity and debt financing, the Directors are proposing the Allotment Authorities are granted at the General Meeting.

The Allotment Authorities would grant the Directors authority to allot further equity securities wholly for cash in the future up to a certain amount (as stated in Resolutions 2 and 5) which has been calculated by reference to the revised nominal value of the Ordinary Shares of £0.0001 (assuming the Capital Reorganisation Resolutions are passed at the General Meeting), without pre-emption rights applying.

Following the issue of 111,149 new Ordinary Shares on 26 September 2025 (as announced on that day) and 138,851 new Ordinary Shares on 19 January 2026 (as announced on 16 January 2026), the Company has utilised almost all of the authority to disapply pre-emption rights granted to the Directors at the Company's annual general meeting held on 30 May 2025.

Unless previously renewed, varied or revoked by the Company in general meeting, the remaining allotment and disapplication of pre-emption rights authorities granted at the 2025 annual general meeting will expire at the conclusion of the next annual general meeting or 15 months after 30 May 2025, whichever is earlier. The Allotment Authorities proposed to be sought at the General Meeting are in addition to those existing authorities.

## **6. Extension of the period to complete an initial transaction**

Under the Existing Articles, if an initial transaction is not completed by the Company by 24 March 2026, the period for completing such an initial transaction can be extended for a further 12 months with the approval of the public shareholders of the Company. The term public shareholders is defined in UKLR 13.1.4R(2) and means a shareholder who is not a founding shareholder (i.e. a shareholder who founded or established the Company), a shell company sponsor (i.e. someone who provides capital or other finance to support the operating costs of the Company, financial, advisory, consultancy or legal services, facilities or support services or any other material contribution to the establishment and ongoing operation of the Company) or a director.

Each of the Proposed Acquisitions described above is classified as an initial transaction under the UKLRs. Each Proposed Acquisition remains subject to various conditions, including, but not limited to, satisfactory completion of due diligence and negotiation and execution of a final binding acquisition agreement. As at the date of this document, it is uncertain when any of the Proposed Acquisitions will complete and whether such completion will occur by 24 March 2026, and there is no assurance that any of the Proposed Acquisitions will proceed to completion. In light of this, and to allow the Company sufficient time to complete due diligence and finalise negotiations in respect of these transactions, it is proposed, through the passing of Resolution 3 at the General Meeting, that the period for completing an initial transaction is extended by a further 12 months, from 24 March 2026 to 24 March 2027.

## **7. Reduction of general meeting notice period**

As the Company's securities are admitted to trading on the Main Market of the London Stock Exchange, the Company is a traded company for the purposes of section 307A of the Act.

Under section 307A, the Company may convene a general meeting (other than an annual general meeting) on at least 14 clear days' notice, rather than the usual 21 clear days, provided that certain conditions are met. One such condition is that Shareholders have passed a special resolution at the immediately preceding annual general meeting, or at a subsequent general meeting, approving the reduction of the notice period to not less than 14 clear days.

To enable the Company to convene general meetings on shorter notice, it is proposed that Resolution 6 be passed at the General Meeting, authorising the reduction of the notice period for convening a general meeting (other than an annual general meeting) to 14 clear days.

## **8. Admission and suspension in trading**

The Existing Ordinary Shares are admitted to the equity shares (shell companies) category of the Official List and to trading on the Main Market of the London Stock Exchange. As announced by the Company on 29 September 2025, in accordance with UKLR 21.1.4 and 21.3 and as a result of the Proposed Acquisitions, the Existing Ordinary Shares were suspended from their listing on the equity shares (shell companies) category of the Official List and from trading on the Main Market of the London Stock Exchange with effect from 7.30 a.m. on 29 September 2025.

Subject to the Shareholders' approval of the Capital Reorganisation Resolutions, applications will be made for the New Ordinary Shares to be admitted to the equity shares (shell companies) category of the Official List and to trading on the Main Market of the London Stock Exchange. Assuming the Capital Reorganisation

Resolutions are passed at the General Meeting, it is expected that Admission will occur at 8.00 a.m. on 13 March 2026. However, the Ordinary Shares' listing on the equity shares (shell companies) category of the Official List and trading on the Main Market of the London Stock Exchange will remain suspended and consequently dealings in the New Ordinary Shares will not commence on the day of Admission.

## **9. Overseas Shareholders**

It is the responsibility of each Overseas Shareholder and of any person receiving a copy of this document and/or any of the accompanying documents outside the United Kingdom to satisfy themselves as to the full observance of the laws and regulatory requirements of the relevant territory in connection therewith, including obtaining any governmental or other consents which may be required or observing any other formalities required to be observed in such territory. If in doubt, such persons should seek professional advice.

Persons (including, without limitation, nominees and trustees) receiving this document and/or any of the accompanying documents should not distribute or send such document into any Restricted Jurisdiction or any other jurisdiction when to do so would or might contravene local securities laws or regulations. Any person who does forward this document and/or any of the accompanying documents into any such jurisdictions should draw the recipient's attention to the contents of this paragraph 9.

## **10. Taxation**

The comments set out below are based on current UK tax law as applied in England and Wales and HM Revenue & Customs' published practice (which may not be binding on HM Revenue & Customs) at the date of this document, both of which are subject to change, possibly with retrospective effect.

They are intended as a general guide to certain limited aspects of the UK tax treatment of the Capital Reorganisation and, in particular apply only to Shareholders who (a) are the beneficial owners of their Existing Ordinary Shares (b) are resident for tax purposes in the UK (and only in the UK) (c) "split year" treatment does not apply to (d) hold their Existing Ordinary Shares as an investment (other than under a registered pension scheme, an ISA or a Lifetime ISA) (and not as securities to be realised in the course of a trade) and who are the absolute beneficial owners thereof. The summary below does not address all possible tax consequences relating to the Capital Reorganisation. Certain categories of Shareholders, including those carrying on certain financial activities, insurance companies, those who act as dealers in securities, those subject to specific tax regimes or benefitting from certain reliefs and exemptions, those connected with the Company for tax purposes as employees or officers, and those for whom the shares are employment-related securities, may be subject to special rules and this summary does not consider such shareholders. This summary does not constitute tax or legal advice and nothing in these paragraphs should be taken as providing personal tax or legal advice.

**Current or prospective Shareholders who are in any doubt about their tax position or require advice in relation to their specific tax position, or who are resident or otherwise subject to taxation in a jurisdiction outside the UK, should consult their own appropriately qualified independent professional advisers immediately.**

### ***UK taxation of chargeable gains***

For the purposes of UK taxation of chargeable gains, the Capital Reorganisation should be treated as a reorganisation of share capital of the Company. Accordingly, the Capital Reorganisation should not result in a disposal or deemed disposal of any Existing Ordinary Shares held by any Shareholders. Instead, following the Capital Reorganisation, the New Ordinary Shares and the New Deferred Shares should be treated as the same asset as, and having been acquired at the same time and for the same aggregate cost as, the Existing Ordinary Shares from which they derive. On a subsequent disposal of the whole or part of the New Ordinary Shares comprised in the new holding, a Shareholder may, depending on his or her circumstances, be subject to tax on the amount of any chargeable gain realised.

### ***UK Stamp Duty and Stamp Duty Reserve Tax (SDRT)***

No liability to UK stamp duty or UK SDRT should be incurred by a Shareholder as a result of the Capital Reorganisation.

## **11. General Meeting**

**The notice convening the General Meeting to be held at 2.30 p.m. on 12 March 2026 at Sheldon Room, Regus, 6<sup>th</sup> Floor, 2 Kingdom Street, London, W2 6BD is set out in Part II of this document.**

The purpose of the General Meeting is to seek approval of the Resolutions summarised below:

- (a) Resolution 1, which is conditional on Resolution 4 being passed, is proposed as an ordinary resolution to subdivide and redesignate each Existing Ordinary Share of £1.00 each in issue as at the Capital Reorganisation Record Date into (i) one New Ordinary Share of £0.0001 each and (ii) one New Deferred Share of £0.9999 each.
- (b) Resolution 2, which is proposed to be passed as an ordinary resolution and is conditional on Resolutions 1 and 4 being passed, grants the Directors authority to allot shares and grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £103.36 (which amounts to 1,033,600 New Ordinary Shares). The amount represents approximately two-thirds of the Company's issued share capital following the Capital Reorganisation. The authority to be granted by Resolution 2 is in addition to any existing like authority and without prejudice to any allotment of shares or grant of rights to subscribe for, or to convert any security into, shares in the Company already made, offered or agreed to be made pursuant to such existing authority.
- (c) Resolution 3, which is proposed to be passed by the public shareholders of the Company as an ordinary resolution, extends the period for completing an initial transaction by a further 12 months, from 24 March 2026 to 24 March 2027.
- (d) Resolution 4, which is conditional on Resolution 1 being passed, is a special resolution which approves the adoption of the New Articles, with effect from the Capital Reorganisation Record Date, as the articles of association of the Company in substitution for, and to the exclusion of, the Company's Existing Articles.
- (e) Resolution 5, which is conditional on the passing of the Resolutions 1, 2 and 4, is a special resolution to authorise the Directors to allot equity securities pursuant to the authority granted under Resolution 2 on a non pre-emptive basis. Otherwise, than in connection with a rights issue, open offer or other offer of securities pursuant to paragraph 5.1 of Resolution 5, the Directors' power to allot equity securities on a non pre-emptive basis under Resolution 5 is limited to the allotment of equity securities up to an aggregate nominal amount of £31.01 (which amounts to 310,100 New Ordinary Shares). This amount represents approximately 20 per cent. of the Company's issued share capital following the Capital Reorganisation. The authority to be granted by Resolution 5 is in addition to any existing authority and without prejudice to any subsisting like authority.
- (f) Resolution 6, which is a special resolution, allows a general meeting of the Company, other than an annual general meeting, to be called on not less than 14 clear days' notice.

A special resolution requires a majority of not less than 75 per cent. of votes cast by those who vote either in person or by proxy at the General Meeting to be passed. An ordinary resolution requires a majority of more than 50 per cent. of votes cast by those who vote either in person or by proxy at the General Meeting to be passed.

As noted above, Resolution 3 is proposed as an ordinary resolution to be voted on by the Company's public shareholders. Votes cast by Shareholders who are not public shareholders will not be counted when determining the final outcome of Resolution 3.

### ***Action to be taken by Shareholders in respect of the General Meeting***

A Shareholder can vote in respect of their shareholding by attending the General Meeting or by appointing one or more proxies to attend the General Meeting and vote on their behalf.

Whether or not a Shareholder intends to attend the General Meeting and vote in person, they are requested to appoint a proxy (such as the Chairman of the General Meeting) who will be able to vote for them if they are prevented from attending. If a Shareholder appoints a proxy, they may still attend and vote at the General Meeting in person should they decide to do so. If a Shareholder has appointed a proxy but attends the General Meeting in person, their proxy appointment will automatically be terminated.

If a Shareholder wishes their proxy to speak on their behalf at the General Meeting, they will need to appoint their own choice of proxy (not the Chairman of the General Meeting) and give their instructions directly to them.

A Proxy Form to be used in connection with the General Meeting is enclosed with this document when received in hard copy form and is available on the Company's website at <https://beaconrise.uk/index.php/investors/77-general-meeting>. To appoint a proxy using the Proxy Form, a Shareholder must complete and return the signed Proxy Form to Avenir Registrars, the Company's registrars, by post at 5 St John's Lane, Farringdon, London, EC1M 4BH or by email at [proxy@avenir-registrars.co.uk](mailto:proxy@avenir-registrars.co.uk), as soon as possible and in any event so as to be received by Avenir Registrars no later than 2.30 p.m. on 10 March 2026 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

As explained in the notes to the Notice of General Meeting (which are set out in Part II of this document), Shareholders who hold their shares in the Company in uncertificated form (i.e. in CREST) may alternatively use the CREST proxy voting service to appoint a proxy. A CREST proxy appointment or instruction must be received by Avenir Registrars (ID: RA20) by no later than 2.30 p.m. on 10 March 2026 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

Shareholders who hold their shares in the Company in certificated form (i.e. not in CREST) may alternatively appoint a proxy online using the Holder Portal at <https://avenir-registrars.co.uk/our-portals/>. If not already registered to use the Holder Portal, certificated Shareholders will need to create an account. Such Shareholders are requested to contact Avenir Registrars directly via email at [contactus@avenir-registrars.co.uk](mailto:contactus@avenir-registrars.co.uk) to request Holder Portal account creation. A proxy appointment submitted online through the Holder Portal must be received by Avenir Registrars by no later than 2.30 p.m. on 10 March 2026 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

If Shareholders have General Meeting related questions, they are encouraged to submit them no later than seven days prior to the General Meeting, via email to the Company at [info@beaconrise.uk](mailto:info@beaconrise.uk). When submitting a question to the Company, please provide details of your shareholder number or other evidence of entitlement to attend, speak and vote the General Meeting. To the extent that it is appropriate to do so, the Company will endeavour to publish the questions received and the Company's responses on the Company's website, [www.beaconrise.uk](http://www.beaconrise.uk), as soon as practicable after the General Meeting.

## **12. Recommendation**

The Board considers the Proposals and the Resolutions to be in the best interests of Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions as they intend to do in respect of their own interests in Ordinary Shares of, in aggregate, 840,000 Existing Ordinary Shares (representing approximately 54.18 per cent. of the Existing Ordinary Shares as at the date of this document).

Shareholders are reminded that Resolution 3 is proposed as an ordinary resolution to be voted on by the Company's public shareholders (the meaning of this term is explained in paragraph 6 above) and the Directors unanimously recommend that public shareholders vote in favour of Resolution 3 to extend the period by which the Company is required to complete an initial transaction by a further 12 months, from 24 March 2026 to 24 March 2027. If such extension is not granted and an initial transaction is not completed by the Company by 24 March 2026, the Company will be required to cease operations as set out in Article 186 of the Existing Articles (which has been retained in the New Articles).

Yours faithfully

**John Carl Parker**  
Non-Executive Chairman

## PART II

### NOTICE OF GENERAL MEETING

# BEACON RISE HOLDINGS PLC

*(Incorporated and registered in England and Wales with registered no. 13620150)*

**NOTICE IS HEREBY GIVEN THAT** Beacon Rise Holdings PLC (the **Company**) will hold a general meeting (the **General Meeting**) at Sheldon Room, Regus, 6<sup>th</sup> Floor, 2 Kingdom Street, London, W2 6BD on 12 March 2026 at 2.30 p.m. for the purposes of considering and, if thought fit, passing the following resolutions (the **Resolutions**) of which Resolutions 1, 2 and 3 will be proposed as ordinary resolutions and Resolutions 4, 5 and 6 will be proposed as special resolutions.

Unless otherwise specified, the definitions set forth in this document, of which this notice of General Meeting forms a part, shall apply herein.

#### ORDINARY RESOLUTIONS

1. **THAT**, subject to and conditional on the passing of Resolution 4, each Existing Ordinary Share of £1.00 each in the issued share capital of the Company as at the Capital Reorganisation Record Date be sub-divided and redesignated into 1 ordinary share of £0.0001 each (**New Ordinary Share**) and 1 deferred share of £0.9999 each (**New Deferred Share**) and:
  - 1.1 the New Ordinary Shares shall have the same rights and be subject to the same restrictions (other than as to nominal value) as the Existing Ordinary Shares of £1.00 each in the capital of the Company; such rights and restrictions being set out in the Company's new articles of association to be adopted pursuant to Resolution 4; and
  - 1.2 the New Deferred Shares shall have the rights and be subject to the restrictions set out in the Company's new articles of association to be adopted pursuant to Resolution 4.
2. **THAT**, subject to the passing of Resolutions 1 and 4, in accordance with section 551 of the Companies Act 2006 (the **Act**) and in addition to any existing like authority (and without prejudice to any allotment of shares or grant of rights to subscribe for, or to convert any security into, shares in the Company already made, offered or agreed to be made pursuant to such authority), the Company's directors (the **Directors**) are generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**), provided that such authority shall be limited to the allotment of shares and/or grant of Rights with an aggregate nominal value of up to £103.36 (being approximately two-thirds of the Company's issued share capital following the Capital Reorganisation), provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling twelve months from the date of the passing of this Resolution 2, 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 may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution 2 has expired.
3. **THAT**, in accordance with Articles 187 and 188 of the Company's articles of association, the period for completing an initial transaction (such term as defined in the Company's articles of association) be extended by a further 12 months, from 24 March 2026 to 24 March 2027.

#### SPECIAL RESOLUTIONS

4. **THAT**, subject to and conditional on the passing of Resolution 1 and with effect from the Capital Reorganisation Record Date, the draft articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairman, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

5. **THAT**, subject to the passing of Resolutions 1, 2 and 4, in accordance with section 570(1) of the Act and in addition to any existing authority and without prejudice to any subsisting like authority, the Directors be and they are hereby generally empowered to allot equity securities (as defined in section 560 of the Act) wholly for cash pursuant to the general authority conferred by Resolution 2, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
- 5.1 the allotment of equity securities in connection with a rights issue, open offer or other offer of securities in favour of the holders of Ordinary Shares in the Company on the register of members at such record dates as the Directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the holders of Ordinary Shares are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares in the Company held or deemed to be held by them on any such record dates (which shall include the allotment of equity securities to any underwriter in respect of such issue or offer), subject to such limits, exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, record dates or legal, regulatory or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or any other matter whatever; and
- 5.2 the allotment of equity securities, otherwise than in connection with paragraph 5.1 above, up to an aggregate nominal amount of £31.01 (being approximately 20 per cent. of the Company's issued share capital following the Capital Reorganisation),

provided that this authority shall expire on the date falling twelve months from the date of the passing of this Resolution 5, save that the Company may, before such expiry, make an offer or agreement 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 offer or agreement notwithstanding that the power conferred by this Resolution 5 has expired.

6. **THAT**, a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

#### **BY ORDER OF THE BOARD**

**John Carl Parker**  
Chairman  
Beacon Rise Holdings PLC  
17 February 2026

*Registered Office*  
Room 639, 6<sup>th</sup> Floor  
2 Kingdom Street, London, W2 6BD  
United Kingdom

## **Notes to the Notice of General Meeting**

### ***Entitlement to attend and vote***

1. Pursuant to Regulation 41 of the CREST Regulations, only those Shareholders entered on the register of members at 6.00 p.m. on 10 March 2026 (or, in the event of any adjournment, on the register of members 48 hours (excluding any part of the day that is not a working day) prior to the adjourned meeting) shall be entitled to vote at the General Meeting in respect of the number of Ordinary Shares registered in their name at the time.
2. Changes to entries in the register of members after 6.00 p.m. on the date specified above or, in the event that the General Meeting is adjourned, after 48 hours (excluding any part of the day that is not a working day) before the time of any adjourned meeting shall be disregarded in determining the rights of any person to attend or vote at a meeting.

### ***Website giving information regarding the General Meeting***

3. Information regarding the General Meeting is available on the Company's website (in the General Meeting section) at <https://beaconrise.uk/index.php/investors/77-general-meeting>.

### ***Appointment of proxy***

4. If you are a Shareholder who is entitled to attend and vote at the General Meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the General Meeting and you should have received a Proxy Form with this Notice of General Meeting. A proxy does not need to be a Shareholder of the Company but must attend the General Meeting to represent you. A Shareholder can only appoint a proxy using the procedures set out in these notes and the notes to the Proxy Form.
5. A Shareholder may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different Ordinary Share or Ordinary Shares held by that Shareholder. To appoint more than one proxy, a Shareholder may photocopy the Proxy Form received. A Shareholder will need to state clearly on each proxy form the name of the proxy and the number of Ordinary Shares in relation to which the proxy is appointed (which, in aggregate, should not exceed the number of Ordinary Shares held by that Shareholder). Failure to specify the number of Ordinary Shares each proxy appointment relates to or specifying a number of Ordinary Shares in excess of those held by the Shareholder may result in the proxy appointment being invalid. If a Shareholder wishes their proxy to speak on their behalf at the General Meeting, they will need to appoint their own choice of proxy (not the chairman of the General Meeting) and give their instructions directly to them.
6. Appointment of a proxy by a Shareholder does not preclude that Shareholder from attending the General Meeting and voting in person. If a Shareholder has appointed a proxy and attends the General Meeting in person, their proxy appointment will automatically be terminated.

### ***Appointment of proxy by post***

7. The notes to the Proxy Form received with this Notice of General Meeting explain how to direct a proxy to vote on each Resolution.
8. To appoint a proxy using the Proxy Form received, the form must be:
  - (a) completed and signed;
  - (b) sent or delivered to Avenir Registrars, the Company's registrars, at 5 St John's Lane, Farringdon, London, EC1M 4BH; and
  - (c) received by Avenir Registrars no later than 2.30 p.m. on 10 March 2026 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).
9. Any power of attorney or any other authority under which the Proxy Form is signed (or a duly certified copy of such power or authority) must be included with the Proxy Form.

### ***Appointment of proxy by post***

10. As an alternative to completing and returning the hard-copy Proxy Form by post to Avenir Registrars, you can appoint a proxy electronically by emailing a copy of the completed proxy form to Avenir Registrars at proxy@avenir-registrars.co.uk. For an electronic proxy appointment to be valid, your appointment must be received by Avenir Registrars by email no later than 2.30 p.m. on 10 March 2026 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting). Any power of attorney or any other authority under which the proxy form submitted electronically is signed (or a duly certified copy of such power or authority) must be included with the completed proxy form emailed to Avenir Registrars at proxy@avenir-registrars.co.uk.
11. The email address noted in note 10 above should not be used for any other purposes unless expressly stated.

### ***Execution of Proxy Form by a corporation and joint holders***

12. In the case of a Shareholder which is a corporation, the Proxy Form must be executed in any of the following ways: (a) under its common seal; (b) not under its common seal but otherwise in accordance with its articles of association or constitution; or (c) signed on its behalf by a duly authorised officer of the company / corporation or its authorised attorney.
13. Any power of attorney or any other authority under which a Proxy Form is signed (or a duly certified copy of such power or authority) must be included with the Proxy Form sent to Avenir Registrars.
14. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

### ***Appointment of proxies through CREST***

15. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so using the procedure described in the CREST Manual (available 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.
16. 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 & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). 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 Avenir Registrars (ID: RA20) by the latest time(s) for receipt of proxy appointments (that is 2.30 p.m. on 10 March 2026 or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Avenir Registrars is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instruction to proxies appointed through CREST should be communicated to the appointee through other means.
17. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear UK & International Limited 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 their CREST sponsor or voting service provider(s) takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system

by any particular time. In connection with this, 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 ([www.euroclear.com](http://www.euroclear.com)).

18. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the CREST Regulations.

#### ***Appointment of proxies through Holder Portal***

19. Shareholders who hold their Ordinary Shares in the Company in certificated form (i.e not in CREST) may alternatively submit the proxy online using the Holder Portal at <https://avenir-registrars.co.uk/our-portals/>. If not already registered to use the Holder Portal, certificated Shareholders will need to create an account. Such Shareholders are requested to contact Avenir Registrars directly via email at [contactus@avenir-registrars.co.uk](mailto:contactus@avenir-registrars.co.uk) to request Holder Portal account creation. A proxy appointment submitted online through the Holder Portal must be received by Avenir Registrars by no later than 2.30 p.m. on 10 March 2026 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

#### ***Changing proxy instructions***

20. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
21. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Avenir Registrars by email at [contactus@avenir-registrars.co.uk](mailto:contactus@avenir-registrars.co.uk) or via telephone on +44 020 7692 5500. Calls outside the United Kingdom are charged at applicable international rates. Different charges may apply to calls made from mobile telephones. Avenir Registrars' lines are open between 9.00 a.m. – 5.00 p.m., Monday to Friday excluding public holidays in England and Wales.
22. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

#### ***Termination of proxy appointment***

23. A Shareholder may terminate a proxy instruction but to do so they will need to inform Avenir Registrars in writing by either:
  - (a) sending a signed hard-copy notice to Avenir Registrars at 5 St John's Lane, Farringdon, London, EC1M 4BH clearly stating the Shareholder's intention to revoke their proxy appointment; or
  - (b) sending a signed notice clearly stating the Shareholder's intention to revoke their proxy appointment to Avenir Registrars email at [proxy@avenir-registrars.co.uk](mailto:proxy@avenir-registrars.co.uk).

In either case, the revocation notice must be received by Avenir Registrars no later than 2.30 p.m. on 10 March 2026 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting). In the case of a Shareholder which is a company / corporation, the revocation notice must be executed (a) under its common seal; (b) not under its common seal but otherwise in accordance with its articles of association or constitution; or (c) signed on its behalf by a duly authorised officer of the company / corporation or its authorised attorney. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

24. If a Shareholder attempts to revoke their proxy appointment but the revocation is received after the time specified in note 23 above, their original proxy appointment will remain valid unless they attend the General Meeting and vote in person.

### **Corporate representatives**

25. Any corporation which is a Shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a Shareholder provided that they do not do so in relation to the same Ordinary Shares.

### **Issued shares and total voting rights**

26. As at the close of business on 16 February 2026 (being the last practicable date prior to publication of this document), the Company's issued share capital comprised 1,550,333 Ordinary Shares of £1.00 each. Each Ordinary Share carries the right to one vote at a general meeting of the Company and therefore the total number of voting rights in the Company as at the close of business on 16 February 2026 is 1,550,333. As at the date of this document, the Company does not hold any shares in treasury.

### **Voting**

27. Shareholders are requested to vote in advance of the General Meeting either electronically or by completing and returning the enclosed Proxy Form as explained above not later than 2.30 p.m. on 10 March 2026 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting). 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 Resolutions.
28. The results of the General Meeting will be published on the Company's website at <https://beaconrise.uk/index.php/investors/77-general-meeting> and will be announced by the Company following the General Meeting.
29. A special resolution requires a majority of not less than 75 per cent. of votes cast by those who vote either in person or by proxy at the General Meeting to be passed. An ordinary resolution requires a majority of more than 50 per cent. of votes cast by those who vote either in person or by proxy at the General Meeting to be passed.

### **Communication**

30. Shareholders who have general queries about the General Meeting should contact the Company on [info@beaconrise.uk](mailto:info@beaconrise.uk).
31. Avenir Registrars may be contacted by email at [contactus@avenir-registrars.co.uk](mailto:contactus@avenir-registrars.co.uk) or via telephone on +44 020 7692 5500. Calls outside the United Kingdom are charged at applicable international rates. Different charges may apply to calls made from mobile telephones. Avenir Registrars' lines are open between 9.00 a.m. – 5.00 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Avenir Registrar will not be able to provide legal, financial, investment or taxation advice on any matter or arrangement referred to in this document.
32. Any electronic address provided either:
  - (a) in this Notice of General Meeting; or
  - (b) any related documents (including the Proxy Form),

may not be used to communicate with the Company and/or Avenir Registrars for any purposes other than those expressly stated.

