

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised independent financial adviser who specialises in advising on the acquisition of shares and other securities.

If you have recently sold or transferred all of your shares in Kanabo Group Plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

KANABO GROUP PLC

(Incorporated in England and Wales under the Companies Act 2006 with registered number 10485105)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the 2024 Annual General Meeting of Kanabo Group Plc ("**Company**") to be held at 6th Floor, Saddlers House, 44 Gutter Lane, London, EC2V 6BR on Thursday 27 June 2024 at 11:00 am set out on pages 3 to 4 of this document.

The action to be taken by shareholders in respect of the Annual General Meeting, including how shareholders may raise questions in relation to business to be considered at the Annual General Meeting, is set out on pages 5 to 8 of this document.

A form of proxy for use at the Annual General Meeting is enclosed and, to be valid, should be completed and returned in accordance with the instructions printed on the form so as to be received by the Company's Registrar, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD.

CHAIR'S LETTER

KANABO⁺

Dear Shareholder

Annual General Meeting

I am pleased to be writing to you with details of our Annual General Meeting which we are holding at 6th Floor, Saddlers House, 44 Gutter Lane, London, EC2V 6BR on Thursday 27 June 2024 at 11:00 am. The formal notice of Annual General Meeting ("**Notice**") is set out on page 3 to 4 of this document.

Shareholders not intending to attend the Annual General Meeting in person may submit a Form of Proxy (either by completing and returning the hard copy Form of Proxy or, alternatively, appointing a proxy or proxies electronically by registering the proxy with the Registrar at www.sharegateway.co.uk and completing the authentication requirements as set out on the Form of Proxy) in advance of the Annual

General Meeting. In order to ensure that each shareholder's vote counts, the board recommends that shareholders appoint the Chair of the Annual General Meeting as their proxy to vote on their behalf. If you hold your shares in the Company in uncertificated form (that is, in CREST) you may vote using the CREST Proxy Voting service in accordance with the CREST Manual (please also refer to the accompanying notes to the Notice of the Annual General Meeting set out on pages 5-8 of this document).

An explanation of the business to be considered at this year's Annual General Meeting appears on pages 9 to 11 of this document.

Recommendation

The directors of the Company consider that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company. The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings currently amounting to 22.56% per cent of the issued share capital of the Company.

Yours sincerely

Ian Mattioli

Chair

31 May 2024

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (“**Meeting**”) of Kanabo Group Plc (“**Company**”) will be held at 6th Floor, Saddlers House, 44 Gutter Lane, London, EC2V 6BR on Thursday 27 June 2024 at 11:00 am.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 8 will be proposed as Ordinary Resolutions. Resolutions 9 will be proposed as a Special Resolution.

RESOLUTIONS

1. To receive and consider the audited financial statements of the Company for the period ended 31 December 2023 together with the directors’ report and the auditors’ report thereon.
2. To receive and approve the report on directors’ remuneration as set out on pages 41-47 of the Annual Report and Accounts for the period ended 31 December 2023.
3. To approve the re-appointment of MHA MacIntyre Hudson as auditors of the Company, and to authorise the directors to determine the auditors’ remuneration and audit fees.
4. To re-elect Avihu Tamir as a director of the Company.
5. To re-elect David Tsur as a director of the Company.
6. To re-elect Sharon Malka as a director of the Company.
7. To re-elect Ian Mattioli as a director of the Company.
8. **THAT** in accordance with section 551 of the Companies Act 2006 (“**CA 2006**”), the Directors of the Company be generally and unconditionally authorised to allot securities (as defined in section 560 of the CA 2006) (“**Equity Securities**”) to such persons at such times and on such terms and conditions as the Directors may determine, provided that the aggregate of the nominal amount of such Equity Securities that may be allotted under this authority shall not exceed £10,540,465. This authority shall, unless previously renewed, varied or revoked by the Company in general meeting expire at the conclusion of the next Annual General Meeting of the Company to be held or, if earlier, 12 months from the date the Annual General Meeting. The Directors of the Company may, before expiry make an offer or agreement which would or might require Equity Securities to be allotted after such expiry and the Directors of the Company may allot Equity Securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired. This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Equity Securities already made or offered or agreed to be made pursuant to such authorities.
9. **THAT**, subject to the passing of Resolution 8 and in accordance with section 570 of the CA 2006 the Directors of the Company be generally empowered to allot Equity Securities pursuant to the authority conferred by Resolution 8, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- a. be limited to the allotment of Equity Securities in connection with a rights issue or similar offer to or in favour of ordinary shareholders where the Equity Securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of shares held by them on that date provided that the Directors of the Company may make such exclusions or other arrangements to deal with any legal or practical problems under the laws of any territory or the requirement of any regulatory body or any stock exchange or with fractional entitlements as they consider necessary or expedient;
- b. be limited to the allotment (otherwise than pursuant to sub paragraph (a) above) of Equity Securities pursuant to the authority granted under the ordinary Resolution 8 referred to above, up to an aggregate nominal amount of £6,324,279; and
- c. expire at the conclusion of the next Annual General Meeting of the company or, if earlier, 12 months from the date of the Annual General Meeting, unless previously renewed, varied or revoked by the Company in general meeting, save that the company before such expiry may make an offer or enter into any agreement which would or might require Equity Securities to be allotted after such expiry and the Directors of the Company may allot Equity Securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired. All previous authorities under section 571 of the CA 2006 shall cease to have effect at the conclusion of the Annual General Meeting.

By order of the Board

Assaf Vardimon

Company Secretary

Kanabo Group Plc (Company Number 10485105)

31 May 2024

Entitlement to attend and vote

1. All the shareholders registered in the Company's register of members at:

- 11:00 am on Tuesday 25 June 2024; or,
 - if this meeting is adjourned, at 11:00 am on the day two business days prior to the adjourned meeting,
- shall be able to vote at the Annual General Meeting or in advance by submitting a completed Form of Proxy to the Company. 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 meeting.

Website giving information regarding the meeting

2. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at: <https://www.kanabogroup.com/>

Appointment of proxies

3. If you are a shareholder who is entitled to attend and vote at the 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 meeting and you should have received a proxy form with this notice of meeting.

You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

4. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section. Please read the section "Nominated persons" below.

5. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, please contact Neville Registrars Limited at the address shown in note 8 below or by calling 0121 585 1131. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by the shareholder will result in the proxy appointment being invalid.

6. Shareholders can:

- Appoint a proxy or proxies and give proxy instructions by returning the enclosed proxy form by post (see note 8).
- Register their proxy appointment electronically (see note 9).
- If a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 10).

Shareholders will need to appoint a proxy who will be attend the meeting to exercise their voting rights at the meeting.

7. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

Appointment of proxy by post

8. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;

sent or delivered to, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD; and

- received by Neville Registrars Limited no later than 11:00 am on Tuesday 25 June 2024.

In the case of a shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

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.

If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Neville Registrars Limited at the above address or by calling 0121 585 1131.

Appointment of proxies electronically

9. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically with Neville Registrars Limited at www.sharegateway.co.uk and completing the authentication requirements including the personal proxy registration code as shown on the proxy form. For an electronic proxy appointment to be valid, your appointment must be received by Neville Registrars Limited no later than 11:00 am on Tuesday 25 June 2024.

Appointment of proxies through CREST

10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via 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.

For a proxy appointment or instructions 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 & International Limited's (**EUI**) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 Neville Registrars Limited (ID 7RA11) no later 11:00 am on Tuesday 25 June 2024, or, in the event of an adjournment of the meeting, 48 hours (excluding non-working days) before 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 the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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/her CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Appointment of proxy by joint members

11. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).

Changing proxy instructions

12. 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 apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

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 Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD.

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

13. A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by:

- Sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. 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.
- The revocation notice must be received by Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD no later than 11:00 am on Tuesday 25 June 2024.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Corporate representatives

14. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.

Issued shares and total voting rights

15. As at close of business on 30 May 2024, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 632,427,870 ordinary shares of 2.5p 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 close of business on 30 May 2024 was 632,427,870.

The Company's website will include information on the number of shares and voting rights.

Nominated persons

16. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights ("**Nominated Person**"):

- You may have a right under an agreement between you and the shareholder of the Company who has nominated you to have information rights ("**Relevant Shareholder**") to be appointed or to have someone else appointed as a proxy for the meeting.
- If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Shareholder to give instructions to the Relevant Shareholder as to the exercise of voting rights.
- Your main point of contact in terms of your investment in the Company remains the Relevant Shareholder (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

The rights relating to proxies set out in note 4 do not apply directly to nominated persons.

Voting

17. Voting on all resolutions will be conducted by way of a poll rather than on a show of hands.

As soon as practicable following the meeting, the results of the voting will be announced via a regulatory information service and also placed on the Company's website.

Documents on display

18. Copies of the service contracts of the executive directors and the non-executive directors' contracts for services are available for inspection at the Company's registered office during normal business hours and at the place of the meeting from at least 15 minutes prior to the meeting until the end of the meeting.

EXPLANATION OF RESOLUTIONS

An explanation of each of the resolutions is set out below. Resolutions 1 to 8 are proposed as Ordinary Resolutions. This means that for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolution 9 is proposed as a Special Resolution. This means that for this Resolution to be passed, more than seventy five percent of the votes cast must be in favour of the Resolution.

Resolution 1: Annual Report and Accounts

The Directors are required to present to shareholders at the Annual General Meeting the Company's audited accounts and the Directors' and Auditor's reports for the period ended 31 December 2023 ("Annual Report and Accounts for the period ended 31 December 2023"). The accounts, the Directors' report and the Auditor's report on the accounts and on those parts of the Directors' remuneration report that are capable of being audited are contained within the Annual Report and Accounts for the period ended 31 December 2023.

Resolution 2: Approval of report on Directors' remuneration

The CA 2006 requires quoted companies, at each general meeting at which statutory accounts are to be laid, to propose an ordinary resolution approving the Directors' remuneration report for the year (the 'Remuneration Report'). Under Resolution 2 shareholders are asked to approve the content of the Remuneration Report, a copy of which is included in the Report and Accounts at pages 41-47. This vote is advisory in nature and does not affect the actual remuneration paid to any individual Director or require any such amounts to be repaid, reduced or withheld.

Resolution 3: Appointment of Auditor and Auditor's remuneration

The Company is obliged by law to appoint the auditor at each general meeting at which accounts are laid. Resolution 3 proposes that MHA MacIntyre Hudson be reappointed as the Company's Auditor and asks the shareholders to authorise the Directors to determine the remuneration and audit fees for the 2024 financial statements.

Resolutions 4 - 7: Re-election of Directors

The re-election of directors, if approved, will take effect at the conclusion of the meeting. Separate Resolutions are proposed for each of these elections. In order to comply with best practice under provision 4.1 of the QCA Corporate Governance Code 2018, the directors are subject to re-election on an annual basis. Biographical details as at the 30 May 2024 being the latest practicable date before the date of this document), of all the directors standing for election or re-election by shareholders are set out below:

Sharon Malka – Non-Executive Director

Mr Malka brings a wealth of experience to Kanabo, having held senior leadership positions with a number of international healthcare and technology companies. Mr Malka is currently Chief Executive Officer of Dotz Nano Ltd. ("Dotz"), an Australian-based technology company focused on developing, manufacturing and commercialising advanced materials for diagnostics solutions.

In addition to his position at Dotz, Mr Malka has spent the past 16 years at MediWound Limited, a Nasdaq-listed biopharmaceutical company. Mr Malka is a member of MediWound Limited's Board of Directors, and he has previously been MediWound Limited's Chief Financial Officer and Chief Executive Officer. Previously, Sharon held the role of Partner at Variance Economic Consulting Ltd., a financial services consulting boutique focused on international technology companies, and served as a Senior Manager position for PwC Corporate Finance.

Mr Malka is a qualified accountant and holds a B.Sc. in Business Administration from the Business Management College in Israel and an M.B.A. from Bar Ilan University, Israel.

Ian Mattioli – Chair, Non-Executive Director

Mr Mattioli brings considerable financial services, wealth management, property and capital markets experience to the Group. Mr Mattioli co-founded the wealth management group, Mattioli Woods PLC (“Mattioli Woods”), in 1991 and has held the role of CEO since Mattioli Woods was admitted to AIM in 2005. He is responsible for the vision and operational management of the Group. Mattioli Woods is one of the UK’s leading consultancies in the provision of pensions and wealth management services for controlling directors, professional persons, owner-managed businesses, and small-to-medium-sized PLCs.

Mr Mattioli has received many accolades for his business acumen, including being awarded the London Stock Exchange AIM Entrepreneur of the Year award and CEO of the Year in the 2018 City of London Wealth Management Awards. Ian Mattioli was awarded an MBE for services to business and the community in Leicestershire in the Queen’s 2017 Honours List. In 2022, the University of Leicester awarded Mr Mattioli an honorary degree (Doctor of Laws).

Mr Mattioli is currently Chief Executive Officer of Mattioli Woods Plc, and Non-Executive Director of Custodian Property Income REIT Plc.

Avihu Tamir - Chief Executive Officer, Executive Director

Mr. Tamir is a cannabis entrepreneur with over five years of hands-on experience in multiple cannabis ventures and vast experience in consulting for international cannabis projects. Mr. Tamir began his career and built his reputation as a senior strategy consultant at Accenture. He is also the founder of Teva Nature, the leading vaporiser company in Israel.

Mr. Tamir founded Kanabo Research in 2017 and since then has served as CEO of the company. His expertise includes biotechnology, new agriculture and agro-tech, and other breakthrough technologies in the dynamic field of medical cannabis.

Mr. Tamir holds a B.A. in Finance and Risk Management (Magna Cum Laude), and a M.A. in Political Science (Magna Cum Laude) from the IDC Herzliya.

David Tsur – Deputy Chair, Non-Executive Director

Mr. Tsur is the co-founder of Kamada Ltd, a public company listed on both NASDAQ and the Tel-Aviv Stock Exchange. He served as its Chief Executive Officer and on its board of directors from the company’s inception in 1990 until July 2015. Mr. Tsur served as a Board member and Chair of Collplant listed on the NASDAQ.

Prior to co-founding Kamada, Mr. Tsur was the Chief Executive Officer of Arad Systems and RAD Chemicals Inc. He has also held various positions in the Israeli Economic Ministry (formerly named the Ministry of Industry and Trade), including Chief Economist and Commercial Attaché in Argentina and Iran.

Mr. Tsur holds a BA degree in Economics and International Relations and an MBA in Business Management from the Hebrew University of Jerusalem.

Resolution 8 – Authority of the Directors to issue and allot new shares

The purpose of Resolution 8 is to renew the Directors' authority to allot shares. If Resolution 8 is passed, the Directors will have authority to allot shares in the capital of the Company (and other relevant securities) up to an aggregate nominal amount of £10,540,465 which is approximately 66% (sixty six per cent) of the Company's issued ordinary share capital as at 30 May 2024, being the latest practicable date before the date of this document.

The Directors expect to only exercise this authority after careful consideration of all the options available and if they consider such exercise to be in the best interests of the Company and its shareholders taken as a whole. This authority will, if granted, expire at the conclusion of the Annual General Meeting of the Company to be held in 2025 or, if earlier, at the close of business on the day that is 12 months from the date of this Annual General Meeting, unless such authority is renewed prior to this time. The Company held no shares in treasury as at 30 May 2024, being the latest practicable date before the date of this document.

Resolution 9 – Disapplication of statutory pre-emption rights

If the Directors wish to exercise the authority under Resolution 8 to offer shares, or grant rights to subscribe for, or convert securities into shares, it may, in certain circumstances, be in the best interests of the Company to allot new shares (or to grant rights to subscribe for, or convert securities into, shares) for cash or to sell treasury shares for cash without first offering them to existing shareholders in proportion to their holdings. Resolution 9 asks shareholders to grant this limited waiver.

Resolution 9 would, if passed, authorise the Directors to do this by allowing the Directors to allot ordinary shares for cash or sell treasury shares for cash:

- in favour of existing shareholders in proportion to their shareholdings (subject to certain exclusions); or
- otherwise up to an aggregate nominal value of £6,324,279 which is equivalent to approximately 40% (forty per cent) of the issued Ordinary Share capital of the Company on 30 May 2024, being the latest practicable date before the date of this document.

The Directors expect only to exercise this authority after careful consideration of all the options available and if they consider such exercise to be in the best interests of the Company and its shareholders taken as a whole. In particular, the Directors would only allot shares for cash on a non-pre-emptive basis in order to facilitate the Company's overall strategy.

These authorities, if granted, will each expire at the conclusion of the Annual General Meeting of the Company to be held in 2025 or, if earlier, at the close of business on 26 June 2025 unless such authority is renewed prior to this time.