

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from your stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Summit Properties Limited (the "**Company**"), please forward this document, together with the accompanying documents, 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.

**NOTICE OF ANNUAL GENERAL MEETING**

Notice of the annual general meeting to be held on 30 November 2023 at 10:30 a.m. GMT at 1<sup>st</sup> Floor, Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey, GY1 1EW is set out on page 4 of this document.

Shareholders should register their Proxy Vote either online at [www.signalshares.com](http://www.signalshares.com) or through CREST as outlined in the Notes to the Notice of Annual General Meeting as soon as possible, but in any event no later than 48 hours before the time fixed for the Meeting. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.

## Summit Properties Limited

Directors:

Zohar Levy  
Itay Barlev  
Quentin Spicer  
Christopher Le Page  
Selwyn Jones

8 November 2023

Registered Office:

1<sup>st</sup> and 2<sup>nd</sup> Floors  
Elizabeth House  
Les Ruettes Brayes  
St Peter Port  
Guernsey  
GY1 1EW

Dear Shareholder,

### **Notice of Annual General Meeting of Summit Properties Limited (the "Company")**

I am writing to inform you that the annual general meeting ("**AGM**") of the Company will be held at 10:30 a.m. GMT on 30 November 2023 at 1<sup>st</sup> Floor, Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey, GY1 1EW.

The formal notice and agenda of the AGM and the resolutions to be proposed are set out on page 4 of this document. Further information on the business to be conducted at the AGM and the resolutions to be proposed is set out below.

### **Ordinary Resolutions**

#### Resolution 1 (Financial Statements)

The Directors of the Company (the "**Directors**") are required by the Companies (Guernsey) Law, 2008 (as amended) (the "**Law**") to present each year the Company's most recent financial statements and the Directors' and auditors' reports on those financial statements to the Company at its annual general meeting.

Resolution 1 will, therefore, propose that the report of the Annual Report and Consolidated Financial Statements for the year ended 31 December 2022 (the "**Financial Statements**") be received.

The Financial Statements are available on the Company's website at [www.summit-properties.com/investors.html](http://www.summit-properties.com/investors.html) (reports, circulars and announcements).

#### Resolution 2 (Appointment of Auditors)

The Company is required to appoint auditors for each of its financial years.

Resolution 2 will, therefore, propose the appointment of a Deloitte Global Network firm as auditors and authorise the Directors to fix their remuneration until the conclusion of the next AGM.

#### Resolutions 3 (Re-election of Directors)

The Articles of Incorporation of the Company (the "**Articles**") (article 22.3) require that at each annual general meeting of the Company (subject to article 22.1):

- i) any Director who has been appointed by the Board since the last annual general meeting; or
- ii) any Director who held office at the time of two preceding annual general meetings and who did not retire at either of them;
- iii) any Director who has held office with the Company, other than employment or executive office, for a continuous period of nine years or more at the date of the meeting; and
- iv) such further Directors (if any) shall retire by rotation as would bring the number of retiring by rotation up to one-third of the number of Directors in office at the date of the notice of the meeting (or, if their number is not a multiple of three, the number nearest to but not greater than one-third);

shall retire or by rotation (as the case may be) from office and may offer himself for election or re-election by the Members.

The existing Articles of Incorporation of the Company are available on the Company's website at [www.summit-properties.com/investors.html](http://www.summit-properties.com/investors.html) (constitutional documents).

Notwithstanding the above, the Board have resolved to put all directors forward for re-election.

Resolution 3, will therefore, propose the re-election of the following Directors:

- Christopher Le Page, Non-executive Director
- Quentin Spicer, Non-executive Director
- Selwyn Jones, Non-executive Director
- Itay Barlev, Finance Director
- Zohar Levy, Managing Director

The roles, responsibilities and terms of appointment of each of the Directors of the Company are available on the Company's website at [www.summit-properties.com/company.html](http://www.summit-properties.com/company.html) (Board of Directors).

#### Resolution 4 (Issuance of shares):

The purpose of resolution 4 is to authorise the Directors of the Company to exercise all powers of the Company to allot and issue, grant rights to subscribe for, or to convert any securities into, shares in the capital of the Company in accordance with Article 4.4 of the Articles such authorities to expire at the end of the annual general meeting of the Company to be held in 2024 or, if earlier, at the close of business on the date falling 15 months from the date of passing of this resolution (unless previously renewed, revoked or varied by the Company by ordinary resolution).

### **Extraordinary Resolutions**

#### Resolution 5 (Disapplication of Pre-Emption Rights)

In certain circumstances, it may be in the best interests of the Company to allot shares (or to grant rights over shares) for cash without first offering them to existing shareholders in proportion to their holdings. The purpose of resolution 5 is to grant the power to the Directors to allot ordinary shares (or sell treasury shares) for cash without first offering such ordinary shares pro-rata to existing shareholders in accordance with the rights of pre-emption set out in the Company's articles of incorporation. This would provide the Directors with a degree of flexibility to act in the best interests of the Company so that (i) the Company can follow normal practice in the event of a rights issue, open offer or other offer of securities in favor of the existing shareholders in proportion to their shareholdings, and (ii) shares may be issued for cash to persons other than existing shareholders.

This is a general disapplication of the rights of pre-emption in respect of 32,172,237 Ordinary Shares representing approximately 10% of the current issued share capital of the Company (excluding treasury shares). If granted, this authority will expire on the conclusion of the next annual general meeting of the Company or, if earlier, 15 months after the resolution is passed. The Directors have no present intention of exercising this authority.

### **Action to be Taken**

Shareholders should register their Proxy Vote either online at [www.signalshares.com](http://www.signalshares.com) or through CREST as outlined in the Notes to the Notice of Annual General Meeting as soon as possible, but in any event no later than 48 hours before the time fixed for the Meeting. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.

### **Recommendation**

The Directors consider that all the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommend shareholders to vote in favour of all the resolutions, as they intend to do in respect of their own beneficial holdings.

Yours sincerely,

Quentin Spicer  
Non-executive Director

**Summit Properties Limited**  
**Notice of Annual General Meeting**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Summit Properties Limited (the "**Company**") will be held at 1<sup>st</sup> Floors, Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey, GY1 1EW at 10:30 a.m. GMT on 30 November 2023 for the following purposes:

**Ordinary Resolutions**

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. That the Annual Report and Consolidated Financial Statements for the year ended 31 December 2022 be received.
2. That a Deloitte Global Network firm be appointed as auditors of the Company for the ensuing year and the Directors be authorised to determine their remuneration.
3. That Zohar Levy, Itay Barlev, Christopher Le Page, Quentin Spicer and Selwyn Jones who, being eligible, offers themselves for re-appointment as directors of the Company, be re-elected.
4. That the Directors of the Company be and are hereby authorised to exercise all powers of the Company to allot and issue, grant rights to subscribe for, or to convert any securities into, shares (together "**Equity Securities**") in the capital of the Company in accordance with Article 4.4 of the Articles of Incorporation of the Company (the "**Articles**") such authorities to expire at the end of the AGM of the Company to be held in 2024 or, if earlier, at the close of business on the date falling 15 months from the date of passing of this Resolution (unless previously renewed, revoked or varied by the Company by ordinary resolution), but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require Equity Securities to be issued or granted after the authority given to the Directors of the Company pursuant to this Resolution ends and the Directors of the Company may issue or grant Equity Securities under any such offer or agreement as if the authority given to the Directors of the Company pursuant to this Resolution had not ended. This Resolution revokes and replaces all unexercised authorities previously granted to the Directors of the Company to issue or grant Equity Securities but without prejudice to any issue of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

**Extraordinary Resolutions**

To consider and, if thought fit, pass the following resolutions as extraordinary resolutions:

5. That, if Resolution 4 (being the proposed ordinary resolution of the Company numbered 4 in this notice of AGM) is passed, the Directors of the Company be and they are hereby authorised to exercise all powers of the Company to issue or grant Equity Securities in the capital of the Company pursuant to the issue or grant referred to in Resolution 4 as if the pre-emption rights contained in Article 6.2 of the Articles did not apply to such issue or grant provided that:
  - (A) the maximum aggregate number of Equity Securities that may be issued or granted under this authority is 32,172,237 (being approximately 10% of the current issued share capital of the Company (excluding treasury shares); and,
  - (B) the authority hereby conferred shall expire at the end of the AGM of the Company to be held in 2024 or, if earlier, at the close of business on the date falling 15 months from the date of the passing of this Resolution (unless previously renewed, revoked or varied by the Company by extraordinary resolution) save that the Company may before such expiry make an offer or agreement which would or might require Equity Securities to be issued or granted after such expiry and the Directors may issue or grant Equity Securities in pursuance of such an offer or agreement as if the authority conferred by the above resolution had not expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors of the Company to issue or grant Equity Securities in the capital of the Company as if the pre-emption rights contained in Article 6.2 of the Articles did not apply to such issue or grant but without prejudice to any issue of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

By order of the Board  
Carey Commercial Limited  
Company Secretary  
8 November 2023

## Summit Properties Limited

### Notes to the AGM Notice and Proxy

1. A Shareholder who is unable or does not wish to attend and vote at the Annual General Meeting (the "AGM") is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend and speak and vote on his/her behalf at the meeting. A proxy need not be a Shareholder.
2. A Shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. To do this, that Shareholder can log on to [www.signalshares.com](http://www.signalshares.com) and complete the online instructions. Alternatively, shareholders can request a Proxy Form from Link Group as set out below at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. A Shareholder appointing more than one proxy should indicate the number of shares for which each proxy is authorised to act on his or her behalf.
3. You can vote either:
  - by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions;
  - You may request a hard copy form of proxy directly from the registrars, Link Group, by email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales; and,
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 10:30 a.m. GMT on 28 November 2023.
4. To be valid any Proxy vote must be received to Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, not less than 48 hours before the time appointed for holding the AGM.
5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those Shareholders registered in the register of members of the Company at close of business on 28 November 2023 shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time. If the meeting is adjourned, the Company specifies that only Shareholders entered on the Company's register of members not later than 48 hours before the time fixed for the adjourned meeting shall be entitled to attend and vote at the meeting.
6. In the case of a Shareholder which is a company, the Proxy Form must be executed either (i) under its common seal or (ii) signed on its behalf by a duly authorised officer, representative or attorney of the company, whose capacity should be stated.
7. Any power of attorney or any other authority under which the Proxy Form is signed (or a duly certified copy of such authority) must be included with the Proxy Form.
8. A 'Vote withheld' is not a vote in law, which means that the vote will not be counted in the proportion of votes 'For' and 'Against' the Resolution. A Shareholder who does not give any voting instructions in relation to a Resolution should note that his/her proxy will have authority to vote or to withhold a vote on that Resolution as he/she thinks fit. A proxy will also have authority to vote or to withhold a vote on any other business (including amendments to resolutions) which properly comes before the AGM as he/she thinks fit.
9. The return of a completed Proxy Form or vote, will not prevent a Shareholder attending the AGM and voting in person if he/she wishes to do so.
10. 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).

11. 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.
12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
13. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a '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. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 10:30 a.m. GMT on 28 November 2023. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
14. 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 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 CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. 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.
15. Copies of the terms and conditions of appointment of the Company's non-executive directors will be available for inspection to any person attending the AGM 15 minutes before the start of the AGM until the conclusion of the AGM.
16. As at 7 November 2023 (the latest practicable date prior to the publication of this document) the Company's issued share capital consisted of 321,722,372 Ordinary Shares of no par value, all carrying one vote each (none of which were held as treasury shares).

**Any member wishing to attend the Meeting in person is kindly requested to inform the Company Secretary of your attendance by email to or by telephone on +44 (0) 1481 700 300.**



