

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION TO TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER APPROPRIATE INDEPENDENT PROFESSIONAL ADVISOR AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 (AS AMENDED) WHO SPECIALISES IN ADVISING IN CONNECTION WITH SHARES AND OTHER SECURITIES. IF YOU ARE OUTSIDE THE UK, YOU SHOULD IMMEDIATELY CONSULT AN APPROPRIATELY AUTHORISED INDEPENDENT FINANCIAL ADVISER.

If you have recently sold or transferred all of your shares in Love Hemp Group Plc (AQSE:LIFE) (the “**Company**”), please send this document as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer, so they can pass this document to the person who now holds the shares.

LOVE HEMP GROUP PLC

(incorporated in England and Wales under the Companies Act 2006 with registered number 11797850)

Notice of a General Meeting

requisitioned pursuant to section 303 of the Companies Act 2006

to be held at

Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW

on

1 April 2022 at 11:00 am

**THE BOARD RECOMMENDS THAT SHAREHOLDERS VOTE AGAINST ALL OF THE RESOLUTIONS
AT THE GENERAL MEETING**

The formal Notice of the General Meeting of the Company which has been convened for **11:00** am on **1 April 2022** (the “**General Meeting**”), is set out on page 11 of this document. All references to time in this document shall be to the relevant time in the United Kingdom.

HOW TO VOTE

Please register your proxy vote by completing and signing the form of proxy accompanying this Notice (the “Form of Proxy”) in accordance with the instructions set out thereon and returning the Form of Proxy to Share Registrars Limited, by email to voting@shareregistrars.uk.com, by post or by hand (during normal business hours and by appointment only) at the following address: 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, as soon as possible, but in any event so as to be received by no later than 48 hours (excluding non-Business Days) before the appointed time for the General Meeting (being 11:00 am on 30 March 2022). Unless the Form of Proxy is returned by the relevant time specified in the foregoing sentence, or in the event that the General Meeting is adjourned, not later than 48 hours (excluding non-Business Days) before the time fixed for the holding of the adjourned meeting, they will be invalid.

Shareholders who hold their shares through CREST and who wish to appoint a proxy for the General Meeting, or any adjournment(s) thereof may do so by using the CREST proxy voting service in accordance with the procedures set out in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to that CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Proxies submitted via CREST must be received by the Registrar by no later than 48 hours (excluding non-Business Days) before the appointed time for the General Meeting (being 11:00 am on 30 March 2022).

EXECUTIVE SUMMARY

Why have I received this Notice?

The Board is required to call a general meeting of the Company following a Requisition Notice received from Pershing Nominees Limited (account SHCLT), a Shareholder holding 79,505,999 ordinary shares in the Company, constituting around 6.63% of the Company's issued share capital and the voting rights in the Company as at the date of the Requisition Notice.

The General Meeting will be held at 11:00 am on 1 April 2022 at Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW.

What is the meeting about?

The General Meeting is required to consider the following resolutions proposed by Pershing Nominees Limited:

1. THAT Andrew Male be removed from office as Chairman of the Company with immediate effect pursuant to section 168 of the Act;
2. THAT salaries of all directors and any board members be reduced by 75% and benchmarked against similar companies to the Company;
3. THAT a strategic review of the Company be undertaken and that the Company to be put up for sale or a search is launched for a strategic partner;
4. THAT a review of recent financial history of the Company be conducted to determine use of capital of the Company to ensure that it has been used correctly and: (i) that transactions and contracts that the Company has entered, have been at arm's length and for value, with all conflicts of interest properly declared; (ii) that all salaries and payments relating to the Board, related companies and family members are fully disclosed; and (iii) that all expenses are justified; and
5. THAT the Company be operated such that it becomes self-sufficient based on its current income. All marketing spend to be halted,

(together, the "**Resolutions**").

What is the Board recommending?

The Board unanimously recommends that Shareholders **VOTE AGAINST** all of the Resolutions.

Why should I vote against the Resolutions?

Resolution 1 - The current Board composition allows for the continued building of a robust and successful Company that creates significant value for the benefit of all Shareholders. Andrew Male has demonstrated his value to the Company and was re-elected as a director by Shareholders at the recent annual general meeting of the Company held on 31 December 2021, with 74% of shareholders voting in favour of Andrew Male being reappointed as a director.

Resolution 2 – As recently as 4 February 2022, both Andrew Male and Tony Calamita elected to accept their remuneration in ordinary shares of the Company until 30 June 2022, or until such time as the Board determines appropriate.

Resolution 3 – The Board, alongside the day-to-day development of the Company and its brand, is focusing its efforts on listing the Company on the Main Market. The Directors believe that the Company, being a company with the largest reported revenue in the last financial year amongst its competitors, is a company that many others in the industry look to as a potential acquirer and not one to be acquired.

Resolution 4 - If this Resolution was to be passed, an independent forensic investigation would create a significant distraction for the Company and impair its ability to deliver on operations and plan its strategic development (including potential delays to the Company's proposed listing on the Main Market). The Company's accounts are already audited each year by an independent, reputable and well-recognised audit firm.

Resolution 5 - The Company had already commenced a strategic objective of establishing and demonstrating a move to becoming cash-flow positive, working with the marketing investments and realising the opportunities the Company had secured as a result of its initiatives.

How will the General Meeting be held?

The General Meeting will be held as an open meeting.

How do I vote?

You can vote on all Resolutions in advance of the General Meeting by registering your proxy vote. Please register your proxy vote by completing and signing the Form of Proxy accompanying this Notice in accordance with the instructions set out thereon and returning the Form of Proxy to Share Registrars Limited, by email to voting@shareregistrars.uk.com, by post or by hand (during normal business hours and by appointment only) at the following address: 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, as soon as possible, but in any event so as to be received by no later than 48 hours (excluding non-Business Days) before the appointed time for the General Meeting (being 11:00 am on 30 March 2022).

Shareholders who hold their shares through CREST and who wish to appoint a proxy for the General Meeting, or any adjournment(s) thereof may do so by using the CREST proxy voting service in accordance with the procedures set out in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to that CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Proxies submitted via CREST must be received by the Registrar by no later than 48 hours (excluding non-Business Days) before the appointed time for the relevant meeting (being 11:00 am on 30 March 2022).

How can I ask questions?

Questions should be submitted in writing to james@westendcorporate.com by 11:00 am on 30 March 2022.

What is the timetable?

| | |
|--|---------------------------|
| Date of Receipt of Requisition Notice | 11 February 2022 |
| Date of this Notice | 4 March 2022 |
| Latest time and date for submission of questions | 11:00 am on 30 March 2022 |

Latest time and date for
receipt of proxy forms

11:00 am on
30 March 2022

Time and date of
requisitioned General Meeting

11:00 am on
1 April 2022

FROM THE CHIEF EXECUTIVE OFFICER

LOVE HEMP GROUP PLC

(Incorporated in England and Wales with registered no. 11797850)

Registered office: Suite 1, 15 Ingestre Place, London, United Kingdom, W1F 0DU

4 March 2022

Dear Shareholder,

Notice of requisitioned General Meeting

On 11 February 2022, the Board of Love Hemp Group PLC (the “**Company**”) received a Requisition Notice from Pershing Nominees Limited (account SHCLT) to convene a General Meeting of the Company for the purpose of considering a series of resolutions.

As a matter of company law, and in particular in accordance with the provisions of section 303 of the Act, the Board is required to convene a General Meeting following the receipt of requisition notices from shareholders holding at least 5% of the Company’s issued share capital.

In the Requisition Notice, Pershing Nominees Limited (account SHCLT) disclosed that it was the holder of 79,505,999 ordinary shares in the Company, representing approximately 6.63% of the total voting rights of all members of the Company as at the date of the Requisition Notice. It is a requirement (under section 304 of the Act) that the Board calls a General Meeting within 21 days of the date of the Requisition Notice. The formal Notice of the General Meeting is set out on page 11 of this document.

The Requisition Notice includes the following resolutions to be considered and, if thought fit, approved at the General Meeting as ordinary resolutions:

1. THAT Andrew Male be removed from office as chairman of the Company with immediate effect pursuant to section 168 of the Act;
2. THAT salaries of all directors and any board members be reduced by 75% and benchmarked against similar companies to the Company;
3. THAT a strategic review of the Company be undertaken and that the Company to be put up for sale or a search is launched for a strategic partner;
4. THAT a review of recent financial history of the Company be conducted to determine use of capital of the Company to ensure that it has been used correctly and: (i) that transactions and contracts that the Company has entered, have been at arm’s length and for value, with all conflicts of interest properly declared; (ii) that all salaries and payments relating to the Board, related companies and family members are fully disclosed; and (iii) that all expenses are justified; and
5. THAT the Company be operated such that it becomes self-sufficient based on its current income. All marketing spend to be halted.

The purpose of this letter is to explain the impact that the actions of Pershing Nominees Limited will have on the Company, why the Board strongly recommends that you **VOTE AGAINST** all Resolutions, and the action you need to take to vote.

Pershing Nominees Limited has not provided a statement to be circulated with this Notice (“**Statement**”) outlining its position or explaining why the Resolutions have been proposed. Nevertheless, in the event that any such Statement is received the Company will comply with its obligation to circulate such Statement in accordance with the Act. **Any such Statement and its contents will be reproduced as received and the Board will take no steps to verify its accuracy and will not in any way endorse the Statement or the statements or views contained in it.**

Save for Resolution 1, the recommendations set out below have been given by all members of the Board. The Board has determined that Andrew Male is conflicted with respect to the Resolution 1 and, therefore, the recommendation in respect of Resolution 1 is not given or approved by him.

Resolution 1 - Removal of Andrew Male from office as Chairman of the Company

The current Board composition is well-balanced and allows for the continued building of a robust and successful Company that creates significant value for the benefit of all Shareholders. The current Board brings:

1. skills and a strong level of expertise as regards financing, marketing, capital markets, as well as corporate governance areas;
2. skills and a strong level of experience within brand building, market awareness and business and corporate expansion;
3. a strong level of experience across the CBD and consumer goods space;
4. a clear strategy to unlock the full potential of the Company's products;
5. established relationships in the CBD industry; and
6. continuity with the operations team at a critical time of expansion of the Company and uplisting to the Main Market.

The Board under the guidance of its chairman Andrew Male has adopted an ongoing review process and is applying best practices approach as the Company seeks its uplisting to the Main Market. As a result of this review process, Graham Mullis and Garry Cook have been appointed as directors of the Company on 14 February 2022.

In the last 18 months and under the guidance of Andrew Male as chairman, the Company has delivered the following:

1. building a strong and recognisable brand in the UK;
2. capitalising of debt to equity of approximately £5.0m;
3. establishing additional banking and brokering relationships;
4. securing first non-paid research note on the Company within the industry in the UK;
5. raising of in excess of £12m to fund marketing investments, initiatives and business expansion;
6. securing a 5-year, category exclusive marketing and licensing relationships with the UFC;
7. securing a 3-year, sponsorship and endorsement relationship with Anthony Joshua as well as securing Anthony Joshua as a key shareholder in the Company;
8. securing partnership with Togetherall, a 24/7 online mental health and wellbeing support service available to anyone who has purchased a product through the Company;
9. evolving and growing the Board with the addition of new members with considerable experience in the business growth, marketing, branding, governance and financial access;
10. expanding the business to new facilities which provides a number of long-term cost saving benefits;
11. continuing building of the management team and growth of the business operations;
12. selling the Company's products via the Company's own e-commerce channels, major online retailers including Amazon, Ocado, eBay and Deliveroo as well as high street stores including Boots and Holland & Barrett;
13. continuing business expansion with a 60% growth in revenue, 106% growth in customer accounts and 244% growth in physical units sold in FY 2021; and

14. initiating a move to the Main Market of the LSE.

The Board, managed by Andrew Male, has been instrumental in taking Love Hemp from a small start-up to a company which is ready to be listed on the Main Market. The expertise offered by the Board and management team along with the Company's advisors have been invaluable as the Board believes that Love Hemp has become one of the most successful and trusted CBD brands in the UK with strong international aspirations.

In light of the background provided above, the Board believes that it should be led by a chairman selected by the Board. Andrew Male has demonstrated his competency, skills, commitment and his value to the Company. He was the architect of the corporate activities of the Company's group over the past 18 months including the structuring of the Company as well as successful fundraisings. At the annual general meeting of the Company which took place on 31 December 2021, Pershing Nominees Limited voted against Andrew Male's re-appointment but 74% of shareholders of the Company voted in favour. Therefore, Andrew Male was re-elected as a director by the Company's shareholders as recently as 31 December 2021.

Resolution 2 – Reduction of the salaries of all directors of the Company by 75%

As announced by the Company on 4 February 2022, both Andrew Male and Tony Calamita elected to accept their remuneration in ordinary shares of the Company until 30 June 2022, or until such time as the Board determines appropriate.

Mr Male and Mr Calamita took on this objective in an effort to assist and streamline some of the heavy costs the Company has incurred as a result of the recent business expansion. Certain managers of the Company also agreed to accept their remuneration in ordinary shares of the Company following Mr Male and Mr Calamita's lead.

This, therefore, demonstrates the Board's, more specifically Mr Male and Mr Calamita's, confidence in the future performance of the Company.

Resolution 3 – To undertake a strategic review of the Company and to put the Company up for sale or search a strategic partner

As the Shareholders are aware, alongside the day-to-day development of the Company and its brand, the Board is focusing its efforts on listing the Company on the Main Market. This Board believes that this would raise the Company's profile which would in turn increase demand for the Company's shares and improve the liquidity. This would also improve the Company's supplier and customer confidence strengthening the Company's standing in the marketplace.

The Directors believe that the Company being (i) one of the largest CBD companies in Europe and the UK whose shares are admitted to trading on a stock exchange; and (ii) which has reported the largest revenue in the last financial year amongst its competitors, is a company that many others in the industry look to as a potential acquirer and not one to be acquired. This has resulted in many opportunities for the Company to consider business expansion and consolidation. The Board and management have worked diligently to establish such position.

Resolution 4 - Review recent financial history of the Company

If this Resolution was to be passed, an independent forensic investigation would create a significant distraction for the Company and impair its ability to deliver on operations and plan its strategic development (including potential delays to the Company's proposed listing on the Main Market). The Company's accounts are already audited each year by PKF Littlejohn LLP, one of the top audit firms in the UK.

The Board sought a professional opinion in respect of this Resolution and the Board is of the view that the requests made in this Resolution are very broad and subjective and would be difficult for auditors to opine on. For example, requiring confirmation that all transactions and contracts entered into by the Company have been at arm's length "and for value" would be difficult to opine on as decisions made by the Board may turn out to add value or not, as all business decisions do. Assessing the value at the time of the decision would not be practical. All the auditors would be able to do is opine on the "arm's length" and

“disclosure” aspects. Whether the transactions and contracts “*add value*” would be down to subjective interpretation and is not something that professional opinion would comment on. In addition, the request that “*all expenses are justified*” is very subjective as the auditors would only be able to provide links back to agreements and salaries but opining on justification of expenses would be down to interpretation.

Therefore, the investigation specified in the Requisition Notice is unnecessary and would be very costly for a growth company. Initial price indications received in line with the scope of work set out in the Requisition Notice are in the region of £75,000 to £95,000 (plus VAT), on the basis of a review period being 30 January 2019 (the date of incorporation of the Company) to 30 June 2020 (audited), the year ended 30 June 2021 (audited) and the period ended 28 February 2022 (unaudited). Such a cost would have a material impact on the Company’s financial position and prevent it from using its cash to fund further development. An independent forensic audit is unnecessary and would be a very poor use of shareholder funds.

Resolution 5 - The Company to be operated such that it becomes self-sufficient and halt marketing spend

The Company’s ordinary shares were admitted to trading on the Aquis Stock Exchange Growth Market on 19 September 2019 as World High Life plc. The Company acquired Love Hemp in October 2019. As the Company is still at its growing stage, the Board believes that marketing of its brand is key to its success.

Notwithstanding this, the Company had already commenced a strategic objective of establishing and demonstrating a move to becoming cash-flow positive. This was in line with working with the marketing investments and realising the opportunities the Company had secured as a result of its initiatives, which was a natural progression of business activity.

An example of this is the partnership with Anthony Joshua as set out above in online media campaign the Company conducted in November and December of 2021.

Summary

It remains the Board’s aim to engage in constructive dialogue with all Shareholders, and all suggestions made by them are appropriately considered.

For the reasons noted above, the Board believes that the Resolutions are not in the best interests of the Shareholders as a whole. The Board therefore strongly recommends that Shareholders **VOTE AGAINST** the Resolutions.

The General Meeting

Before the General Meeting

Please register your proxy vote by completing and signing the Form of Proxy accompanying this Notice in accordance with the instructions set out thereon and returning the Form of Proxy to Share Registrars Limited, by email to voting@shareregistrars.uk.com, by post or by hand (during normal business hours and by appointment only) at the at the following address: 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, as soon as possible, but in any event so as to be received by no later than 48 hours (excluding non-Business Days) before the appointed time for the General Meeting (being 11:00 am on 30 March 2022). Unless the Form of Proxy is returned by the relevant time specified in the foregoing sentence, or in the event that the General Meeting is adjourned, not later than 48 hours (excluding non-Business Days) before the time fixed for the holding of the adjourned meeting, they will be invalid.

Shareholders who hold their shares through CREST and who wish to appoint a proxy for the General Meeting, or any adjournment(s) thereof may do so by using the CREST proxy voting service in accordance with the procedures set out in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to that CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Proxies submitted via CREST must be received by the Registrar by no later than 48 hours (excluding non-Business Days) before the appointed time for the relevant meeting (being 11:00 am on 30 March 2022).

Accordingly, your proxy vote, whether your shares are held through CREST or otherwise, must be submitted by no later than **11:00 am on 30 March 2022**.

EVERY SHAREHOLDER'S VOTE IS IMPORTANT – PLEASE COMPLETE AND RETURN YOUR FORM OF PROXY AS SOON AS POSSIBLE.

On the day of the General Meeting

The General Meeting will take place at 11:00 am on 1 April 2022.

Action to be taken by the Shareholders

Shareholders will find enclosed with this letter a Form of Proxy for use at the General Meeting. The Form of Proxy should be completed and returned in accordance with the instructions printed on it so as to arrive at Share Registrars Limited, by email to voting@shareregistrars.uk.com, by post or by hand (during normal business hours and by appointment only) at the following address: 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, United Kingdom as soon as possible and in any event not later than 11:00 a.m. on 30 March 2022.

Shareholders who hold their shares through CREST and who wish to appoint a proxy for the General Meeting, or any adjournment(s) thereof may do so by using the CREST proxy voting service in accordance with the procedures set out in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to that CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Proxies submitted via CREST must be received by the Registrar by no later than 11:00 a.m. on 30 March 2022.

Recommendation

For the reasons noted above, the Board unanimously considers that the Resolutions (save for Andrew Male who withheld his vote in respect of Resolution 1) are not in the best interests of the Company and its Shareholders and as such are recommending that Shareholders **VOTE AGAINST** all of the Resolutions to be proposed at the General Meeting.

The Directors that will be voting against the Resolutions in respect of their own beneficial holdings hold 89,773,910 ordinary shares in aggregate, representing approximately 7.49% of the issued share capital of the Company at the date of this document.

Yours faithfully

TONY CALAMITA

Chief Executive Officer

By order of the Board



Love Hemp Group plc

(the “Company”)

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting (the “**General Meeting**”) of Love Hemp Group Plc (the “**Company**”) will be held at 11:00 am on 1 April 2022 and, if thought fit, to pass resolutions below as ordinary resolutions (the “**Resolutions**”).

The physical meeting will be held at Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW.

The Resolutions have been requisitioned pursuant to section 303 of the Companies Act 2006 by Pershing Nominees Limited, a registered shareholder of the Company and are proposed as ordinary resolutions as follows:

ORDINARY RESOLUTIONS

1. **THAT** Andrew Male be removed from office as Chairman of the Company with immediate effect pursuant to section 168 of the Act.
2. **THAT** salaries of all directors and any board members be reduced 75% and benchmarked against similar companies to the Company.
3. **THAT** a strategic review of the Company be undertaken and that the Company to be put up for sale or a search is launched for a strategic partner.
4. **THAT** a review of recent financial history of the Company be conducted to determine use of capital of the Company to ensure that (i) it has been used correctly; (ii) that transactions and contracts that the Company has entered, have been at arm’s length and for value, with all conflicts of interest properly declared; (iii) that all salaries and payments relating to the Board, related companies and family members are fully disclosed; and (iv) that all expenses are justified.
5. **THAT** the Company be operated such that it becomes self-sufficient based on its current income. All marketing spend to be halted.

BY ORDER OF THE BOARD

Suite 1
15 Ingestre Place
London
United Kingdom
W1F 0DU

WESTEND CORPORATE LLP
Company Secretary

4 March 2022

ADDITIONAL INFORMATION

IN RESPECT OF THE NOTICE AND GENERAL MEETING

(INCLUDING IN RELATION TO APPOINTMENT OF PROXIES)

Entitlement to attend and vote

1. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B(2) of the Companies Act 2006, the Company specifies that: (i) in order to have the right to attend and vote at the General Meeting and (ii) for the purposes of determining how many votes a person entitled to attend and vote may cast, a person must be entered on the register of members of the Company at 11:00 am on 30 March 2022 or, in the event of any adjournment, at the time which is 48 hours (excluding non-Business Days) before the time appointed for holding the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice. Changes to entries on the register of members after this date and time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
2. We strongly encourage Shareholders to vote on all Resolutions in advance of the General Meeting by completing a proxy appointment form, in accordance with the instructions set out in this document.

Appointment of proxies

3. Please register your proxy vote by completing and signing the accompanying Form of Proxy in accordance with the instructions set out thereon and returning the Form of Proxy to Share Registrars Limited, by email to voting@shareregistrars.uk.com, by post or by hand (during normal business hours and by appointment only) at the following address: 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, as soon as possible, but in any event so as to be received by no later than 48 hours (excluding non-Business Days) before the appointed time for the General Meeting. Unless the Form of Proxy is returned by the relevant time specified in the foregoing sentence, or in the event that the General Meeting is adjourned, not later than 48 hours (excluding non-Business Days) before the time fixed for the holding of the adjourned meeting, they will be invalid. Due to the potential disruption and delays to the postal service as a result of the Covid-19 pandemic, we strongly recommend that you register your proxy vote as soon as possible to ensure it is received before the deadline.
4. Shareholders who hold their shares through CREST and who wish to appoint a proxy for the General Meeting, or any adjournment(s) thereof may do so by using the CREST proxy voting service in accordance with the procedures set out in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to that CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Proxies submitted via CREST must be received by the Registrar by no later than 48 hours (excluding non-Business Days) before the appointed time for the relevant meeting.
5. The completion and return of a Form of Proxy or CREST Proxy Instruction will not prevent you from virtually attending the General Meeting or any adjournment thereof if you so wish and are so entitled in the manner described above.
6. To change your proxy instructions, you may amend them by submitting a new hard copy form of proxy using the methods set out above. Please contact the Company's Registrars, Share Registrars Limited, whose business address is at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, if you require another form of proxy. The deadline for receipt of proxy appointments (being 11:00 am on 30 March 2022) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two (or more) valid but differing appointments of proxy are received in respect of the same share(s) for use at the same meeting and in respect of the same matter, the one which is last validly received (regardless of its date or of the date of its execution

or submission) shall be treated as replacing and revoking the other or others as regards the relevant share(s). If the Company is unable to determine which appointment was last validly received, none of them shall be treated as valid in respect of the relevant share(s).

7. 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).
8. Completion of a form of proxy (or other instrument appointing a proxy or any CREST Proxy Instruction) would not ordinarily preclude a member attending and voting in person at the meeting if they wish to do so.
9. A vote withheld option is provided on the form of proxy to enable you to instruct your proxy not to vote on any particular resolution, however, it should be noted that a vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
10. 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.

Proxy appointment via CREST

11. Alternatively, if you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by using the procedures, and to the address, described in the CREST Manual (available via www.euroclear.com) subject to the provisions of the Company's articles of association. 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. Please note the following:
 - In order for a proxy appointment or instruction made using the CREST service to be valid, the CREST Proxy Instruction must be properly authenticated in accordance with Euroclear UK and Ireland Limited's ("**Euroclear**") 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 an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID: 7RA36) by the latest time(s) for receipt of proxy appointments specified in this notice.
 - For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST 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 (ii) CREST sponsors or voting service provider(s) should note that Euroclear 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 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 provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

Nominated persons

12. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a “**Nominated Person**”) may have a right, under an agreement between him/her and the member by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right, under such an agreement, to give instructions to the member as to the exercise of voting rights.
13. The statement of the above rights of the members in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by members of the Company.

Appointment of corporate representatives

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

Right to ask questions

15. Any member attending the General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Additional information

16. Resolutions 1 to 5 (inclusive) are proposed as ordinary resolutions, which means that, for each of those resolutions to be passed, more than 50% of the votes cast must be in favour of each Resolution.
17. Voting on the Resolutions will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as shareholder votes are to be counted according to the number of shares held. As soon as practicable after the General Meeting, the results of the voting at the General Meeting and the number of proxy votes cast for and against and the number of votes actively withheld in respect of each Resolution will be announced via a Regulatory Information Service and also placed on the Company's website (<https://www.worldhighlife.uk/investor-relations/announcements/>).
18. A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at <https://www.worldhighlife.uk/investor-relations/announcements/>.
19. Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out, but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that Shareholders subject all messages to virus checking procedures prior to use. Please note that any electronic communication received by the Company that is found to contain any virus will not be accepted.
20. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this Notice of General Meeting (or in any related documents including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
21. As at 3 March 2022 (being the Last Practicable Date prior to the publication of this Notice) the Company's issued share capital consists of 1,198,804,631 ordinary shares of £0.01 each, carrying one vote each. Therefore, the total voting rights in the Company as at that date are 1,198,804,631 ordinary shares.

DEFINITIONS

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

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| “Act” | the UK Companies Act 2006 (as amended); |
| “Board” | the board of Directors of the Company; |
| “Business Day” | any day other than a Saturday, Sunday or public holiday in England; |
| “Company” or “LHG” | Love Hemp Group Plc, a public limited company registered in England and Wales with company number 11797850; |
| “CREST” | the UK-based system for the paperless settlement of trades in listed securities, of which Euroclear UK & Ireland Limited is the operator; |
| “CREST Applications Host” | |
| “CREST Manual” | a CREST manual available via www.euroclear.com ; |
| “CREST Proxy Instruction” | an appropriate CREST message in order to appoint or instruct a proxy; |
| “Directors” | Andrew Male, Antonio Calamita, Garry Cook and Graham Mullis; |
| “Euroclear” | Euroclear UK and Ireland Limited; |
| “FCA” | the Financial Conduct Authority; |
| “General Meeting” | the general meeting of the Company to be held at 11:00 am on 1 April 2022 at Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW, including any adjournment thereof; |
| “Last Practicable Date” | the last practicable date prior to publication of this document, being 3 March 2022; |
| “Main Market” | the London Stock Exchange Plc’s main market for listed securities; |
| “Notice” | the notice of the General Meeting which is set out on page 11 of this document; |
| “Registrar” | Share Registrars Limited, registrars to the Company, whose business address is at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX; |
| “Requisition Notice” | the notice dated 7 February 2022 which Pershing Nominees Limited served on the Company on 11 February 2022 in accordance with section 303 of the Act, requiring the Board to convene the General Meeting for the purposes of considering the Resolutions; |
| “Resolutions” | the ordinary resolutions set out on page 11 of this document; |

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| “Shareholders” | the holders of ordinary shares in the capital of the Company; and |
| “UK” or “United Kingdom” | the United Kingdom of Great Britain and Northern Ireland. |

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

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

Document Number