



## Posting of Notice of AGM

PIRES INVESTMENTS PLC  
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### Pires Investments plc

("Pires" or the "Company")

### Posting of Notice of AGM

Pires Investments plc (AIM: PIRI), the investment company focused on next generation technology, announces that a Notice of Annual General Meeting has been posted to shareholders of the Company convening a meeting to be held on 27 August 2021 at 11.00 a.m.

A copy of the Notice of Annual General Meeting will be available to be downloaded from the Company's website at [www.piresinvestments.com](http://www.piresinvestments.com) and an extract can be viewed below.

**Please note that arrangements for the Annual General Meeting this year are different from the meetings before the 2020 Annual General Meeting. As we expect significant restrictions on personal movement to still be in place due to Covid-19, we are utilising the provisions in the Companies Act 2006 and our Articles of Association to convene and hold this year's Annual General Meeting as a virtual meeting, which is explained in the letter from the Chairman set out on pages 4 to 9 of the Notice of AGM. All voting on the resolutions at the AGM will be conducted on a poll, which means that you should submit your proxy as soon as possible. There will be a limited opportunity to submit a separate poll card in a short interval after the virtual meeting formally concludes.**

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#### Notes to Editors

#### About Pires Investments plc

Pires Investments plc (AIM: PIRI) is an investment company providing investors with access to a portfolio of next generation technology businesses with significant growth potential.

The Company is building an investment portfolio of high-tech businesses across areas such as Artificial Intelligence, Internet of Things, Cyber Security, Machine Learning, Immersive Technologies and Big Data, which the Board believes demonstrate evidence of traction and the potential for exponential growth, due to increasing global demand for development in these sectors.

For further information, visit: <https://piresinvestments.com/>.

### Chairman's letter

#### Dear Shareholder,

I look forward to welcoming you at the Pires Investments plc (the "Company" or "Pires") Annual General Meeting ("AGM"), on Friday, 27 August 2021. The AGM will start at 11:00 a.m.

In light of the ongoing Coronavirus pandemic and with a view to taking appropriate measures to safeguard its shareholders health and make the AGM as safe and efficient as possible, the Company is invoking certain of the meetings provisions in the Companies Act 2006 and its articles of association. These provisions allow the Company to establish satellite meetings if necessary, and for the Company to make arrangements for the safety and security of shareholders. Whilst it was never envisaged that these provisions would be used for this purpose (in fact provisions of this nature are rarely invoked), they can be used, in combination, to facilitate a shareholder meeting where it is necessary, on grounds of the personal safety of all concerned, to avoid the need for persons to be in the same physical location. For the purposes of the satellite meeting provisions of the articles of association, we are designating the location of the meeting to be the place where the Chairman is located, and all other shareholders and "attendees" will be deemed to be at their own individual satellite location. The requirement that all satellite locations be connected by at least audio means is satisfied by use of the meeting platform.

I have informed the Board that I intend to retire from the board at the conclusion of the AGM on Friday 27 August 2021 and accordingly I will not be standing for re-election as a director.

#### 1. Before the AGM

In the usual way we ask and encourage shareholders to vote for the AGM resolutions by appointing the Chairman as a shareholder's proxy. Accordingly, shareholders are encouraged to complete the enclosed form of proxy (the "Form of Proxy") and return it by email to [externalproxies@computershare.co.uk](mailto:externalproxies@computershare.co.uk) or by post to Computershare Investor Services PLC (the "Registrar") of The Pavilions, Bridgewater Road, Bristol BS99 6ZY, as soon as possible. To be valid, the Form of Proxy provided or other instrument appointing a proxy must be received by 11:00 a.m. on Wednesday, 25 August 2021, or in the case of shares held through CREST, via the CREST system.

In accordance with article 66.1 of our articles of association, any resolution put to vote at the AGM must be decided exclusively on a poll. This means that your votes will all be counted for all the shares that you have.

Please remember to submit any questions in advance in accordance with the instructions on page 3 by email to [enquiries@piresinvestments.com](mailto:enquiries@piresinvestments.com) with the subject line "AGM Question".

If you wish to appoint a corporate representative, please contact the Registrar in the usual way.

#### 2. On the Day of the Meeting

The meeting takes place at 11:00 a.m. on Friday, 27 August 2020.

To join the meeting type (or paste) the following web address into your web browser: <https://mmitec.webex.com/mmitec/onstage/g.php?MTID=e2bb39077916602286cc93c7f9828ba33>

You will be asked to enter a password to gain access to the meeting. This code can be found on the section of your proxy form headed 'Attendance Instructions'. Please detach and keep this portion of the proxy form before returning the proxy form.

When the meeting opens at the appointed time, you will be able to see and hear the Chairman. The Chairman will open the meeting and address any questions that have been submitted in advance. There will then be a short opportunity to put any additional questions. Shareholders should indicate if they would like to ask a question using the electronic "raise your hand" feature or by typing their question into the Q&A box in the meeting. All attendees will remain muted by the host unless and until they are invited to ask a question.

The Chairman will then formally put the resolutions to the meeting and advise of the proxy votes received in advance.

The meeting will then formally close.

Shareholders will have the option to submit an electronic poll card to record their vote. **If you (a) have already submitted a proxy instruction and do not wish to change your vote; or (b) do not wish to vote, you can click on the button to skip this step.**

The voting facility will switch off 30 minutes after the close of the meeting.

The results of the meeting will be announced by RNS and posted to the Company's website [www.piresinvestments.com](http://www.piresinvestments.com) on the day of the meeting. The full poll results will also be published on this website at the same time. The business of the AGM comprises resolutions (each, a "Resolution" and together, the "Resolutions") that public companies regularly bring to shareholders.

#### 3. The ordinary business of the AGM

The ordinary business of the AGM covered by Resolutions 1 to 7 (to approve matters which are routinely put to shareholders at annual general meetings) is as follows:

##### Resolution 1 - Report and accounts

###### Ordinary Resolution

This first resolution is for the Directors to present the Company's Annual Report and Accounts for the period ended 31 December 2020 to shareholders. The Annual Report and Accounts contain the financial statements for the 14 months' period ended 31 December 2020, together with the Strategic Report, the Directors' Report and the Auditors Report (the "December 2020 Report and Accounts").

##### Resolution 2 - Re-election of Mr John May as director

###### Ordinary Resolution

Mr May retires and offers himself for re-election.

John May is a Fellow of the Institute of Chartered Accountants in England and Wales. He is the Managing Partner of City & Westminster Corporate Finance LLP, an FCA-registered partnership. He is chairman of the Small Business Bureau Limited and The Genesis Initiative Limited, lobbying groups for small business to the UK Parliament. Mr May has been the principal of his own chartered accountancy practice since 1994. From 1977 to 1994, Mr May was a senior partner with what is now Crowe UK, where he served for eight years on the managing board and for nine years as chairman of its Thames Valley offices. In his capacity as UK national marketing partner and head of its property consultancy division, he was a director of its UK and international associations. Mr May was finance director of AIM listed Security Research Group PLC, until December 2005 and Tomco Energy Plc until July 2011 and a non-executive director of AIM listed Petrolina Energy Plc until March 2012. He is the executive chairman of Red Leopard Holdings plc and was non-executive chairman of Hayward Tyler Group Plc which were both listed on AIM.

##### Resolution 3 - Re-election of Mr Nicholas Lee as director

###### Ordinary Resolution

Mr Lee retires and offers himself for re-election.

Nicholas Lee has more than 30 years of experience in international investment banking and working as a company director. Mr Lee was with Dresdner Kleinwort and its antecedent firms from 1988 to 2009, starting at Kleinwort Benson Group plc and rising to Managing Director, Head of Banking, Hedge Fund Solutions Group. Previously as a Managing Director in mergers and acquisitions at Dresdner Kleinwort Wasserstein, Mr Lee advised leading companies from a number of different industries, including the natural resources, financial services, consumer and retail sectors. Mr Lee is currently a director of AIM-listed RiverFort Global Opportunities plc, as well as being a director of a number of other companies, both listed and private. Mr Lee qualified as a chartered accountant with Coopers & Lybrand and has an MA in engineering from St John's College, Cambridge

##### Resolution 4 - Re-election of Mr David Palumbo as director

###### Ordinary Resolution

Mr Palumbo retires and offers himself for re-election.

David Palumbo is an experienced entrepreneur with over 20 years of experience in private equity, venture capital and asset management. Since 2006, he has founded and co-founded a number of companies in various industries such as cleantech, digital technology, and real estate. Mr Palumbo is also the Founding and Managing Partner of Origen Capital LLP, a private investment firm representing family offices and private consortia in Europe, CIS and Latin America. He holds a BSc and an MSc in electrical engineering. David is currently the Chief Executive Officer of AIM-listed EQTEC plc (EQTEC), a leading gasification technology solutions company for sustainable waste-to-energy projects, having joined EQTEC's board in August 2019. Mr Palumbo was appointed as a Director of Pires on 1 February 2021.

##### Resolution 5 - Reappointment of Auditors

###### Ordinary Resolution

The auditors of a company must be appointed or re-appointed at each AGM at which the financial statements of the Company are put before shareholders. This resolution is for the shareholders to formally approve the reappointment of PKF Littlejohn LLP as auditors of the Company until the conclusion of the next AGM of the Company at which financial statements are laid. The resolution also authorises the Directors to agree the auditors' remuneration.

##### Resolution 6 - Authority to issue shares

###### Ordinary Resolution

This resolution is to grant the Directors authority to allot new ordinary shares. The last such authority was approved by shareholders in June 2020 and it will expire at the conclusion of this AGM.

Section 551 of the Companies Act 2006 (the "Act") requires that Directors be authorised by shareholders before any share capital can be issued.

At this stage in its development the Company relies on raising funds, from time to time, through the issue of ordinary shares from the equity markets and unless this resolution is put in place the Company will not be in a position to continue to raise funds to continue with the implementation of its investing policy.

If approved by shareholders, this resolution will allow the Directors to allot new ordinary shares and grant rights to subscribe for, or convert other securities into, shares up to approximately 30 per cent. of the Company's issued ordinary share capital. This new authority will expire at the conclusion of the Company's next AGM in 2022.

##### Resolution 7 - Disapplication of pre-emption rights

###### Special Resolution

This resolution will be proposed in the event that Resolution 6 is passed by shareholders. If the Directors wish to allot new ordinary shares and other equity securities (or sell treasury shares) for cash, section 561 of the Act requires that these shares are offered first to shareholders in proportion to their existing holdings. There may be circumstances, however, when it is in the interests of the Company to be able to allot new equity securities for cash other than on a preemptive basis. For example, Resolution 8 will give the Directors authority to exclude certain categories of shareholders in a rights issue where their inclusion would be impractical or illegal and also to issue shares other than by way of rights issues which are, for regulatory reasons, complex, expensive, time consuming and impractical for a company the size of Pires. The resolution extends to a further 30 per cent. of the Company's issued ordinary share capital as enlarged by the exercise of any outstanding warrants.

A similar authority, granted in June 2020, will expire at the conclusion of this AGM.

#### 4. The special business of the AGM

The special business of the AGM (i.e. matters which are not routinely tabled as the business of an AGM) concerns the proposal of the Company to buy-back and cancel all outstanding deferred shares.

The Company currently has outstanding 136,171,197 "A" deferred shares of 5 pence each (the "A Deferred Shares"), 55,570,856 "B" deferred shares of 4.9 pence each (the "B Deferred Shares") and 2,321,659,864 "C" deferred shares of 0.099 pence each (the "C Deferred Shares"), and together with the A Deferred Shares and the B Deferred Shares, the "Deferred Shares"). The Company proposes to buy-back and cancel all outstanding Deferred Shares in order to simplify its capital structure. The Deferred Shares have no economic value and when bought back by the Company will create a capital redemption reserve of £11,829,975.06. In addition the Company's share premium account currently stands at £7,701,056 and the Company will apply to the Court for approval to credit these amounts to retained earnings thereby extinguishing the current negative balance of £14,532,415 and create positive retained earnings. This rationalisation of the balance sheet would thus enable the Company to pay dividends in the future, dealing with the historic balance sheet issues and negative earnings which would otherwise operate as a "dividend block".

##### Resolution 8 - Buy-back of Deferred Shares

###### Ordinary Resolution

Resolution 8 is an ordinary resolution to buy-back the Deferred Shares. The Deferred Shares were created due to losses in the Company's past which arose prior to the adoption of the current investment strategy. The Board can see no reason for the Deferred Shares to remain on the balance sheet and recommends that the Deferred Shares be purchased by the Company and cancelled (the "Buy-Back"). The Deferred Shares have no economic value. The authority to buy-back the Deferred Shares shall expire five years after the date of the AGM.

Under the provisions of the Company's articles of association, the Company has the power to buy back each class of the Deferred Shares for 1 pence in aggregate per class. In addition, the Company has the power to appoint anyone to sign the agreement for the Buy-Back on behalf of all the holders of the relevant class of Deferred Shares and the Company proposes that any one of its Directors be authorised to carry out this function.

Under the provisions of the Act, a public limited company may not fund the purchase of its shares except out of its distributable reserves or the proceeds of a fresh issue of shares made solely for the purpose of such buy-back. The Company has no distributable reserves with which to fund the Buy-Back and therefore it is proposed that the Buy-Back is funded out of the proceeds of a new issue of three new ordinary shares of 0.25 pence at a price of £1.00 per share.

##### Resolution 9 - Capital reduction

###### Special Resolution

Resolution 9, which is conditional upon the passing of Resolution 8, is a special resolution to approve a capital reduction.

Approval is being sought to carry out a reduction of the Company's capital by way of the cancellation of the whole of the amount standing to the credit of the Company's capital redemption reserve (which will arise on the cancellation of all of the Deferred Shares effected pursuant to Resolution 8) and the share premium account, which will be applied in extinguishing the current deficit standing to retained earnings and creating distributable reserves. This also has the overall effect of substantially simplifying the Company's balance sheet.

A capital redemption reserve on cancellation of the Deferred Shares will arise in the sum of £11,829,975.06. Authority of the shareholders is sought to cancel the capital redemption reserve in full together with the Company's share premium account which currently stands at £7,701,056.

As at 31 December 2020, the retained earnings of the Company were negative to the extent of approximately £14,532,415. The effect of the capital reduction will be to extinguish the negative amount standing to retained earnings and to create a positive balance. Dividends can only be paid out of positive retained earnings and accordingly the Company will then have the ability to declare and pay dividends should the Directors so recommend.

In addition to the approval by the shareholders in Resolution 9, the capital reduction requires the approval of the High Court. Accordingly, following approval of the capital reduction by shareholders, an application will be made to the High Court in order to confirm and approve the capital reduction. In seeking the High Court's approval of the capital reduction, the High Court may require protection for the creditors (including contingent creditors) of the Company whose debts remain outstanding on the relevant date, except in the case of creditors which have consented to the capital reduction. Any such creditor protection may include seeking the consent of the Company's creditors to the capital reduction, the provision by the Company to the High Court of an undertaking to deposit a sum of money into a blocked account created for the purpose of discharging the non-consenting creditors of the Company or the giving of alternative undertakings to protect creditors. The Company currently owes minimal sums to its creditors, consisting of general trade creditors. Where appropriate the Company may seek consent or acquiescence from certain creditors and will seek to give appropriate undertakings to the High Court to protect all other remaining creditors.

It is anticipated that the capital reduction will become effective in the fourth quarter of 2021, following the necessary registration of the Court Order at Companies House.

The capital reduction itself will not involve any distribution or repayment of capital or share premium by the Company and will not reduce the underlying net assets of the Company.

The Board reserves the right to abandon or to discontinue (in whole or in part) any application to the High Court in the event that the Board considers that the terms on which the capital reduction would be (or would be likely to be) confirmed by the High Court would not be in the best interests of the Company and/or the shareholders as a whole. The Directors have undertaken a review of the Company's liabilities (including contingent liabilities) and are not aware of any issue that might prevent the Company from being able to satisfy the High Court that, as at the date (if any) on which the court order relating to the capital reduction and the statement of capital in respect of the capital reduction have both been registered by the Registrar of Companies at Companies House and the capital reduction therefore becomes effective, the Company's creditors will either consent to the capital reduction or be sufficiently protected.

Following the implementation of the capital reduction, there will be no change in the number of ordinary shares in issue other than the three new shares to be issued as noted in Resolution 8. No new share certificates will be issued as a result of the capital reduction.

#### ACTION TO BE TAKEN

Shareholders will find enclosed a Form of Proxy for use at the AGM. Shareholders are encouraged to complete and return the Form of Proxy by email to [externalproxies@computershare.co.uk](mailto:externalproxies@computershare.co.uk) or by post to the Company's registrar, Computershare Investor Services PLC, at The Pavilions, Bridgewater Road, Bristol BS99 6ZY in accordance with the instructions printed thereon as soon as possible. To be valid, the Form of Proxy provided or other instrument appointing a proxy must be received by the Company's registrar, at the address shown on the Form of Proxy. For proxy appointments to be valid, they must be received no later than 11:00 a.m. on 25 August 2021.

Although shareholders are encouraged to vote by proxy, completion and return of a Form of Proxy will not prevent you from participating in the electronic AGM and submitting a poll card following the meeting to change your vote should you wish to do so.

The Directors have established an e-mail list for all shareholders who would like to receive information and updates from the Company electronically. If you are not already on the e-mail list and would like to receive Company information electronically, please complete the section on the Proxy Form. This will not affect existing channels of communication and distribution of Notices and other corporate documents.

The Board is recommending that shareholders support all the Resolutions before the AGM by returning your proxy instruction by post or by email to [enquiries@piresinvestments.com](mailto:enquiries@piresinvestments.com) as indicated in the proxy form.

Your votes do matter. Information about how to vote at the AGM is given on pages 12 to 14 of this notice. If you cannot attend the meeting, please vote your shares by appointing a proxy.

I look forward to hearing from you at the AGM.

#### Peter Redmond

Chairman

30 July 2021