

Limitless Earth plc

NOTICE OF THE ANNUAL GENERAL MEETING

laws of, or the requirements of, any recognised regulatory body or stock exchange or in connection with fractional entitlements, record dates or in connection with treasury shares or any other matter whatsoever; and

- b) to allotments (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £650,000; and

the power hereby given shall expire at the earlier of 31 December 2025 or the conclusion of the next Annual General Meeting after passing this resolution 5, unless previously revoked, varied or extended by the Company in general meeting save that the Company may before such expiry, make any offer or enter into any agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

Company Name Change

- 6 THAT The Board proposes to seek the approval of Shareholders for the change of the Company's name to "Pacific Global Holdings PLC".

The shares in the Company were admitted to trading on the Alternative Investment Market on 14 May 2014 with its primary strategy being that of investing in opportunities highlighted by demographic change. The Company, which is an investing company, holds four holdings in companies that the Board regarded as being consistent with its expressed investment strategy.

With the appointment of Mr Edgar Hernandez, the company may consider at a future date updating its investment policy. Certain number of Edgar Hernandez's businesses in Latin America are owned by his corporate vehicle, Pacific Capital Investment Banking Advisory and although that vehicle and the Company will be separate trading companies the latter will also trade under the "Pacific" title"

Recommendation

The Board believes that the proposed resolutions are in the best interests of the Company and its shareholders as a whole. The Directors recommend shareholders vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial shareholdings.

Action to be taken

Whether or not you expect to come to the AGM, please complete the accompanying Form of Proxy and return it to the Company's Registrar at the address shown on the Form.

By order of the Board

Company Secretary

30.7.24

Registered Office
Suite 2, Northside House,
Mount Pleasant,
Barnet, Hertfordshire,
England, EN4 9EB

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Commentary

1. Resolution 1

The Chairman will present the accounts and the reports of the Directors and auditors for the period ended 31 January 2023 to the meeting.

2. Resolution 2

This resolution relates to the appointment of BBK Partnership as the Company's auditors and the authority of the Directors to fix their remuneration.

3. Resolution 3

This resolution concerns the election of Edgar Hernandez who is recently appointed as a director of the company.

4. Resolution 4 - Authority to Allot Shares

This resolution relates to the authority of the Directors to allot shares. Under section 551 of the Act, the Directors of a Company may allot shares if authorised to do so by shareholder resolution. Resolution 4, if passed, will provide the Directors' flexibility to act in the best interests of shareholders, when opportunities arise, by issuing new shares. Resolution 4 will, if passed, permit the Directors to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £650,000. The authority will expire on the earlier of 30 June 2025 and the conclusion of the next Annual General Meeting of the Company unless renewed, varied, or revoked at a General Meeting of the Company in the intervening period.

5. Resolution 5 - Disapplication of Pre-emption Rights

This resolution relates to the disapplication of pre-emption rights and is a special resolution. If equity securities are to be allotted for cash pursuant to the authority proposed to be given by resolution 4, section 561(1) of the Act requires that those securities are offered first to existing shareholders in proportion to the number they each hold at that time and otherwise in accordance with the technical requirements of the Act. There may be circumstances, however, when it is in the interests of the Company to be able to allot new equity securities or sell shares held in treasury for cash without first offering them to existing shareholders or otherwise than strictly in compliance with those requirements, for example to finance business opportunities. The authority proposed to be given by resolution 5 will allow the Directors to allot equity securities for cash without first offering them to existing shareholders in accordance with the Act, but limits such allotments:

- (i) to those made in connection with a rights issue or other pre-emptive offer to shareholders (subject to the Directors' ability to make arrangements to deal with certain legal or practical problems arising in connection with such an offer); and
- (ii) otherwise to a maximum aggregate nominal value of £650,000.

6. Resolution 6 - change of the Company's name to "Pacific Global Holdings PLC".

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Notes

1. A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of him. A proxy need not also be a member of the Company but must attend the AGM in order to represent you. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A form of proxy is enclosed. The notes to the form of proxy include instructions on how to appoint the Chairman of the AGM or another person as proxy. To be effective the form must reach the Company's Registrars, Share Registrars, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX, by 11 a.m. on 21st August 2024.
2. If you wish to attend the AGM in person, you should make sure that you arrive at the venue for the AGM in good time before the commencement of the meeting. You may be asked to provide proof of your identity in order to gain admission.
3. Copies of the Executive Directors' service contracts with the Company and any of its subsidiary undertakings and letters of appointment of the Non-Executive Directors are available for inspection at the registered office of the Company during the usual business hours on any weekday (Saturday, Sunday or public holidays excluded) from the date of this notice until the conclusion of the AGM.
4. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those persons registered in the register of members of the Company at 11 a.m. on 21st August 2024 (or if the

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AGM is adjourned, 48 hours (excluding, in the calculation of such time period, any part of a day that is not a working day) before the time fixed for the adjourned AGM) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM.

5. As at 24 July 2024 (being the latest practicable date prior to publication of this document) the Company's issued share capital consists of 68,500,000 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 24 July 2024 are 68,500,000.
6. Completion and return of a form of proxy does not preclude a member from attending and voting at the AGM or at any adjournment thereof in person.

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7. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.
8. A member that is a company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it. This can be done in one of two ways: either by the appointment of a proxy (described in Note 1 above) or of a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's articles of association and the relevant provisions of the Companies Act 2006.