

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about what action you should take, you are recommended immediately to seek advice from your legal, tax and other professional advisers.

If you have sold or otherwise transferred all of your Common Shares, or depositary interests representing Ordinary Shares, please forward this document, together with the accompanying form of proxy (the "**Form of Proxy**") at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

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**DCI Advisors Ltd.**  
*(registered in Guernsey with registered number 74891)*

### **NOTICE OF THE ANNUAL GENERAL MEETING**

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Notice of the Annual General Meeting (the "**AGM**") of the Company to be held at 10.00 a.m. (GMT) on 27 February 2025 at 55 Athol Street, Douglas, Isle of Man, IM1 1LA, is set out at the end of this document.

The Form of Proxy for use at the AGM accompanies this document and, to be valid, should be completed and returned in accordance with the instructions set out therein as soon as possible but, in any event, so as to reach Computershare Investor Services (Guernsey) Limited, C/O The Pavilions, Bridgewater Road, Bristol, BS99 6ZY by no later than 10.00 a.m. (GMT) 25 February 2025 being 48 hours before the time appointed for the holding of the meeting. Completion and return of a Form of Proxy will not prevent a shareholder from attending the meeting and voting in person if he or she so wishes.

## SPECIAL BUSINESS

In addition to the ordinary business of the AGM, a special resolution is also to be proposed to approve the amendment and restatement of the Company's articles of incorporation. A blackline copy of the amended and restated articles showing the proposed changes (the "**New Articles**") is available to view on the Company's website. The changes in the New Articles are as follows:

1. amending Article 16.1 to require an annual general meeting to be held at least every 15 months (not 18 months as currently stated); and
2. making suitable amendments to give the Board maximum flexibility to manage its affairs, while being cognisant of the need to ensure the Company is not managed and controlled from the United Kingdom, to avoid potential tax consequences in that jurisdiction, as follows:
  - a. amending Article 28.1 to make clear that, in addition to the existing restrictions set out in that Article, a meeting of the board of directors at which a majority of the directors are physically present in the United Kingdom shall be invalid and of no effect; and
  - b. for additional flexibility:
    - i. amending Article 22 to remove the restriction on alternate directors being tax resident in the United Kingdom;
    - ii. amending Article 28.2 to remove the restriction on any director being physically present in the United Kingdom for a board meeting; and
    - iii. including a new Article 28.9 to permit board decisions to be taken by written resolution,

noting that the articles of incorporation (with the amended Article 28.1 contemplated above) already contain restrictions on a majority of the directors, or any directors attending a particular board meeting, being tax resident in the United Kingdom.

For this special resolution to be passed, not less than 75% of the votes cast must be in favour of the resolution (whereas for an ordinary resolution to be passed, more than half of the votes cast must be in favour of that resolution).

**DCI Advisors Ltd.**  
**(the "Company")**  
*(registered in Guernsey with registered number 74891)*

**NOTICE OF THE ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at 55 Athol Street, Douglas, Isle of Man, IM1 1LA at 10.00 a.m. (GMT) on 27 February 2025 for the following purpose:

**ORDINARY BUSINESS**

To consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

- |              |   |
|--------------|---|
| Resolution 1 | To receive and adopt the Annual Report and audited accounts of the Company for the year ended 31 December 2023, together with the Directors' and Auditor's reports thereon.   |
| Resolution 2 | To re-appoint KPMG, Nicosia, Cyprus as auditors of the Company and authorise the Directors to determine the remuneration of KPMG as auditors of the Company.  |
| Resolution 3 | To re-appoint Mr Gerasimos Efthimiatis as a Director of the Company in accordance with Article 20.3 of the Company's articles of incorporation, who was appointed to the Board on 15 November 2024.   |
| Resolution 4 | <p>The Company be authorised in accordance with the Companies (Guernsey) Law, 2008 (as amended) (the "<b>Law</b>") to make market acquisitions (as defined in the Law) of its own Ordinary Shares either for cancellation or to hold as treasury shares for future resale or transfer provided that:</p> <ul style="list-style-type: none"><li>i the maximum number of Ordinary Shares authorised to be purchased is a number up to 14.99 per cent. of the aggregate number of Ordinary Shares in issue;</li><li>ii the minimum price which may be paid for an Ordinary Share is €0.01 (Euro one cent each);</li><li>iii the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is an amount equal to the higher of 105 per cent of the average of the middle market quotations for an Ordinary Share as derived from the AIM market of the London Stock Exchange for the five business days immediately preceding the day on which that Ordinary Share is highest current independent bid at the time of purchase;</li><li>iv unless previously varied, revoked or renewed, the authority hereby conferred shall expire on 31 December 2026 or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2026, save that the Company may, prior to such expiry, enter into a contract to acquire Ordinary Shares under such authority and may make an acquisition of Ordinary Shares pursuant to any such contract.</li></ul> |

## **SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolution as a special resolution:

- Resolution 5            The articles of incorporation of the Company currently in effect be replaced in their entirety by the amended and restated articles of incorporation available on the Company's website.

Dated: 10 February 2025

By Order of the Board

*Registered Office:*  
*Mont Crevelt House*  
*Bulwer Avenue*  
*St. Sampson*  
*Guernsey*  
*GY2 4LH*

## **NOTES**

1. Pursuant to Regulation 41 of the Uncertificated Securities (Guernsey) Regulations 2009, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
2. To be valid, the Form of Proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power must reach Computershare Investors Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, (during normal business hours) by not less than not less than 48 working hours before the appointed time for holding the AGM or adjournment (as the case may be).
3. The completion of the Form of Proxy will not preclude a Shareholder from attending the AGM and voting in person. If, a shareholder has appointed a proxy and attends the AGM in person, the proxy appointment will automatically be terminated.

## **VOTING INSTRUCTIONS**

Whether or not Shareholders propose to attend the AGM, they should complete and return the Form of Proxy in accordance with the instructions below.

### **Ordinary Shares held in certificated form (i.e. Ordinary Shares NOT held in uncertificated form within CREST)**

Shareholders holding Ordinary Shares in certificated form should complete and return the provided Form of Proxy indicating how they wish to vote to Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to be received not later than 10.00 am GMT on 25 February

2025.

The completion and return of a Form of Proxy will not preclude a Shareholder from attending the AGM and voting in person if they subsequently wish to do so.

**Ordinary Shares held in uncertificated form (i.e. Ordinary Shares held in uncertificated form in CREST)**

In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a "CREST Voting Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)).

To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 10.00 am on 25 February 2025.

For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 34 of the Uncertificated Securities (Guernsey) Regulations 2009.

**GENERAL**

The quorum for the AGM is two Shareholders present in person or by proxy entitled to vote at the AGM. In the event that a quorum is not achieved the AGM will be adjourned until the same time on 7 March 2025, and the adjourned AGM will be held at the same place as the original meeting.

Shareholders are requested to complete and return the relevant Form of Proxy or Form of Instruction whether or not they intend to attend the AGM. These forms can be returned to Computershare by post using the enclosed pre-paid envelope.

If you have any queries regarding the AGM please contact Computershare Investor Services during normal business hours on +44 370 702 0000. Please note that Computershare Investor Services can only give procedural advice in relation to the AGM and is not authorised to provide investment advice.



## Form of Proxy - Annual General Meeting to be held on 27 February 2025

To be effective, all proxy appointments must be lodged with the Company's Registrars at:  
Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 25 February 2025 at 10.00 am.

### Explanatory Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 707 4040 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' 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.
4. Pursuant to Regulation 41 of the Uncertificated Securities (Guernsey) Regulations 2009, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 34 of the Uncertificated Securities (Guernsey) Regulations 2009.
6. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 707 4040 to request a change of address form or go to [www.investorcentre.co.uk/jc](http://www.investorcentre.co.uk/jc) to use the online Investor Centre service.
7. Any alterations made to this form should be initialled.
8. The completion and return of this form will not preclude a member from attending the meeting and voting in person.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Guernsey) Limited accept no liability for any instruction that does not comply with these conditions.

### All Named Holders

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.  
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

\*

I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf at the Annual General Meeting of DCI Advisors Limited to be held at **55 Athol Street, Douglas, Isle of Man, IM1 1LA** on **27 February 2025** at **10.00 am**, and at any adjourned meeting.

\* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

☐ Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



To allow effective constitution of the Meeting, if it is apparent to the Chair that no Shareholders will be present in person or by proxy, other than by proxy in the Chair's favour, then the Chair may appoint a substitute to act as proxy in his stead for any Shareholder, provided that such substitute proxy shall vote on the same basis as the Chair.

Ordinary Business

	For	Against	Vote Withheld
1. To receive and adopt the Annual Report and audited accounts of the Company for the year ended 31 December 2023, together with the Directors' and Auditor's reports thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2. To re-appoint KPMG, Nicosia, Cyprus as auditors of the Company and authorise the Directors to determine the remuneration of KPMG as auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-appoint Mr Gerasimos Efthimiatis as a Director of the Company in accordance with Article 20.3 of the Company's articles of incorporation, who was appointed to the Board on 15 November 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. The Company be authorised in accordance with the Companies (Guernsey) Law, 2008 (as amended) (the "Law") to make market acquisitions.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Business

5. The articles of incorporation of the Company currently in effect be replaced in their entirety by the amended and restated articles of incorporation available on the Company's website.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

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In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).