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If you have recently sold or transferred all of your registered holding of Shares, please forward this document and the Form of Proxy as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other party through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold or transferred only part of your registered holding of Shares, you are advised to consult your stockbroker, bank or other agent through whom the sale or transfer was effected as soon as possible.

Capitalised terms used but not defined herein have the meanings assigned to them in the section “Definitions” on page 10 of this document.

Rotala and the Directors accept responsibility, individually and collectively for the information contained in this document. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

ROOTALA PLC

(incorporated and registered in England and Wales under number 05338907)

Proposed Disposals of the Bolton Depot and its associated fixtures, fittings, plant and machinery and the majority of its related vehicles and Notice of General Meeting

Shareholders should read the whole of this document. Your attention is drawn, in particular, to the letter from the Chairman of the Company set out in Part I of this document which includes the recommendation from the Board that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

In relation to the proposals described in this document, Shore Capital and Corporate and Shore Capital Stockbrokers which are authorised and regulated in the UK by the Financial Conduct Authority, are acting for the Company and no-one else in connection with the Proposed Disposals, and will not be responsible to anyone other than the Company for providing the protections afforded to customers of Shore Capital and Corporate and Shore Capital Stockbrokers or for providing advice in connection with the matters set out in this document or any transaction or arrangement referred to herein.

Apart from the responsibilities and liabilities, if any, which may be imposed on Shore Capital and Corporate or Shore Capital Stockbrokers under FSMA or the regulatory regime established thereunder: (i) neither Shore Capital and Corporate or Shore Capital Stockbrokers or any persons associated or affiliated with any of them accepts any responsibility whatsoever or makes any warranty or representation, express or implied, in relation to the contents of this document and any accompanying documents, including its accuracy, completeness or verification or for any other statement made or purported to be made by, or on behalf of it, Rotala or the Directors, in connection with Rotala and/or the Proposed Disposals; and (ii) Shore Capital and Corporate and Shore Capital Stockbrokers accordingly disclaim, to the fullest extent permitted by law, all and any liability whatsoever, whether arising in tort, contract or otherwise (save as referred to above) which they might otherwise be found to have in respect of this document or any such statement.

The Proposed Disposals are conditional, *inter alia*, on approval from Shareholders, which is being sought at the General Meeting to be held at the Company's offices at Cross Quays Business Park, Hallbridge Way, Tividale, Oldbury, West Midlands B69 3HW at 10.00 a.m. on 3 July 2023, notice of which is set out at the end of this document. To be valid, the Form of Proxy enclosed with this

document for use by Shareholders at the General Meeting should be completed, signed, and returned in accordance with the instructions printed thereon so as to be received by the Company's registrars at Neville Registrars, Neville House, Steelpark Road, Halesowen, B62 8HD, as soon as possible and in any event by no later than 10.00 a.m. on 29 June 2023. Completion and return of the Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should you so wish.

If you hold your Shares in uncertificated form (i.e., in CREST) you may appoint a proxy electronically by following the instructions set out in Note 4 on page 13 so that it is received by the Company's registrars by no later than 10.00 a.m. on 29 June 2023 (or, in the case of an adjournment, not later than 48 business hours before the time fixed for the holding of the adjourned meeting). The time of receipt of the electronic appointment of a proxy will be taken to be the time from which the Company's registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

This document may contain statements about Rotala that are or may be "forward-looking statements". All statements, other than statements of historical facts, included in this document may be forward-looking statements. Without limitation, any statements preceded or followed by, or that include, the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "should", "anticipates", "estimates", "projects", "would", "could", "continue", "potential" or words or terms of similar substance or the negative thereof, are forward-looking statements. These forward-looking statements include matters which are not facts. They appear in a number of places throughout this document and include (without limitation) statements regarding the Directors' intentions, understanding, beliefs or current expectations concerning, among other things, the Company's results of operations, financial condition, liquidity, prospects, growth and strategies. These forward-looking statements are not guarantees of future performance and have not been reviewed by the auditors of Rotala. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of any such person, or industry results, to be materially different from any results, performance or achievements expressed or implied by such forward looking statements. These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future. Investors should not place undue reliance on such forward-looking statements and, save as is required by law or regulation (including to meet the requirements of the AIM Rules), Rotala does not undertake any obligation to update publicly or revise any forward-looking statements (including to reflect any change in expectations with regard thereto or any change in events, conditions, or circumstances on which any such statement is based). All subsequent oral or written forward-looking statements attributed to Rotala or any persons acting on its behalf are expressly qualified in their entirety by the cautionary statement above. All forward-looking statements contained in this document are based on information available to the Directors at the date of this document, unless some other time is specified in relation to them, and the posting or receipt of this document shall not give rise to any implication that there has been no change in the facts set forth herein since such date. Shareholders should not construe the contents of this document as legal, tax or financial advice, and should consult with their own advisers as to the matters described herein.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2023

| | |
|--|-----------------------------|
| Date of this document | 15 June |
| Latest time and date for receipt of Forms of Proxy and votes via CREST (applicable to CREST Shareholders only) for the General Meeting | 10.00 a.m. on 29 June |
| General Meeting | 10.00 a.m. on 3 July |
| Completion ¹ | 3 July |

¹ Completion is conditional on satisfaction of the Bolton Depot Conditions and the Vehicle Purchase Conditions which include, *inter alia*, passing of the Resolutions contained in the notice of General Meeting and in respect of the Bolton Depot Disposal, obtaining the Landlord's Consents.

Note: All references to times throughout this document are to London time. If any of the above times and/or dates change, the revised times and/or dates will be notified by the Company by an announcement through a Regulatory Information Service.

PART I
LETTER FROM THE CHAIRMAN OF THE COMPANY

ROOTALA PLC

(incorporated and registered in England and Wales under number 05338907)

Directors

John Gunn (Non-Executive Chairman)
Simon Dunn (Chief Executive)
Kim Taylor (Group Finance Director)
Robert Dunn (Managing Director – North West)
Graham Spooner (Non-Executive Deputy Chairman and Senior Independent Director)
Graham Peacock (Independent Non-Executive Director)

Registered Office

Hallbridge Way, Tividale, Oldbury,
West Midlands
B69 3HW

Tel: 0121 322 2222

15 June 2023

To Shareholders and, for information only, Optionholders

Dear Shareholder,

Proposed Disposals of the Bolton Depot and its associated fixtures, fittings, plant and machinery and the majority of its related vehicles

Introduction

On 1 June 2023, the Company announced that, as a result of the incoming franchise scheme proposed by the GMCA, it had exchanged contracts with TfGM and the GMCA in relation to the conditional disposals of its Bolton Depot, with all its associated fixtures, fittings, plant and machinery, and the majority of its buses based at the Bolton Depot (the “**Proposed Disposals**”).

Subject to satisfaction of the Bolton Depot Conditions, the Vehicle Purchase Condition and Completion occurring, the Group will receive aggregate cash consideration of approximately £30.4 million for the assets that are subject to the Proposed Disposals. The total unaudited net book value of these assets at their respective dates of sale is estimated to be approximately £23.0 million.

As the total consideration receivable for the Proposed Disposals is material compared to the Company’s market capitalisation, the Proposed Disposals will be deemed to result in a fundamental change of business pursuant to Rule 15 of the AIM Rules, which requires the approval of the Company’s Shareholders in a general meeting. This approval needs to be obtained prior to, and as a condition of, Completion.

The purpose of this Circular is to provide you with the background to the Proposed Disposals, to explain why the Directors consider that they are in the best interests of the Company and its Shareholders as a whole and why they recommend that Shareholders should vote in favour of the Resolutions to be proposed at the General Meeting as they have irrevocably undertaken to do in respect of their beneficial shareholdings of, in aggregate, 14,840,025 Shares, representing approximately 47.84 per cent. of the Company’s issued share capital. A notice convening the General Meeting to be held at 10.00 a.m. on 3 July 2023 at the Company’s registered office at Cross Quays Business Park, Hallbridge Way, Tividale, Oldbury, West Midlands B69 3HW is set out at the end of this document.

Background to and reasons for the Proposed Disposals

On 23 December 2022, the Company made an announcement that, amongst other matters, addressed business developments in Greater Manchester and the West Midlands, and disclosed that it was in negotiations with the GMCA and TfGM. After 23 December 2022, the Company

continued to conduct negotiations with the GMCA and TfGM on various aspects of the impact of the franchising scheme on the business of the Company. These negotiations have been concluded and the final position is presented below.

In March 2021, the Mayor of Greater Manchester exercised his power to suspend the deregulated commercial bus market in the Greater Manchester area through the introduction of a franchising scheme. The first tranche of the scheme is expected to begin operation in late September 2023. In the tender process for this first tranche of the franchising scheme, the Company was not successful in either of its bids for the large franchise areas covering Bolton and Wigan. However, the Company was successful in winning seven out of the nine available small franchise contracts in these areas. These small franchises are for periods of between three and five years.

As a consequence of the award of the franchise contracts for the Bolton and Wigan areas, the Company has agreed conditionally to dispose of the Bolton Depot and the majority of the bus fleet based there in two separate stages, subject to Shareholders' approval. First, the Company has agreed conditionally to sell its Bolton Depot to the GMCA, with all its associated fixtures, fittings, plant and machinery. Secondly, the Company has agreed to place 134 vehicles, being the majority of its bus fleet currently based at the Bolton Depot, into the RVM created by TfGM as part of the franchising arrangements. Under this scheme, TfGM allocates buses in the asset pool to the incoming franchise operators and the successful franchise bidder is obliged to acquire the vehicles allocated to it from the notional asset pool at the value determined by TfGM under the RVM.

The mortgage and HP associated with these assets will be repaid out of the net proceeds of their sale. However, the award of the seven small franchise contracts by TfGM in Bolton, Bury, Farnworth, Leigh and Salford will require the Company to purchase 60 new diesel buses, as specified by the relevant contracts, at a total cost of approximately £11.9 million, which will be financed by new HP debt. Approximately 60 vehicles remaining in the Bolton fleet will be retained within the Group for on-going work.

In the period from Completion to the commencement of the Bolton franchise by the successful franchise operator, the Group will continue to operate from the Bolton Depot and carry out all the bus services which it currently runs from that depot. To facilitate this, the Company has agreed to lease back from the GMCA, at a nominal rent, the Bolton Depot, and all other assets necessary to support the continued operation of bus services from the Bolton Depot until the formal commencement of the Bolton franchise which is expected to be in late September 2023. At that point, the short-term lease with the GMCA will be terminated.

Subject to satisfaction of the Bolton Depot Conditions, the Vehicle Purchase Condition and Completion occurring, the Company will receive aggregate cash consideration of approximately £30.4 million for the assets included within the two disposal stages outlined above. As set out above, the unaudited total net book value of these assets at their respective dates of sale is estimated to be approximately £23.0 million.

As the total consideration receivable for the Proposed Disposals is material compared to the Company's market capitalisation, the Proposed Disposals will be deemed to result in a fundamental change of business pursuant to Rule 15 of the AIM Rules, which requires Shareholders' approval at the General Meeting. This approval needs to be obtained prior to Completion as does the Landlord's Consents.

The Proposed Disposals have been documented by way of two separate agreements: first, the Bolton Depot Purchase Agreement in respect of the disposal of the Bolton Depot; and, secondly, the Vehicle Purchase Agreement in respect of the disposal of the related vehicles. Brief summaries of both agreements are set out below.

The proposed disposal of the Bolton Depot will also require Landlord's Consents to be obtained, before Completion can be effected. Further details are provided in the summary of the Bolton Depot Purchase Agreement set out below.

The effect of the Proposed Disposals on the debt finance of the Company

The Company's announcement of 23 December 2022 included a table, drawn up on a *pro forma* basis, of the illustrative effect of the Proposed Disposals on the Company's net debt. This table which is set out below has been updated to reflect the final outcome of the negotiations with TfGM and other recent developments.

In the following table, the audited total net debt of the Company at 30 November 2022 is then adjusted on a *pro forma* basis to reflect the:

- anticipated receipt of the cash proceeds from the Proposed Disposals;
- application of those proceeds to repay HP debt related to the assets being disposed of;
- entering into of the HP finance arrangements needed to purchase the required bus fleet for the new work in the GMCA area;
- effect of the outcome of the Tender Offer;
- acquisition for £1.9 million of the new Eccles depot as announced on 31 March 2023; and
- remaining balance of the cash receipts taken to the cash line on the balance sheet.

| | Audited Total Net Debt at 30 November 2022 | Application of proceeds of the Proposed Disposals | Tender Offer and Eccles depot acquisition | RCF repayments, plus forecast mortgage and lease liability amortisation in FY 2023 | HP finance for new work in GMCA area | Unaudited <i>Pro forma</i> Total Net Debt after Completion and financing of new vehicles required |
|----------------------------------|---|--|--|---|---|--|
| | £'000 | £'000 | £'000 | £'000 | £'000 | £'000 |
| Mortgage liabilities | 5,439 | (1,931) | 0 | (355) | 0 | 3,153 |
| HP debt | 33,361 | (12,846) | 0 | (7,974) | 11,945 | 24,486 |
| Other lease liabilities | 566 | 0 | 0 | (372) | 0 | 194 |
| Revolving commercial facility | 0 | (10,400) | 11,900 | (1,500) | 0 | 0 |
| Net cash asset | (1,214) | (5,262) | 0 | 0 | 0 | (6,476) |
| Total | 38,152 | (30,439) | 11,900 | (10,201) | 11,945 | 21,357 |

Summary of the Bolton Depot Purchase Agreement

On 31 May 2023, Hallbridge Way Property Limited, a subsidiary of the Company, entered into a conditional sale and purchase agreement with the GMCA for the sale of the Bolton Depot for a total consideration of £12.1 million payable in cash on completion of the agreement.

The Company's wholly owned subsidiary, Diamond Bus, is also a party to the contract because Diamond Bus owns the chattels at the Bolton Depot which are being sold at the same time to the GMCA for £0.6 million, payable in cash. The aggregate cash consideration being paid by the GMCA for the Bolton Depot and the chattels is therefore £12.7 million. The GMCA has also agreed to pay the Group's professional costs.

The Bolton Depot Purchase Agreement is conditional on: (1) obtaining Shareholders' approval in respect of the Resolutions to be proposed at the General Meeting; and (2) obtaining the Landlord's Consents (together the "**Bolton Depot Conditions**").

The Landlord's Consents as required by the second Bolton Depot Condition have been agreed in principle between the parties, and documents are in circulation for signature. The long stop date for satisfaction of the Bolton Depot Conditions is 1 December 2023; if the Bolton Depot Conditions have not been satisfied by that date, either party is entitled to terminate the Bolton Depot Purchase Agreement.

Completion is expected to take place no later than five business days after the date on which the Bolton Depot Conditions are satisfied.

Immediately following completion of the sale of the Bolton Depot, the GMCA has agreed to grant Hallbridge Way Property Limited a lease back of the Bolton Depot, at a nominal rent, together with all other assets necessary to support the continued operation of the Company's bus service from the Bolton Depot. The lease shall be for a term of seven years with a mutual rolling break after 16 September 2023. Hallbridge Way Property Limited expects the lease to run until the formal commencement of the Bolton franchise, which is expected to occur at the end of September 2023, following which the lease with the GMCA will be terminated in accordance with its terms.

At the end of the lease back period, Hallbridge Way Property Limited and the GMCA must agree (acting reasonably and without delay) an inventory of the non-utilised stock (i.e. the fuel and spare parts) at the Bolton Depot and the value of such stock. The GMCA is to pay to Hallbridge Way Property Limited the agreed cost of the stock within ten business days of the agreement of its cost.

Summary of the Vehicle Purchase Agreement

On 31 May 2023, Diamond Bus entered into a sale and purchase agreement with Go North West Limited (as a purchaser) and TfGM, for the sale of certain assets comprising the Vehicles (being 134 of the buses used in connection with the Bolton Depot), the Tyres, the Associated Assets (being such spares, consumables and other assets associated with the Vehicles) (each as defined therein), for a total consideration being, and calculated, as follows:

1. for the Vehicles, a total sum of £17.7million;
2. for the Tyres, the amount owed to Diamond Bus' tyre supplier, on 24 September 2023, as notified by it; and
3. for the Associated Assets, the price notified by Diamond Bus to Go North West Limited for those assets, once a stock list has been produced in a period closer to Completion.

The agreement is conditional on obtaining Shareholders' approval by no later than 24 September 2023 (the "**Vehicle Purchase Condition**"), with completion occurring on 24 September 2023 or in respect of each vehicle such other date prior to 24 September 2023 as may be agreed in writing between the parties, provided in each case that the Vehicle Purchase Condition has been satisfied.

Pursuant to the agreement, Diamond Bus is also to provide some customary warranties to TfGM, including in respect of the ownership and condition of the assets being transferred.

Current trading and prospects

The Board's key assumption for FY2023, as stated in the Company's FY 2022 report and accounts, is that, as passenger numbers continue to recover slowly and steadily, UK Government grants and subsidies will taper off, but that the overall outcome will be a return to normal commercial conditions and sustainable profits at the normalised pre-tax line. In response to inflation in many of the Company's key cost inputs, such as salaries, fuel prices and parts, throughout FY 2022, the Board took active steps to re-align service levels, bus operations and fares onto a footing which would enable the Group to trade successfully for the foreseeable future. This internal work was accompanied externally by close co-operation with all the local authorities in the Group's operating areas, particularly those which have received funding for Bus Service Improvement Plans, to redefine and reshape bus networks in order to take account of the changes, at a detailed route level, in bus usage and travel patterns. To date, in FY 2023, the Company has traded in line with this budget.

General Meeting

Under Rule 15 of the AIM Rules, the Proposed Disposals are conditional on Shareholders' approval. A notice convening the General Meeting (setting out details of the Resolutions which are inter-conditional) which is to be held at the Company's registered office at Cross Quays Business Park, Hallbridge Way, Tividale, Oldbury, West Midlands B69 3HW at 10.00 a.m. on 3 July 2023, is set out at the end of this document.

Irrevocable undertakings

As set out above, the Directors have irrevocably undertaken to vote in favour of the Resolutions in respect of their beneficial shareholdings of, in aggregate, 14,840,025 Shares, representing approximately 47.84 per cent. of the Company's issued share capital as follows:

| Name of Director | Number of Shares held | Percentage of the Company's issued share capital |
|--|------------------------------|---|
| John Gunn (including concert party interest) | 7,326,340 | 23.62 |
| Simon Dunn | 1,827,196 | 5.89 |
| Kim Taylor | 408,738 | 1.32 |
| Robert Dunn | 2,470,676 | 7.96 |
| Graham Spooner | 532,000 | 1.71 |
| Graham Peacock | 2,275,075 | 7.33 |
| Total | 14,840,025 | 47.84 |

Action to be taken

You will find enclosed with this document a Form of Proxy for use at the General Meeting. Regardless of whether you intend to attend the General Meeting, you are requested to complete, sign and return the Form of Proxy, in accordance with the instructions printed thereon, so as to be received by the Company's registrars, Neville Registrars, at Neville House, Steelpark Road, Halesowen, B62 8HD, as soon as possible, and in any event by no later than 10.00 a.m. on 29 June 2023. Completion and return of the Form of Proxy will not preclude you from attending the General Meeting and voting in person should you so wish.

Recommendation

The Board unanimously recommends Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting, as each of the Directors has irrevocably undertaken to do in respect of their own aggregate beneficial holdings of 14,840,025 Shares, representing approximately 47.84 per cent. of the Company's total voting rights.

Yours faithfully,

John Gunn
Chairman

DEFINITIONS

The following definitions apply throughout this document and the accompanying Form of Proxy unless the context otherwise requires:

| | |
|---|---|
| “AIM Rules” | the AIM Rules for Companies as published by the London Stock Exchange from time to time; |
| “Associated Assets” | means such spares, consumables and other assets associated with the Vehicles; |
| “Board” or the “Directors” | the board of directors of the Company (and each a “Director”) whose names are set out on page 5 of this document; |
| “Bolton Depot” | the bus depot owned by the Group with its registered address at land at Bull Lane and Weston Street, Bolton; |
| “Bolton Depot Conditions” | has the meaning given to it at page 7 of this document; |
| “Bolton Depot Purchase Agreement” | the conditional agreement dated 31 May 2023 and made between (1) Hallbridge Way Property Limited, (2) GMCA, and (3) Diamond Bus (North West) Limited; |
| “Bus Service Improvement Plans” | a plan, delivered through an enhanced partnership or franchising scheme under the Bus Services Act 2017, for achieving the step-change in bus services that is required by the National Bus Strategy; |
| “Business Day” | a day on which the clearing banks and foreign exchange markets settle payments and are open for general business in London; |
| “certificated” or “in certificated form” | a share or other security which is not in uncertificated form (i.e. not in CREST); |
| “Circular” | this document; |
| “Company” or “Rotala” | Rotala plc; |
| “Completion” | completion of the Proposed Disposals; |
| “CREST” | the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations); |
| “CREST Regulations” | the Uncertificated Securities Regulations 2001 (SI 2001/3755); |
| “Diamond Bus” | means Diamond Bus (North West) Limited, a company incorporated and registered in England, with company number 03037228, and with registered office at Rotala Group Headquarters, Cross Quays Business Park, Hallbridge Way, Tividale, Oldbury, West Midlands, England, B69 3HW; |
| “Euroclear” | Euroclear UK & International Limited; |
| “FCA” | the Financial Conduct Authority of the United Kingdom |
| “Form of Proxy” | the form of proxy accompanying Shareholders’ copies of this document for use by Shareholders in connection with the General Meeting; |
| “FSMA” | the Financial Services and Markets Act 2000, as amended from time to time; |
| “FY 2022” | the Company’s financial year ended 30 November 2022; |
| “FY 2023” | the Company’s financial year ending 30 November 2023; |
| “General Meeting” | the general meeting of Shareholders convened for 10.00 a.m. on 3 July 2023 at the Company’s offices at Cross Quays Business Park, Hallbridge Way, Tividale, Oldbury, West Midlands B69 3HW; |

| | |
|---|---|
| “GMCA” | the Greater Manchester Combined Authority; |
| “Group” | the Company and any undertaking which is a subsidiary undertaking of the Company from time to time; |
| “HP” | means the debt finance of the Company provided by hire purchase agreements; |
| “Landlord’s Consents” | means, in connection with the disposal of the Bolton Depot, the consent of Fivestar Finance Limited to (i) the sale of certain of Group’s leasehold interests to GMCA, (ii) the grant of a new long lease by GMCA to TfGM, and (iii) the grant of a new lease (being a leaseback) by GMCA to the Group; |
| “Neville Registrars” | means the Company’s registrar, Neville Registrars Limited; |
| “Options” | means any outstanding options granted by the Company to acquire unissued Shares; |
| “Optionholders” | holders of Options or other incentive scheme rights that entitle any party to acquire or be issued Shares; |
| “Proposed Disposals” | has the meaning given on page 5 of this document; |
| “RCF” | the Company’s Revolving Credit Facility with HSBC Bank plc; |
| “Registrars” | Neville Registrars, in its capacity as registrars to the Company; |
| “Regulatory Information Service” | one of the regulatory information services authorised by the FCA to receive, process and disseminate regulatory information from listed companies; |
| “RVM” | means the residual value mechanism;; |
| “Resolutions” | the resolutions to approve the Proposed Disposals set out in the notice of General Meeting; |
| “Shareholders” | holders of Shares (and each a “Shareholder”); |
| “Shares” | ordinary shares of 25p each in the capital of the Company (and each a “Share”); |
| “Shore Capital and Corporate” | means Shore Capital and Corporate Limited; |
| “Shore Capital Stockbrokers” | means Shore Capital Stockbrokers Limited; |
| “Sterling” or “£” | pounds sterling, being the lawful currency of the UK; |
| “Tender Offer” | the invitation by the Company to its Shareholders to tender their shares in a circular dated 26 January 2023; |
| “TfGM” | Transport for Greater Manchester; |
| “Tyres” | means the tyres fitted to each of the Vehicles; |
| “uncertificated” or “in uncertificated form” | recorded on the Register as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST; |
| “United Kingdom” or “UK” | the United Kingdom of Great Britain and Northern Ireland; |
| “Vehicles” | being 134 of the buses used in connection with the Bolton Depot; |
| “Vehicle Purchase Condition” | has the meaning given to it at page 8 of this document; and |
| “Vehicle Purchase Agreement” | the conditional agreement dated 31May 2023 and made between (1) Diamond Bus (North West) Limited, (2) Go North West Limited, and (3) Transport for Greater Manchester. |

ROOTALA PLC

(Registered in England and Wales with registered number 05338907)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of the Company will be held at 10.00 a.m. on 3 July 2023 at the offices of the Company at Cross Quays Business Park, Hallbridge Way, Tividale, Oldbury, West Midlands B69 3HW for the purposes of considering and, if thought fit, passing the following resolutions (the “**Resolutions**”) which will be proposed as ordinary resolutions.

Capitalised terms and expressions contained in this notice shall have the meanings given to them in the circular to the Company’s shareholders published on 15 June 2023 (the “**Circular**”), unless the context requires otherwise.

Ordinary Resolutions

1. **THAT**, subject to the passing of Resolution 2 below, the sale by the Company of the Bolton Depot and its associated fixtures, fittings, plant and machinery to the GMCA in accordance with the terms and conditions of the Bolton Depot Purchase Agreement, (the “**Bolton Depot Disposal**”) be approved for the purposes of Rule 15 of the AIM Rules for Companies with such revisions and amendments (including as to price) of a non-material nature as may be approved by the Directors of the Company (or any duly authorised committee thereof), and that all acts, agreements, arrangements and indemnities which the Directors or any such committee consider necessary or desirable for the purpose of or in connection with the Bolton Depot Disposal be and are hereby approved.
2. **THAT**, subject to the passing of Resolution 1 above, the sale by the Company of the majority of its buses based at the Bolton Depot to Go North West Limited in accordance with the terms and conditions of the Vehicle Purchase Agreement, (the “**Bolton Depot Buses Disposal**”) be approved for the purposes of Rule 15 of the AIM Rules for Companies with such revisions and amendments (including as to price) of a non-material nature as may be approved by the Directors of the Company (or any duly authorised committee thereof), and that all acts, agreements, arrangements and indemnities which the Directors or any such committee consider necessary or desirable for the purpose of or in connection with the Bolton Depot Buses Disposal be and are hereby approved.

Registered Office:
Rotala plc,
Cross Quays Business Park,
Hallbridge Way,
Tividale, Oldbury,
West Midlands B69 3HW

By order of the Board:
Kim Taylor
Company Secretary

15 June 2023

IMPORTANT INFORMATION:

The following notes explain your general rights as a Shareholder and your right to attend and vote at the General Meeting or to appoint someone else to vote on your behalf.

1. While it is currently anticipated that registered Shareholders will be permitted to attend and vote in person at the meeting, which will be held at the offices of the Company at Cross Quays Business Park, Hallbridge Way, Tividale, Oldbury, West Midlands B69 3HW, it is possible that the UK government may introduce restrictions and guidance in relation to the COVID-19 pandemic or another emergency which may mean that this is not possible. Therefore, Shareholders are encouraged to appoint the Chair as a proxy. The Company remains firmly committed to encouraging Shareholder engagement on the business of the meeting. Any changes to the arrangements for the meeting will be communicated to Shareholders before the meeting, including through the Company's website at www.rotalapl.com and by announcement through a Regulatory Information Service.
2. Shareholders may appoint a proxy or proxies by:
 - a. completing and returning a Form of Proxy by post or by hand to the offices of the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD; or
 - b. in the case of CREST members, through the CREST electronic proxy appointment service.
3. To be effective, the appointment of a proxy, or the amendment to the instructions given for a previously appointed proxy, must be received by the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD by one of the methods in note 2 above not less than 48 business hours before the time for holding the meeting. In addition, any power of attorney or other authority under which the proxy is appointed (or a notarially certified copy of such power or authority) must be deposited at the offices of the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD not less than 48 business hours before the time for holding the meeting. Any such power of attorney or other authority cannot be submitted electronically.
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described 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 their CREST sponsor or voting service provider who will be able to take the appropriate action on their behalf.
5. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's ("**Euroclear UK & International**") 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 is 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 (7RA11) by the specified latest time(s) for receipt of proxy appointments. For this purpose, the time of receipt will be taken to be 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.
6. 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, to procure that his CREST sponsor or voting service provider takes) 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

regard, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

7. 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.
8. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names of the holders stand in the register of members in respect of the joint holding.
9. 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.
10. The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members entered on the register of members of the Company at 6.00 p.m. on 29 June 2023 shall be entitled to vote at the meeting or, if the meeting is adjourned, 6.00 p.m. on such date being not more than two business days prior to the date fixed for the adjourned meeting. Changes to entries on the register of members after such time shall be disregarded in determining the right of any person to vote at the meeting.

