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If you are in any doubt as to the contents of this document and/or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser.

**If you have sold or otherwise transferred all of your ordinary shares in Bens Creek Group plc, please forward this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can forward these documents to the person who now owns the ordinary shares.**

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This document does not constitute any offer to issue or sell or a solicitation of any offer to subscribe for or buy ordinary shares in Bens Creek Group plc.

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# **BENS CREEK GROUP PLC**

*(incorporated and registered in England and Wales under company registration number 13559916)*

## **NOTICE OF GENERAL MEETING**

**requisitioned pursuant to section 303 of the Companies Act 2006**

**to be held at**

**the offices of Shakespeare Martineau LLP, 6<sup>th</sup> Floor, 60 Gracechurch Street, London EC3V 0HR on**

**10<sup>th</sup> June 2024 on 12.00 pm**

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The formal Notice of the General Meeting of the Company which has been convened for 12.00pm on 10<sup>th</sup> June 2024 (the "**General Meeting**"), is set out on page 5 of this document.

**A Form of Proxy for use at the General Meeting is enclosed. To be valid, the Form of Proxy must be completed, signed and returned in accordance with the instructions printed on it to the Company's registrars Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD as soon as possible but in any event so as to arrive no later than 12.00 p.m. on 6<sup>th</sup> June 2024.**

*This document contains forward looking statements, including, without limitation, statements containing the words "believe", "anticipated", "expect", and similar expressions. Such forward looking statements involve unknown risk, uncertainties and other factors which may cause the actual results, financial condition, performance or achievements expressed or implied by such forward looking statements to be materially different. In light of these issues, uncertainties and assumptions, the events described in the forward looking statements in this document may not occur. Subject to legal or regulatory requirements, the Company disclaims any obligation to update any such forward looking statements in this document to reflect future events or developments.*

### EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Circular and the accompanying Form of Proxy	13 <sup>th</sup> May 2024
Latest time and date for receipt of Forms of Proxy	12.00pm on 6 <sup>th</sup> June 2024
Date and time of General Meeting	12.00pm on 10 <sup>th</sup> June 2024

## DEFINITIONS

The following definitions apply through this document unless the context requires otherwise.

<b>"Act"</b>	the Companies Act 2006, as amended
<b>"AIM"</b>	the market of that name operated by the London Stock Exchange
<b>"Articles"</b>	the articles of association of the Company in force at the date of this document
<b>"Board" or the "Directors"</b>	the directors of the Company, as at the date of this document, whose names are set out on page 2 of this document
<b>"certificated" or "in certificated form"</b>	the description of a share or other security that is not in uncertificated form (namely, not in CREST)
<b>"Chapter 11 Cases"</b>	the Chapter 11 bankruptcy cases filed in in the United States of America Bankruptcy Court for the Southern District of West Virginia in relation to the Company's wholly owned subsidiaries, Ben's Creek Operations WV LLC, Ben's Creek Carbon LLC and Ben's Creek Land WV LLC
<b>"Company" or "Bens Creek"</b>	Bens Creek Group PLC, a company incorporated in England and Wales with company number 13559916 whose registered office is at 15 Stratton Street, London, United Kingdom, W1J 8LQ
<b>"document"</b>	this circular dated 13 <sup>th</sup> May 2024
<b>"Form of Proxy"</b>	the form of proxy for use in relation to the General Meeting
<b>"General Meeting" or "GM"</b>	the general meeting of the Company, convened for 12.00pm on 10 <sup>th</sup> June 2024 and any adjournment thereof, notice of which is set out on page 5 of this document
<b>"London Stock Exchange"</b>	London Stock Exchange plc
<b>"Notice of General Meeting" or "Notice of GM"</b>	the notice convening the General Meeting, as set out on page 5 of this document
<b>"Ordinary Shares"</b>	ordinary shares of 0.1 pence each in the capital of the Company having the rights and being subject to the restrictions contained in the Articles
<b>"Registrars"</b>	Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD
<b>"Requisition Notice"</b>	the requisition notice pursuant to section 303 of the Act received on 20 April 2024 on behalf of the Requisitioning Shareholder
<b>"Requisitioning Shareholder"</b>	MBU Capital Group Limited
<b>"Shareholders"</b>	registered holders of Ordinary Shares
<b>"UK"</b>	the United Kingdom of Great Britain and Northern Ireland
<b>"uncertificated or uncertificated form"</b>	the description of a share or security held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST

## LETTER FROM THE CHAIRMAN

# BENS CREEK GROUP PLC

*(incorporated and registered in England and Wales under company registration number 13559916)*

Robin Fryer	Non-Executive Chairman
Adam Wilson	Chief Executive Officer
Mark Cooper	Non-Executive Director
David Harris	Non-Executive Director
Rajesh Johar	Non-Executive Director

Registered Office: 15 Stratton Street, London, United Kingdom, W1J 8LQ

To holders of Ordinary Shares and, for information only, to holders of options over Ordinary Shares

Dear Shareholder,

Notice of requisitioned General Meeting

### 1. Introduction

On 20 April 2024, the Board received the Requisition Notice from the Requisitioning Shareholder requesting the Board to convene a General Meeting of the Company for the purpose of discussing: (i) the operational and strategic challenges facing the Company at the present time; (ii) the Chapter 11 bankruptcy cases filed in in the United States of America Bankruptcy Court for the Southern District of West Virginia in relation to the Company's wholly owned subsidiaries, Ben's Creek Operations WV LLC, Ben's Creek Carbon LLC and Ben's Creek Land WV LLC; and (iii) the Company's current management structure and decision-making processes leading to the Chapter 11 Cases.

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

As at 8 August 2023, the Requisitioning Shareholder disclosed that they were interested in 88,278,149 Ordinary Shares, representing approximately 22.08% of the issued ordinary share capital of the Company. 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 therefore set out on page 5 of this document.

### 2. General Meeting

The Requisition Notice requests the Board to convene a General Meeting of the Company for the purpose of discussing: (i) the operational and strategic challenges facing the Company at the present time; (ii) the Chapter 11 bankruptcy cases filed in in the United States of America Bankruptcy Court for the Southern District of West Virginia in relation to the Company's wholly owned subsidiaries, Ben's Creek Operations WV LLC, Ben's Creek Carbon LLC and Ben's Creek Land WV LLC; and (iii) the Company's current management structure and decision-making processes leading to the Chapter 11 Cases.

**Please note that no formal resolutions will be proposed at the General Meeting.**

### 3. Statement from the Board

The Board continues to believe that the Chapter 11 Cases commenced in the United States of America Bankruptcy Court for the Southern District of West Virginia in relation to its wholly owned subsidiaries, Ben's Creek Operations WV LLC, Ben's Creek Carbon LLC and Ben's Creek Land WV LLC, are in the best interests of the Company.

### 4. Physical attendance at the General Meeting

Shareholders can attend the General Meeting in person.<sup>3</sup> Shareholders are reminded that in order to access the

General Meeting in person, a shareholder will need to either: (a) be a named shareholder on the register of members as at the record date for the General Meeting (being close of trading on 6<sup>th</sup> June 2024); or (b) be a beneficial holder of shares who holds shares through a nominee account or share trading platform and have the appropriate corporate representation letter evidencing such beneficial holding. In each case the shareholder must be able to provide such evidence of his or her identity as the Company's registrar may require in order to confirm him or her as a shareholder or a beneficial holder of shares through a nominee account or share trading platform. In circumstances where this cannot be provided, an individual will not be permitted to access the General Meeting.

#### **5. Actions to be taken by Shareholders**

**A Form of Proxy for use at the General Meeting is enclosed. To be valid, the Form of Proxy must be completed, signed and returned in accordance with the instructions printed on it to the Company's registrars Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD as soon as possible but in any event so as to arrive no later than 12.00pm on 6<sup>th</sup> June 2024 or 48 hours before any adjourned meeting.**

Shareholders unable or unwilling to attend are invited to submit questions to the company via the following email address [info@benscreek.com](mailto:info@benscreek.com) before 6<sup>th</sup> June 2024 on 5.00pm with "Bens Creek GM" in the subject. Questions of a similar nature may be grouped and answered as a whole and responses, where permissible will be published after the meeting. Information that is required to be published by the Act in relation to this GM will be displayed on the following website [www.benscreek.com](http://www.benscreek.com).

Yours faithfully

Robin Fryer  
Non-Executive Chairman

**NOTICE OF GENERAL MEETING  
BENS CREEK GROUP PLC**

**NOTICE IS HEREBY GIVEN** that a General Meeting of Bens Creek Group plc will be held at 60 Gracechurch Street, EC3V 0HR on the 6<sup>th</sup> floor on 10 June 2024, at 12 p.m. to discuss the concerns raised Requisitioning Shareholder in relation to: (i) the operational and strategic challenges facing the Company at the present time; (ii) the Chapter 11 bankruptcy cases filed in in the United States of America Bankruptcy Court for the Southern District of West Virginia in relation to the Company's wholly owned subsidiaries, Ben's Creek Operations WV LLC, Ben's Creek Carbon LLC and Ben's Creek Land WV LLC; and (iii) the Company's current management structure and decision-making processes leading to the Chapter 11 Cases.

By order of the Board

A handwritten signature in black ink, appearing to be the initials 'GA' followed by a horizontal line.

**SGH Company Secretaries Limited**  
*Company Secretary*  
13<sup>th</sup> May 2024  
Bens Creek Group plc  
15 Stratton Street, London W1J 8LQ

### Notice of General Meeting Notes:

The following notes explain your general rights as a shareholder and your right to attend this General Meeting or to appoint someone else to attend on your behalf.

1. To be entitled to attend the General Meeting, shareholders must be registered in the Register of Members of the Company at close of trading on 6<sup>th</sup> June 2024. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend the General Meeting.
2. Shareholders, or their proxies, intending to attend the General Meeting in person are requested, if possible, to arrive at the General Meeting venue at least 20 minutes prior to the commencement of the General Meeting at 12.00 p.m. (UK time) on 10<sup>th</sup> June 2024 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak on their behalf at the General Meeting. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different Ordinary Share or Ordinary Shares held by that shareholder. A proxy need not be a shareholder of the Company. To validly appoint a proxy, a member must complete, sign and date the enclosed form of proxy and deposit it at the office of the Company's registrars, Neville Registrars Limited, at Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD, by 12.00 p.m. (UK time) on 6<sup>th</sup> June 2024 (or, in the event that the meeting is adjourned, not less than 48 hours, excluding non-working days, before the time fixed for the holding of the adjourned meeting). Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be enclosed with the form of proxy.
4. 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).
5. To change your proxy instructions you may return a new proxy appointment using the hard copy proxy form. Please contact Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD to request a new hard copy proxy form. The deadline for receipt of proxy appointments (see above) 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 separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
6. If you return more than one proxy appointment, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully.
7. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
8. Any shareholder 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 General Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the General 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 General Meeting that the question be answered.
9. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website.