
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action to be taken, you are recommended to seek immediately your own personal financial advice from an appropriately qualified adviser licensed pursuant to the Protection of Investors (Bailiwick of Guernsey) Law, 1987 (as amended) if you are in the Bailiwick of Guernsey, or from another appropriately authorised independent financial adviser if you are in a territory outside the Bailiwick of Guernsey.

If you receive this circular in any country or jurisdiction outside the Bailiwick of Guernsey, Jersey or the United Kingdom you may not treat it as an invitation to elect to receive scrip dividend shares unless such an invitation could lawfully be made to you without Blue Diamond Limited (the '**Company**') being required to comply with any registration or other legal requirements.

If you have sold or transferred all of your Shares in the Company prior to 30 May 2023, please forward this document without delay to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, except that such documents should not be sent into any jurisdiction where to do so might constitute a violation of local securities laws, including but not limited to the United States and Excluded Territories.

BLUE DIAMOND LIMITED
(Guernsey company number 12307)
(the "**Company**")

Notice of the 2023 Annual General Meeting (the "AGM")

and

Offer of a Scrip Dividend Alternative to the Proposed Final Dividend for the period 1 January 2022 to 31
December 2022

The definitions used in this document are set out on page 8.

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out on page 4 of this document and which recommends you vote, as applicable, in favour of each of the Resolutions to be proposed at the AGM. Your attention is also drawn to the section entitled "Action to be Taken by Shareholders" on page 3 of this document.

The Resolutions described in this document are conditional on Shareholder approval at the AGM.

The Notice convening the AGM is set out on page 10 of this document.

To be valid, the Form of Proxy set out on page 12 of this document should be completed and returned to the Secretary as soon as possible and, in any event, so as to arrive not later than 48 hours (excluding any part of a day that is not a Business Day) before the AGM.

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EXPECTED TIMETABLE OF EVENTS

Reference date for calculation of the Reference Share Price for the Scrip Dividend Alternative	16 May 2023
Shares quoted ex dividend	29 May 2023
Record date for the final dividend for the period 1 January 2022 to 31 December 2022 and for Scrip Dividend Alternative entitlements (the ' Record Date ')	30 May 2023
Final time and date for receipt of Election Forms for the Scrip Dividend Alternative or for revocation of a existing election for the Scrip Dividend Alternative	6 June 2023
Latest time and date for receipt of Forms of Proxy for the AGM	10.30 a.m. on 9 June 2023
AGM	10.30 a.m. on 13 June 2023
Posting of cheques for payment of cash dividends	13 June 2023
Dispatch of certificates for Scrip Dividend Shares (where applicable)	13 June 2023
Dividend payment: cash dividends credited to bank accounts (where instructed and where applicable)	13 June 2023

Note: All references to time in this document are to British Summer Time.

ACTION TO BE TAKEN BY SHAREHOLDERS

In relation to the AGM:

ALL SHAREHOLDERS ARE RECOMMENDED TO COMPLETE AND RETURN THEIR FORMS OF PROXY TO INDICATE HOW THEY WISH TO VOTE IN RELATION TO THE PROPOSALS. COMPLETION AND RETURN OF THE FORMS OF PROXY WILL NOT AFFECT A SHAREHOLDER'S RIGHT TO ATTEND AND VOTE AT THE AGM.

Shareholders are requested to complete and return their Forms of Proxy for the AGM as soon as possible and in any event not later than 48 hours before the AGM. Where a Shareholder being a body corporate wishes to attend and vote at the AGM, an appropriate letter of representation and suitable identification of the person nominated to represent the body corporate must be presented before the AGM commences.

You will find on page 12 of this document a Form of Proxy for use at the AGM. Shareholders are urged to return their relevant Forms of Proxy and to vote in favour of the Resolutions.

You are asked to complete the Form of Proxy in accordance with the instructions printed thereon so as to be received by the Secretary not later than 10.30 a.m. on 9 June 2023.

In relation to the Scrip Dividend Alternative:

If you have previously issued (and have not revoked) a Scrip Dividend Mandate you do not need to make a further election and will receive the Scrip Dividend Alternative in respect of all of your entitlement to the dividend for the period 1 January 2022 to 31 December 2022.

If you are a Qualifying Shareholder and wish to make a new election in respect of the Scrip Dividend Alternative, or wish to revoke an existing Scrip Dividend Mandate, please contact the Company Secretary, Richard Hemans, on richard.hemans@bluediamond.gg or 01481 210285 as soon as possible.

Any new Election Forms must be received by the Secretary not later than the close of business on 6 June 2023. If your Election Form has not been received by the Secretary by that date, the full cash dividend entitlement will be paid in respect of all the Shares registered in your name.

PART 1

LETTER FROM THE CHAIRMAN

BLUE DIAMOND LIMITED
(Guernsey company number 12307)
(the "**Company**")

Directors

Simon Burke – Chairman
Alan Roper – Managing Director
Richard Hemans – Finance Director
Tom Carey – Non-executive Director
David Ummels – Non-executive Director
Susie Crowder – Non-executive Director

Registered office

Rue du Friquet
Castel
Guernsey
GY1 3XA

10 May 2023

Dear Shareholder,

Notice convening the 2023 Annual General Meeting of the Company

I am pleased to write to you with details of the 2023 Annual General Meeting (the "**AGM**") of the Company, which is being held in the Fred Bell Lecture Theatre at Le Friquet Garden Centre, Rue du Friquet, Castel, Guernsey GY1 3XA at 10.30 a.m. on 13 June 2023.

The purpose of this letter is to explain the business to be considered at the AGM.

The AGM will therefore consider, and if thought fit, adopt the following resolutions (the "**Resolutions**"):

1. an ordinary resolution re-electing David Ummels as a Director of the Company, who will be retiring by rotation at the AGM and, being eligible, will be offering himself for re-election;
2. an ordinary resolution for the reappointment of BDO Limited as Auditor of the Company from the end of the AGM until the end of the next AGM;
3. an ordinary resolution authorising the Directors of the Company to determine the remuneration of the Auditor; and
4. a special resolution to adopt new articles of incorporation of the Company, in substitution for the existing Articles (the "**Articles Amendment Resolution**").

Explanation of the Articles Amendment Resolution

As noted in a letter sent by email and by post to all Shareholders on 13 April 2023, the Board is proposing to improve the current share trading system, in order to make it easier to buy and sell the Company's shares, track the latest price and streamline the process of settlement of trades. To achieve this, we have been working with The International Stock Exchange (TISE) to develop a secure, personalised portal which will enable shareholders to buy and sell shares online via scheduled auctions, currently anticipated to be held on a fortnightly or monthly basis. Details of the proposals, including answers to FAQs, were

contained in that letter.

The Company held a meeting for shareholders on 28 April 2023 in order to explain the proposals further and to provide a demonstration of the new system by the team from TISE.

As noted in the letter of 13 April, certain amendments need to be made to the Articles in order to allow shares to be traded via the new system, rather than by way of the current process of asking the company secretary to offer shares to other members. The amendment of the Articles will be effected by the adoption of the New Articles in substitution for the Articles.

A copy of the New Articles, showing the changes compared to the Articles, is enclosed with this document.

AGM

Set out on page 10 of this document is a Notice convening the AGM to be held at 10.30 a.m. on 13 June 2023 in the Fred Bell Lecture Theatre at Le Friquet Garden Centre, Rue du Friquet, Castel, Guernsey GY1 3XA.

The quorum for the AGM is two (2) Shareholders present in person or represented by proxy holding not less than five per cent. (5%) of the shares in issue. If, within half an hour after the time appointed for the AGM, a quorum is not present, then the AGM will stand adjourned for fourteen days at the same time and place.

The agenda for the AGM will be as follows:

1. to receive a presentation from Alan Roper, Managing Director of the Company;
2. questions and answers;
3. to note the minutes of the 2022 annual general meeting;
4. to lay before the AGM and to consider the Directors' Report, the Accounts for the year ended 31 December 2022 and the Auditor's Report; and
5. to consider, and if thought fit, pass the Resolutions set out in the Notice.

Dividend and Scrip Dividend Alternative

On 27 April 2023 the Board resolved to declare a final dividend covering the period 1 January 2022 to 31 December 2022 of 8.5 pence per Share (the '**2022 Dividend**'). The 2022 Dividend is in addition to the interim dividend of 3.5 pence previously paid in December 2022.

As was the case last year, the Board intends to offer a scrip dividend alternative to the 2022 Dividend (the '**Scrip Dividend Alternative**') so that Qualifying Shareholders (as defined on page 9) can elect to receive new Shares instead of a cash dividend ('**Scrip Dividend Shares**'). The 2022 Dividend is available to all Shareholders who have Shares registered in their names as at the close of business on the Record Date. However, the Scrip Dividend Alternative is being offered only to Qualifying Shareholders.

The full terms and conditions of the Scrip Dividend Alternative have previously been provided to all Shareholders by the Company in the circular dated 8 November 2021 (or, if a Shareholder became a Shareholder after this date, on or around the date on which the Shareholder became a Shareholder).

The Board has the power to revoke their decision to offer Scrip Dividend Shares instead of a cash dividend at any time up to 5:00 p.m. on 12 June 2023. Each Qualifying Shareholder's entitlement to Scrip Dividend Shares under the Scrip Dividend Alternative in respect of the 2022 Dividend is based on a price for each Scrip Dividend Share (the '**Reference Share Price**'). The Reference Share Price will be calculated as the last traded price for Shares on 16 May 2023.

All Qualifying Shareholders have previously been given the opportunity to make an election to receive the Scrip Dividend Alternative in respect of all future dividends for which it is offered (a "**Scrip Dividend Mandate**"). If you have previously issued (and have not revoked) a Scrip Dividend Mandate you do not need

to make a further election and will receive the Scrip Dividend Alternative in respect of all of your entitlement to the 2022 Dividend.

If you wish to revoke your Scrip Dividend Mandate, so that you receive the 2022 Dividend in cash, you will need to revoke such Scrip Dividend Mandate by a written notice to the Company, which must be received by the Company by no later than the close of business on 6 June 2023.

If you have any questions regarding the Scrip Dividend Alternative, or if you have not issued a Scrip Dividend Mandate, but wish to receive some or all of your entitlement to the 2022 Dividend in the form of Scrip Dividend Shares, please contact the Company Secretary, Richard Hemans, on richard.hemans@bluediamond.gg or 01481 210285 without delay to obtain an Election Form. Please note that Richard will not be able to provide any advice on whether to elect to receive Scrip Dividend Shares instead of cash. Completed Election Forms will need to be returned to the Company by no later than the close of business on 6 June 2023.

You are reminded to take professional advice from an appropriately qualified person. Please also ensure that you have read and understood the terms and conditions of the Scrip Dividend Alternative set out in the circular dated 8 November 2021 issued by the Company.

Action to be taken

Please see the instructions on page 3 of this document.

Recommendation

The Board considers the passing of the Resolutions to be in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolutions proposed at the AGM. All of the Directors own Shares in the Company, and all of the Directors which hold Shares intend to vote all of their Shares in favour of the Resolutions.

Yours sincerely

Simon Burke

Chairman

PART 2

ADDITIONAL INFORMATION

Documents available for Inspection

Copies of the following documents are available for inspection on the Company's website at <https://www.bluediamond.gg>:

1. the Directors' Report, the Accounts for the year ended 31 December 2022 and the Auditor's Report;
2. the current Memorandum and Articles of Incorporation of the Company;
3. this document; and
4. the circular dated 8 November 2021 issued by the Company, setting out the full terms and conditions of the Scrip Dividend Mandate.

DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

"2022 Dividend"	the final dividend covering the period 1 January 2022 to 31 December 2022 of 8.5 pence per Share
"AGM"	the annual general meeting of the Company to be held at 10.30 a.m. on 13 June 2023, or any adjournment thereof
"Articles"	the articles of incorporation of the Company, as in force on the date of this document
"Articles Amendment Resolution"	the special resolution to be proposed at the AGM for the purposes of adopting the New Articles, as set out in the Notice
"Auditor"	BDO LLP, Arcadia House, Maritime Walk - Ocean Village, Southampton SO14 3TL, United Kingdom
"Board" or "Directors"	the directors of the Company
"Business Day"	any day (other than a Saturday or Sunday) on which commercial banks are open for general business in Guernsey
"Chairman"	Simon Burke
"Companies Law"	the Companies (Guernsey) Law, 2008 (as amended)
"Company"	Blue Diamond Limited (Guernsey company number 12307)
"Election Form"	an election form for use by Shareholders wishing to elect to receive the Scrip Dividend Alternative
"Excluded Shareholders"	Shareholders with a registered address in, or who are located in, or who hold shares on behalf of persons located in, the US or one of the Excluded Territories
"Excluded Territories"	Australia, Canada, Japan, South Africa, New Zealand, all jurisdictions in the European Economic Area (other than Ireland, Denmark and Sweden) and any other jurisdiction where the extension or availability of the Scrip Dividend Alternative would breach any applicable law or regulation
"Form of Proxy"	the form of proxy set out on page 12 of this document for use by Shareholders in connection with the AGM
"Memorandum"	the memorandum of incorporation of the Company
"New Articles"	the new articles of incorporation proposed to be adopted by the Company in place of the Articles,

	pursuant to the Articles Amendment Resolution
"Notice"	the notice of the AGM set out on page 10 of this document
"Qualifying Shareholders"	holders of existing Shares on the register of members of the Company at the Record Date, other than Excluded Shareholders
"Register"	the register of Shareholders of the Company kept pursuant to the Companies Law
"Resolutions"	the resolutions to be proposed at the AGM as set out in the Notice
"Scrip Dividend Mandate"	an election by a Qualifying Shareholder to elect to receive a Scrip Dividend Alternative in respect of future dividends in respect of all (and not some only) of their Shares, the full terms of which are set out in a circular issued by the Company dated 8 November 2021
"Shareholder"	a registered holder of shares in the Company
"Shares"	the shares in the Company

BLUE DIAMOND LIMITED
(Guernsey company number 12307)
(the "**Company**")

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an AGM of the Company will be held in the Fred Bell Lecture Theatre at Le Friquet Garden Centre, Rue du Friquet, Castel, Guernsey GY1 3XA at 10.30 a.m. on 13 June 2023 for the purpose of considering, and if thought fit, adopting the following resolutions, of which resolution 4 is proposed as a special resolution:

ORDINARY RESOLUTIONS

1. To re-elect David Ummels who retires as a director and, being eligible, offers himself for re-election as a director of the Company.
2. To reappoint BDO LLP as Auditor of the Company from the end of this Annual General Meeting until the end of the next Annual General Meeting of the Company in accordance with section 257(4) of the Companies Law.
3. To authorise the Directors of the Company to determine the remuneration of the Auditor in accordance with section 259(a)(ii) of the Companies Law.

SPECIAL RESOLUTION

4. That the regulations contained in the document attached hereto be and are hereby approved and adopted as the new articles of incorporation of the Company in substitution for and to the exclusion of the existing articles of incorporation of the Company.

If this meeting should be adjourned on the basis that there is not a quorum of Shareholders of the Company, in person or by proxy, the adjourned meeting will stand adjourned for fourteen days at the same time and place.

By order of the Board

.....
Richard Hemans
Company Secretary
Date: 10 May 2023

Registered Office
Rue du Friquet
Castel
Guernsey
GY1 3XA

NOTES:

1. A Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote instead of him. The proxy need not be a Shareholder in the Company. To be effective, a Form of Proxy, and any power of attorney or other authority under which it is signed (or a copy of any such authority certified notarially), must be completed, signed and lodged with Richard Hemans of Blue Diamond Limited at Rue du Friquet, Castel, Guernsey GY1 3XA not less than 48 hours before the time appointed for holding the AGM or adjourned meeting at which the person named in the instrument proposes to vote.
2. A Form of Proxy for use at the AGM and which will remain valid for any adjournment thereof is enclosed. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person.
3. The quorum for the AGM is two (2) Shareholders present in person or represented by proxy holding not less than five per cent. (5%) of the shares in issue.
4. To be passed: ordinary resolutions require the approval of a simple majority of the votes cast in favour of each such ordinary resolution; and special resolutions require the approval of at least 75% of the votes cast in favour of each such special resolution
5. If within 30 minutes from the time appointed for the AGM a quorum of Shareholders is not present then the meeting shall stand adjourned for fourteen days at the same time and place.
6. Once passed by the requisite majority, the Resolutions will be binding on all Shareholders, irrespective of how or whether they have voted.

FORM OF PROXY FOR SHAREHOLDERS

BLUE DIAMOND LIMITED
(Guernsey company number 12307)
(the "**Company**")

This is a Form of Proxy for use by Shareholders at the Annual General Meeting of Shareholders of the Company, to be held in the Fred Bell Lecture Theatre at Le Friquet Garden Centre, Rue du Friquet, Castel, Guernsey GY1 3XA at 10.30 a.m. on 13 June 2023

Please fill out the details below in BLOCK CAPITALS

Shareholder name:
Shareholder address:

I, the undersigned, being a Shareholder in the Company hereby appoint the chairman of the AGM
or (see Notes 1 to 3)

Name:
Address:

to act as my proxy to vote on my behalf at the AGM of the Shareholders of the Company and at any adjournment(s) thereof in relation to the following resolutions.

Please read the Notes below carefully.

Please indicate how you wish your proxy to vote in respect of the Resolutions set out below by placing an 'X' in the appropriate box under either 'for' or 'against'. If you wish to abstain from voting in respect of any Resolution, please place an "X" in the "vote withheld" column. Please note that a vote withheld is not a vote in law and will not be counted for the purposes of determining whether a Resolution has been passed by the requisite majority.

In respect of the Resolution, I direct my proxy to vote as follows (see Note 2):

	Votes to be Cast (see Note 4) Please indicate with an "X" in the appropriate box how your votes should be cast.		
	FOR	AGAINST	VOTE WITHHELD
RESOLUTION 1 – ORDINARY RESOLUTION <i>To re-elect David Ummels who retires as a director and, being eligible, offers himself for re-election as a director of the Company.</i>			

	Votes to be Cast (see Note 4) Please indicate with an "X" in the appropriate box how your votes should be cast.		
	FOR	AGAINST	VOTE WITHHELD
RESOLUTION 2 – ORDINARY RESOLUTION <i>To reappoint BDO LLP as Auditor of the Company from the end of this Annual General Meeting until the end of the next Annual General Meeting of the Company in accordance with section 257(4) of the Companies Law.</i>			
RESOLUTION 3 – ORDINARY RESOLUTION <i>To authorise the Directors of the Company to determine the remuneration of the Auditor in accordance with section 259(a)(ii) of the Companies Law.</i>			
RESOLUTION 4 – SPECIAL RESOLUTION <i>That the regulations contained in the document attached hereto be and are hereby approved and adopted as the new articles of incorporation of the Company in substitution for and to the exclusion of the existing articles of incorporation of the Company.</i>			

Please complete and return this Form of Proxy to Richard Hemans of Blue Diamond Limited at Rue du Friquet, Castel, Guernsey GY1 3XA by 10.30 a.m. on 9 June 2023.

Signature(s)

Date:

Notes:

1. A Shareholder is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the Company. A Shareholder may appoint more than one proxy in relation to the AGM, provided that such proxy is appointed to exercise the rights attached to a different share or shares held by the Shareholder. A Shareholder entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way. A proxy may be an individual or body corporate who need not be a Shareholder of the Company.
2. To appoint more than one proxy to vote in relation to different Shares within your holding you may photocopy the Proxy Form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which in aggregate should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope.
3. If you wish to appoint as your proxy someone other than the chairman of the AGM, cross out the words "the chairman of the AGM" and write in the box the full name and address of your proxy. The change should be initialled.
4. Please indicate with an "X" in the appropriate box how you wish your vote to be cast in respect of the Resolutions. In the absence of instructions, the person appointed proxy may vote or abstain from voting as he or she thinks fit on the specified Resolutions and, unless instructed otherwise, the person appointed proxy may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to Resolutions) which may properly come before the AGM.
5. This form must be signed and dated by the Shareholder or his/her attorney duly authorised in writing. If the Shareholder is a company, it may execute under its common seal or by the signature of a duly authorised officer or attorney. Where there are joint registered holders of any share such persons shall not have the right of voting individually in respect of such share but shall elect one of their number to represent them and to vote whether in person or by proxy in their name. In default of such election the person whose name stands first on the Register shall alone be entitled to vote.
6. Any corporation which is a Shareholder of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of any class of shareholders of the Company and the person so authorised shall be entitled to exercise the same power on behalf of the corporation which he represents as that corporation could exercise if it were an individual Shareholder of the Company.
7. To change your proxy instructions, simply submit a new proxy appointment using the method set out above. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
8. To be effective, a Form of Proxy, and any power of attorney or other authority under which it is signed (or a copy of any such authority certified notarially), must be completed, signed and lodged with Richard Hemans of Blue Diamond Limited at Rue du Friquet, Castel, Guernsey GY1 3XA not less than 48 hours before the time appointed for holding the AGM or adjourned meeting at which the person named in the Form of Proxy proposes to vote.
9. Return of a completed Form of Proxy will not preclude a Shareholder from attending and voting personally at the meeting. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
10. The quorum for the AGM is two (2) Shareholders present in person or represented by proxy holding not less than five per cent. (5%) of the shares in issue.

11. To be passed, ordinary resolutions require the approval of a simple majority of the votes cast in favour of each such ordinary resolution.
12. If the Resolutions are duly passed at the meeting (or any adjourned meeting thereof), and other necessary formalities are completed, this will result in all of the proposed Resolutions becoming binding on each Shareholder in the Company whether or not they voted in favour of the Resolutions, or voted at all.
13. To allow effective constitution of the AGM, if it is apparent to the chairman of the AGM that no Shareholders will be present in person or by proxy, other than by proxy in the chairman's favour, then the chairman 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 chairman.