

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the contents of this document and/or the action you should take, you should immediately obtain your own advice from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000, if you are in the United Kingdom, or, if not, another appropriately authorised professional adviser.

If you have sold or otherwise transferred (or will sell or transfer) all of your shares in CYBA plc (the "**Company**") prior to the Company's Annual General Meeting ("**AGM**"), please pass 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 pass these documents to the person who now holds the shares.

CYBA PLC

(Incorporated and registered in England and Wales with Registered No: 11701224)

Notice of Annual General Meeting
and
Letter from the Chairman

Notice of Annual General Meeting of the Company, to be held at the offices of The Clubhouse, 8 St James's Square, London, SW1Y 4JU on 28 July 2022 at 11.00 a.m. is set out on page 4 of this document.

A form of proxy for use in connection with the AGM is enclosed and, to be valid, must be completed, signed and returned, in accordance with the instructions thereon, to the Company's registrars at Link Group, 10th Floor, Central Square, 29 Wellington Street, LS1 4DL as soon as possible and, in any event, by no later than 11.00 a.m. on 26 July 2022. If you do not complete and return a valid form of proxy, no-one else may vote on your behalf. For full details of the procedure for appointing a proxy, please see the notes to the Notice of AGM and the form of proxy.

LETTER FROM THE CHAIRMAN OF CYBA PLC

CYBA PLC

(Incorporated and registered in England and Wales with registered number 10829496)

Directors

Bob Mitchell (Non-executive Chairman)
Steve Bassi (CEO & Non-executive Director)
Rory Heier (Non-executive Director)
John Herring (Non-executive Director)

Registered Office

5 Fleet Place
London
EC4M 7RD

5 July 2022

Dear Shareholder,

Annual General Meeting of CYBA plc (the "Company")

1. Introduction

I am pleased to be writing to you with details of our Annual General Meeting ("**AGM**") which we are holding at The Clubhouse, 8 St James's Square, London, SW1Y 4JU on 28 July 2022 at 11.00 a.m. The formal notice of the AGM is set out on page 4 of this document ("**Notice of AGM**").

The purpose of this letter is to provide shareholders of the Company with details of the background to, and reasons for, the resolutions to be proposed at the AGM (the "**Resolutions**"), to explain why the Directors believe that the passing of the Resolutions is in the best interests of the Company and the shareholders of the Company as a whole and to recommend that shareholders of the Company vote in favour of the Resolutions.

If you would like to vote on the Resolutions but cannot attend the AGM, please complete the form of proxy enclosed with this document and return it as soon as possible to the Company's registrars, Link Group, 10th Floor, Central Square, 29 Wellington Street, LS1 4DL and in any event by 11.00 a.m. on 26 July 2022.

Business to be transacted at the AGM

Details of the Resolutions which are to be proposed at the AGM are set out below. On 14 March 2022, shareholders approved the Directors to allot Ordinary Shares up to a maximum nominal value of £500,000 (representing 5,000,000,000 Ordinary Shares) with pre-emption rights disapplied. As at the date of publication of this document, the Directors had issued 68,356,100 shares under this authority leaving 4,931,643,900 still available to issue. These authorities expire in June 2023 and accordingly no additional share headroom resolutions are proposed at this AGM.

Resolutions 1 to 5 are to be proposed as ordinary resolutions and resolution 6 is to be proposed as a special resolution.

Ordinary Resolution 1 to 3: Annual Reports and Accounts

In accordance with the requirements of section 437 of the Companies Act 2006, the Company will lay before the AGM the annual reports and accounts of the Company in respect of the initial period ended 31 March 2020, the nine-month period ended 31 December 2020 and the year ended 31 December 2021.

Ordinary Resolutions 4 and 5: Re-appointment of auditors

Shareholders will be asked to confirm the re-appointment of PKF Littlejohn LLP as the Company's auditors to hold office until the conclusion of next year's AGM and to grant authority to the Directors to determine the auditors' remuneration.

Special Resolution 6: Change of Company Name

CYBA was created as a Cash Shell investment company and listed on the London Stock Exchange in March 2021. In March 2022 CYBA completed the 100% acquisition of NARF Industries Group which leads advanced cybersecurity research and development projects in the US primarily commissioned by government agencies. Following the acquisition, the Company no longer was an investment company, instead forming part of an Operating Group. Accordingly, the Directors propose that the Company's name be changed to Narf Industries Plc to reflect the reverse takeover by the NARF Industries Group.

3. Deemed Consent Letters

The Board wishes to adopt a more digital footprint for its interactions with shareholders to foster better communications, save costs and reduce the environmental impact of unnecessary printing and distribution of statutory documents and communications, most of which go to waste. Accordingly, the Company will send a "Deemed Consent" letter to all new shareholders informing them that from hereon shareholders will receive statutory documentation and information in an electronic format via publication on the Company's website unless the shareholder specifically instructs to the contrary. Shareholders will be encouraged to provide their email addresses to assist in dissemination and shareholders will be able to opt back in to receiving notifications by post.

4. Action to be taken

You are entitled to appoint one or more proxies to attend and vote at the AGM on your behalf. You will find enclosed with this document a form of proxy for use in connection with the AGM. Whether or not you propose to attend the AGM in person, you are requested to complete and return the form of proxy to the Company's registrars, Link Group, 10th Floor, Central Square, 29 Wellington Street, LS1 4DL and in any event by 11.00 a.m. on 26 July 2022 and return of a form of proxy will not stop you from attending the AGM and voting in person should you so wish.

5. Recommendation

The Directors consider that all of the Resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that shareholders vote in favour of all of the Resolutions, as the Directors intend to do in respect of their own beneficial holdings.

Yours faithfully



Bob Mitchell
Chairman

CYBA PLC

(Incorporated and registered in England and Wales with registered number 11701224)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting (the "**AGM**") of CYBA plc (the "**Company**") will be held at The Clubhouse, 8 St James's Square, London, SW1Y 4JU on 28 July 2022 at 11.00 a.m. for the transaction of the following business:

To consider and, if thought fit, to pass the following resolutions, numbers 1 to 5 of which will be proposed as ordinary resolutions and number 6 as a special resolution:

Ordinary Resolutions

1. That the Company's annual accounts for the period ended 31 March 2020, together with the Directors' report and the auditors' report on those accounts, be received and adopted
2. That the Company's annual accounts for the nine months ended 31 December 2020, together with the Directors' report and the auditors' report on those accounts, be received and adopted.
3. That the Company's annual accounts for the year ended 31 December 2021, together with the Directors' report and the auditors' report on those accounts, be received and adopted.
4. That PKF Littlejohn LLP be re-appointed as auditors to the Company until the conclusion of the next annual general meeting at which the accounts are laid before the Company.
5. That the Directors be authorised to agree and fix the auditors' remuneration.

Special Resolutions

6. That the Company's name be changed to Narf Industries Plc.

Dated: 4 July 2022

By order of the Board:

Rory Heier

Company Secretary

Reg Office 5 Fleet Place, London, EC4M 7RD

Notes to the Notice of the AGM

Entitlement to attend and vote

1. Only those shareholders registered in the Company's register of members at:
 - (a) 11:00 am on 26 July 2022; or
 - (b) if this meeting is adjourned, at 11:00 am on the day immediately prior to the date of the adjourned meeting,

shall be entitled to vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Website giving information regarding the meeting

2. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at the Company's website www.cybaplc.com.

Appointment of proxies

3. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy enclosed with the Notice.
4. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
5. Shareholders can appoint a proxy and give proxy instructions by returning the enclosed Form of Proxy by post (see note 8 or, if a CREST member, by using the CREST electric proxy appointment service (see note 12).
6. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting and vote in person, your proxy appointment will automatically be terminated.
7. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting (including, without limitation, any resolution to adjourn the meeting or any resolution to amend a resolution proposed at the meeting).

Appointment of proxy by post or email

8. The notes to the Form of Proxy explain how to direct your proxy to vote on each resolution or withhold their vote.

To appoint a proxy using the Form of Proxy, the form must be:

- (a) completed and signed;
- (b) sent or delivered by post or by hand to Link Asset Services at the address below;

and

- (c) received by Link Asset Services no later than 11.00 a.m. on 26 July 2022 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) prior to the adjourned meeting).
- 9. In the case of a shareholder which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- 10. Any power of attorney, letter of representation or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power of attorney, letter of representation or authority) must be included with the Form of Proxy in order for the proxy appointment to be valid.
- 11. If you have not received a Form of Proxy and believe that you should have one, or if you require additional Forms of Proxy, please contact Link Group, 10th Floor, Central Square, 29 Wellington Street, LS1 4DL Tel: 0871 664 0300

Appointment of proxies electronically through CREST

- 12. CREST members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual on the Euroclear website at www.euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 13. 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 and Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available at www.euroclear.com/CREST). 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 Company's agent (Crest ID 7RA36 by no later than 11.00 a.m. on 26 July 2022 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company'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.
- 14. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK and Ireland 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(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) 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 connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections.

Appointment of proxy by joint members

- 15. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).

Changing proxy instructions

16. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the cut-off time will be disregarded.
17. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Link Asset Services (for details of which, see note 8).
18. 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.

Termination of proxy appointments

19. A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited.
20. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
21. In either case, the revocation notice must be received no later than 11.00 a.m. on 26 July 2022.
22. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

Corporate representatives

23. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Issued shares and total voting rights

24. As at 4 July 2022 (being the latest practicable date prior to publication of this Notice), the Company's issued share capital comprised 1,692,481,100 ordinary shares of £0.0001 each, carrying one vote each. Therefore, the total number of voting rights in the Company as at 4 July 2022 (being the latest practicable date prior to publication of this Notice) is 1,692,481,100.

The website referred to in note 2 will include information on the number of shares and voting rights.

Questions at the meeting

25. Any member attending the meeting has the right to ask questions. Questions may not be answered at the meeting if answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, the answer has already been given on a website in the form of an answer to a question, or it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Website publication of audit concerns

26. Under section 527 of the Companies Act 2006, a shareholder or shareholders meeting the threshold requirements set out in that section, have the right to request the Company to publish on its website a statement setting out any matter relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting.

Where the Company is required to publish such a statement on its website:

- (a) it may not require the shareholders making the request to pay any expenses incurred by the Company in complying with the request;
- (b) it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and
- (c) the statement may be dealt with as part of the business of the meeting.

Documents on display

27. Copies of the following documents will be available for inspection at the Company's registered office at 5 Fleet Place, London, EC4M 7RD during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice of AGM until the conclusion of the AGM and at the place of the AGM itself from 15 minutes before the AGM until the conclusion of the AGM:
- (a) the service contracts of each of the executive Directors of the Company; and
 - (b) the letters of appointment between the Company and each of the non-executive Directors of the Company.

Communication

28. Except as provided above, shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):
- (a) email to info@cybapl.com; or
 - (b) a letter addressed to the Company's registered office.
29. You may not use any electronic address provided either in this notice of annual general meeting or any related documents (including the chairman's letter and Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

Relevant Securities means shares in the Company other than shares allotted pursuant to:

- an employee share scheme (as defined by section 1166 of the Companies Act 2006);
- a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
- a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security,

and any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the Companies Act 2006). References to the allotment of Relevant Securities in the relevant resolution include the grant of such rights.