



Annual General Meeting 2020

Chairman's letter and Notice of Annual General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you are recommended to seek immediately your own advice from your stockbroker, solicitor, accountant or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all of your shares in Naked Wines plc, please send this document, and the accompanying documents (except for any personalised form of proxy), at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

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Letter from the Chairman

1 July 2020

Dear Shareholder,

Notice of Annual General Meeting

I am writing to give you details of our 2020 Annual General Meeting ("AGM") to be held on Thursday, 6 August 2020 at 11.30 a.m. at Norvic House, 29-33 Chapel Field Road, Norwich NR2 1RP. The formal notice of AGM is set out on pages 4 and 5 of this document and an explanation of certain business to be considered and voted on at the AGM is set out on pages 6 and 7.

Impact of Covid-19

The Company has been closely monitoring developments relating to the Covid-19 pandemic, including public health guidance and legislation relating to company meetings which came into force on 26 June 2020. The current arrangements for the AGM are described below. Any changes to these arrangements will be communicated to shareholders via the Company's website at <https://www.nakedwinesplc.co.uk/investor-centre/shareholder-services/>.

Attendance at the AGM

At the time of writing, compulsory government measures are in force restricting public gatherings. In light of these measures, and in line with the legislation, we are planning for the AGM this year to be run as a closed meeting. **Shareholders must not attend the AGM in person and anyone seeking to attend in person will be refused entry.** The Company will make arrangements for a quorum to be present to transact the formal business of the meeting as set out in the notice.

Voting at the AGM

Your vote is very important to us. We urge you to fill in the proxy form and return it to our Registrars as detailed in note 1 on page 5, appoint your proxy electronically as detailed in note 6 or, if you are a CREST member, appoint your proxy through the CREST proxy appointment service as detailed in note 5. **Please appoint the Chairman of the AGM as your proxy, with voting instructions, to ensure your vote is counted; other named proxies will not be allowed to attend the AGM.** The deadline for the receipt by our Registrars of all proxy appointments is 11.30 a.m. on 4 August 2020.

Shareholder questions

If you would like to ask a question relating to the business of the AGM, please contact us at cosec@nakedwines.com. We hope to organise further shareholder events in the future when government restrictions have been lifted, so that we may have the opportunity to meet you in person.

Final dividend

The Company will not be declaring a final dividend for the financial year 2019/20. The Directors adopted a capital allocation policy aimed at maintaining a healthy balance sheet, investing in growth in a disciplined manner to take advantage of the large perceived growth opportunity, and returning to shareholders any funds in excess of the level reasonably needed to fund growth and manage risk. Given the enhanced growth opportunities available to the Company coupled with the inherent uncertainty in the post-COVID-19 economic outlook, we do not anticipate returning capital to shareholders in the foreseeable future.

Recommendation

The Board considers that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

Yours faithfully,



John Walden
Chairman

Naked Wines plc

Notice of Annual General Meeting 2020 (the "AGM")

Notice of AGM

Notice is hereby given that the Annual General Meeting ("AGM") of Naked Wines plc ("Company") will be held at Norvic House, 29-33 Chapel Field Road, Norwich NR2 1RP on Thursday, 6 August 2020 at 11.30 a.m., to consider and, if thought fit, to pass the following resolutions. Resolutions 1-7 (inclusive) will be proposed as ordinary resolutions, resolutions 8-9 (inclusive) will be proposed as special resolutions and resolution 10 will be proposed as ordinary resolution.

Ordinary Resolutions

1. Receipt of annual report and accounts
To receive the Annual Report and Accounts for the year ended 30 March 2020.
 2. Re-election of retiring Director
To re-elect Justin Apthorp as a Director, who retires by rotation in accordance with the Company's articles of association.
 3. Re-election of retiring Director
To re-elect David Stead as a Director, who retires by rotation in accordance with the Company's articles of association.
 4. Re-election of retiring Director
To re-elect Katrina Cliffe as a Director, who retires by rotation in accordance with the Company's articles of association.
 5. Appointment of Auditor
To re-appoint Deloitte LLP as Auditor of the Company to hold office until the conclusion of the next AGM of the Company.
 6. Remuneration of Auditor
To authorise the Directors to fix the Auditor's remuneration.
 7. Directors' authority to allot securities
To authorise the Directors, generally and unconditionally, pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares of the Company being "relevant securities" to such persons and on such terms as they think proper, provided that:
 - (a) this authority shall be in substitution for any equivalent authority which may have been given to the Directors prior to the date of the passing of this resolution;
 - (b) this authority shall be limited to the allotment of relevant securities up to an aggregate nominal amount of £1,821,890 representing approximately one-third of the nominal value of the issued ordinary share capital of the Company as at 01 July 2020, being the latest practicable date prior to the publication of this notice;
 - (c) unless previously revoked, varied or extended, this authority shall expire at the earlier of the date which is fifteen months from the passing of this resolution and the conclusion of the next AGM of the Company, except that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if this authority had not expired; and
 - (d) in relation to the grant of any right to subscribe for or convert any security into shares in the Company, the reference in this resolution to the maximum amount of relevant securities that may be allotted is the maximum amount of shares which may be allotted pursuant to such right.
- as treasury shares (as defined in section 724(3) of the Act) in proportion as near as practicable to their respective holdings of such shares or in accordance with the rights attached to such shares, but subject to the exclusions or other such arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements or legal, regulatory or practical problems under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter; and
- ii. the allotment, otherwise than as mentioned in sub-paragraph (a)(i) above, of equity securities up to a maximum aggregate nominal amount of £273,284 representing approximately 5 per cent. of the nominal value of the issued ordinary share capital of the Company as at 01 July 2020, being the latest practicable date prior to publication of this notice;
- (b) unless previously revoked, varied or extended, this power shall expire on the earlier of the conclusion of the next AGM of the Company and the date falling fifteen months after the date of the passing of this resolution, except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer as if this power had not expired; and
 - (c) in this resolution the nominal amount of any securities should be taken to be, in the case of a right to subscribe for or convert any securities into shares of the Company, the nominal amount of the shares which may be allotted pursuant to such right.
9. Adoption of New Articles
That, with effect from the conclusion of the AGM:
 - (a) the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's articles of association; and
 - (b) the articles of association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

Ordinary resolution (advisory)

10. Directors' Remuneration Report
To approve the Directors' Remuneration Report for the year ended 30 March 2020 (other than the part containing the Directors' Remuneration Policy), and the letter from the Chairman of the Remuneration Committee, as contained on pages 65 to 73 of the Annual Report.

By order of the Board

Alex Iapichino
Company Secretary

01 July 2020

Registered office:
Norvic House
29-33 Chapel Field Road
Norwich
Norfolk
NR2 1RP

Registered number: 2281640

Special Resolutions

8. Disapplication of pre-emption rights
To empower the Directors pursuant to section 570(1) of the Companies Act 2006 (the "Act") to allot equity securities (as defined in section 560(1) of the Act) of the Company wholly for cash pursuant to the authority of the Directors under section 551 of the Act conferred by resolution 7 above and to make sales of treasury shares for cash by virtue of section 573 of the Act as if section 561 of the Act did not apply to such allotment, provided that:
 - (a) the power shall be limited to:
 - i. the allotment of equity securities in connection with an invitation or offer of equity securities to the holders of ordinary shares of 7.5 pence each in the capital of the Company excluding the Company where it holds shares

Important Notes:

These notes are subject to the arrangements for this year's AGM as described in the Chairman's letter on page 3. Shareholders must not attend the AGM in person this year and are urged to appoint the Chairman of the AGM as their proxy, with voting instructions. Other named proxies will not be allowed to attend the AGM this year.

1. All holders of Ordinary Shares are entitled to attend, speak and vote at the AGM and, if unable to attend, are entitled to appoint a proxy to attend, speak and vote at the AGM on his/her behalf. A proxy need not be a member of the Company. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A form of proxy is enclosed. To be effective the form of proxy and power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of such power or authority must reach the Company's Registrar, Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 11.30 a.m. on 4 August 2020 (or if the AGM is adjourned, 48 hours before the time fixed for the adjourned AGM).
2. 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. Except in relation to a vote on a show of hands, if two or more corporate representatives of one member purport to exercise a power in respect of the same shares, then (i) if they exercise the power in the same manner, it shall be exercised in the same manner; but (ii) if they exercise the power in a different manner, it shall be deemed not to have been exercised.
3. Copies of the Directors' service contracts, other than those expiring or determinable without payments of compensation within one year, and a copy of the proposed new articles of association of the Company are at the registered office of the Company during the usual business hours on any weekday (Saturday, Sunday and public holidays excluded) from the date of this notice until the conclusion of the AGM and will be at Norvic House, 29-33 Chapel Field Road, Norwich NR2 1RP for at least 15 minutes prior to and during the AGM. Please contact cosec@nakedwines.com if you would like to like to make arrangements to inspect these documents.
4. The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only holders of Ordinary Shares registered in the Register of Members of the Company at the close of business on 4 August 2020 (or if the AGM is adjourned, 48 hours before the time fixed for the adjourned AGM) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Any changes to the Register of Members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 6 August 2020 at 11.30 a.m. (and any adjournment(s) thereof) 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 sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Link Asset Services (CREST Participant ID: RA10), no later than 48 hours before the time appointed for the AGM. 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. CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. 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 connection, CREST members and, where applicable, their CREST sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. 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.
6. You may submit your proxies electronically using the Company's Registrar's share portal service at www.signalshares.com. If not already registered to the share portal, you will need your investor number which is on your share certificate or dividend tax voucher. To be effective, your proxy appointment must reach the Company's Registrar by 11.30 a.m. on 4 August 2020 (or if the AGM is adjourned, 48 hours before the time fixed for the adjourned AGM).
7. You may not use any electronic address provided either in this notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
8. As at 01 July 2020, the Company's issued share capital consists of 72,875,617 Ordinary Shares carrying one vote each. No shares are held in treasury. Therefore, the total voting rights in the Company as at this date are 72,875,617.
9. All resolutions will be put to vote on a poll. This will result in a more accurate reflection of the views of shareholders by ensuring that every vote is recognised, including the votes of all shareholders who are unable to attend the meeting but who appoint a proxy for the meeting. On a poll, each shareholder has one vote for every share held.

Naked Wines plc

Notice of Annual General Meeting 2020 (the “AGM”)

Explanatory notes on certain business of the Annual General Meeting

Resolution 1: Receipt of annual report and accounts

The Directors must present the Company’s annual report and accounts to the AGM.

Resolutions 2-4: Re-election of Directors

Justin Apthorp, David Stead and Katrina Cliffe are retiring by rotation in accordance with the Company’s articles of association but are offering themselves for re-election by shareholders. Biographical details for all Directors, together with information on the skills they each bring to the Board, are on pages 60 to 61 of the annual report and accounts.

Resolutions 5-6: Re-appointment and remuneration of the Auditors

The Board is proposing the re-appointment of Deloitte LLP as the Company’s Auditor, following the recommendation of the Audit Committee. Resolution 6 authorises the Directors to determine the Auditor’s remuneration.

Resolution 7: Directors’ authority to allot securities

Under section 551 of the Act, relevant shares may be issued only with the consent of the shareholders, unless the shareholders pass a resolution generally authorising Directors to issue shares without further reference to the shareholders. This resolution authorises the Directors to allot shares in the Company or to grant rights to subscribe for or convert any security into shares up to an aggregate nominal amount of £1,821,890 (representing approximately one-third of the issued ordinary share capital of the Company as at 01 July 2020, being the latest practicable date prior to the publication of this notice). Unless revoked, varied or extended, this authority will expire on the earlier of the date fifteen months from the passing of the resolution and the conclusion of the next AGM. This resolution, if passed, will replace a similar resolution passed at the Company’s AGM held last year.

Resolution 8: Disapplication of pre-emption rights

Resolution 8 empowers the Directors to allot equity securities (such as Ordinary Shares) for cash and make sales of treasury shares other than in accordance with section 561 of the Act which requires a company to offer all allotments of equity securities for cash and all sales of treasury shares first to existing shareholders in proportion to their holdings following a statutory pre-emption procedure. In the case of a rights issue the pre-emption procedure may prove both costly and cumbersome. Accordingly, resolution 8 excludes pre-emption rights as far as rights issues or other pre-emptive offers are concerned and otherwise enables Directors to allot shares for cash up to an aggregate nominal value of £273,284 which is approximately 5 per cent. of the issued share capital of the Company as at 01 July 2020, being the latest practicable date prior to publication of this notice. Resolution 8, if passed, will replace a similar resolution passed at the Company’s AGM held last year. The Directors believe that the limited powers provided by this resolution will allow the Board to maintain a degree of flexibility. Unless previously revoked or varied, the authority granted under this resolution shall expire on the earlier of the conclusion of the next AGM of the Company or the date falling fifteen months after the date of the passing of this resolution. The resolution is in accordance with the Pre-Emption Group’s Statement of Principles.

Resolution 9: Adoption of new articles of association (special resolution)

The proposed new articles of association (“New Articles”) update the Company’s current articles of association (“Current Articles”), primarily to take account of changes in law and developments in market practice since our Current Articles were adopted in August 2009.

The principal changes introduced in the New Articles are summarised below. Other changes, which are of a minor, technical or clarifying nature and also some changes which merely reflect the Companies Act 2006 (“Act”) have not been noted. A copy of the proposed New Articles will be available at the Company’s registered office during normal business hours

from the date of this circular to the date of the Annual General Meeting, on request to cossec@nakedwines.com and at the place of the Annual General Meeting from at least 15 minutes prior to the meeting and until the conclusion of the meeting.

The Company’s memorandum

Prior to the final implementation of the Act in October 2009, the provisions regulating the operations of the Company were set out in the Company’s memorandum and articles of association. The Company’s memorandum contained, among other things, the objects clause, which sets out the scope of the activities the Company is authorised to undertake and is drafted to give a wide scope. The Act significantly reduced the constitutional significance of a company’s memorandum (a memorandum now records only the names of subscribers and the number of shares each subscriber has agreed to take); the objects clause and all other provisions which were previously contained in a company’s memorandum are deemed to be contained in the Company’s articles of association, but the Company can remove these provisions by special resolution.

Under the Act, a company’s objects are unrestricted unless the articles provide otherwise. The Company is therefore proposing, in line with the practice of other companies, to remove its objects clause, together with all other provisions of its memorandum which, by virtue of the Act, have been treated as part of its articles of association since 2009. As the effect of the resolution will also be to remove the statement currently in the Company’s memorandum of association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of shareholders.

Authorised share capital and unissued shares

The Act abolished the requirement for a company to have an authorised share capital, and the New Articles reflect this. Directors continue to be limited as to the number of shares they can allot because shareholder authority is required for share allotments, except in relation to employees’ share schemes.

Electronic participation in general meetings

The New Articles include provisions enabling the holding of “combined physical and electronic general meetings”. A “combined physical and electronic general meeting” is a general meeting held at a physical venue with additional facilities for shareholders to attend the meeting by electronic means. The New Articles are intended to allow (but not to require) the Company to embrace new technology as it develops. The New Articles are in line with best practice and do not permit the holding of “virtual only” general meetings.

Method of payment of dividends

The New Articles update the provisions of the Current Articles that relate to the way dividends are paid, in line with recent market practice and guidance issued by the ICSA Registrars’ Group. The New Articles confirm the existing flexibility under the Current Articles to allow the payment of dividends by different methods (including cheque, dividend warrant and bank transfer) and additionally permit the Directors to decide which payment method is to be used on any particular occasion. The Directors consider it important to have the flexibility to cater for new developments and changes in practice, including considering the efficiency and cost savings if, in the future, the Company changed to electronic payment only.

Untraced members – tracing enquiries and sale of shares

The New Articles, in line with market practice, update the process the Company would intend to follow in relation to any exercise of its power to sell the shares of “untraced members”. “Untraced members” are shareholders who have not claimed or cashed a dividend payment over a period of at least twelve years provided, during that time, at least three cash dividends have become payable. The New Articles replace the requirement in the Current Articles to place notices in newspapers with a requirement that the Company must send a notice to the last registered address of the shareholder stating that it intends to sell the shares. Before

sending such a notice, the Company must have made tracing enquiries for the purpose of contacting the shareholder, which the Directors consider to be reasonable and appropriate in the circumstances. The New Articles provide that, if no valid claim for the proceeds of a sale has been received by the Company during a period of two years from the date on which the relevant shares are sold, the net proceeds of the sale will be forfeited and will belong to the Company. The Company would be permitted to use the sale proceeds for any purpose the Directors may decide. The New Articles also provide that, if the Company exercises its power of sale in respect of any share of an untraced member, any dividend (and any other moneys) payable on the share at the time the share is sold will be forfeited.

Returned notices/uncashed dividends

The New Articles provide that a member ceases to be entitled to receive communications from the Company if, on two consecutive occasions, notices, documents or information have been sent or supplied to that member and returned undelivered. The New Articles also provide that the Company is not obliged to send dividends or other money to a member if on one occasion the cheque is uncashed or the money is returned and after reasonable enquiries the Company is unable to establish the new address or account for that person. A member becomes entitled to receive communications again and to receive the payments when he or she has supplied the Company or its registrar with updated contact and/or account details. The provisions are in line with market practice.

Number of Directors

The New Articles specify that the maximum number of Directors is 12 (unless otherwise agreed by an ordinary resolution of the Company). The Current Articles specify 10 Directors. The change is intended to give the Company sufficient headroom should the size of the Board increase in the future.

Directors' fees

The Current Articles limit the aggregate amount of fees that can be paid to the non-executive Directors to £250,000. This limit has remained unchanged for more than a decade. In order to provide the Board with the flexibility to continue to appoint and retain the best non-executive Directors, in particular in the United States market which typically demands a higher level of fees, the New Articles include an increased limit of £500,000. The limit may be increased by an ordinary resolution of the Company.

Suspension of registration of share transfers

The Current Articles permit the Directors to suspend the registration of share transfers. This power has been removed in the New Articles because it is inconsistent with the Act, which requires share transfers to be registered as soon as practicable.

Business and resolutions at general meetings

The New Articles reflect modern market practice in that they no longer specify the business that will be deemed to be special business at a general meeting of the Company.

The New Articles include provisions, in line with common practice, enabling the Company to use simplified drafting for certain share capital resolutions.

The New Articles do not include a provision from the Current Articles requiring a special resolution for any ratification of the acts of Directors. The process for ratification is governed by the Act.

Adjournment of general meetings

The New Articles contain an express provision, in line with market practice, allowing the chairman to interrupt, suspend or adjourn a general meeting (whether or not it has commenced or a quorum is present) if, in his opinion, it would facilitate the business of the meeting to do so.

Voting by proxies

The New Articles amend the Current Articles, in line with market practice, to provide that each proxy appointed by a member has one vote on a show of hands, unless the proxy is appointed by more than one member, in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The New Articles also clarify the procedure to be followed if a proxy is appointed by more than one member and is given discretion as to how to vote by one or more of those members.

Under the Act, proxies are expressly required to vote in accordance with instructions given to them by members. For the avoidance of doubt, the New Articles clarify that the Company is not obliged to check whether a proxy (or corporate representative) has voted in accordance with the members' instructions.

Administration of proxy appointments

In line with market practice, the New Articles allow the Board some flexibility to treat as valid a proxy appointment that does not comply with all the technical requirements of the articles.

The New Articles require that any notice of termination of a proxy's authority must be received at least six hours before the time for holding the relevant general meeting.

Change of name

Under the Act, a company is able to change its name by a special resolution or by other means provided for by its articles. To take advantage of this provision, the New Articles enable the Directors to pass a resolution to change the Company's name. There are no current plans to change the Company's name.

Capitalisation of reserves – employees' share schemes

The New Articles include a new provision, in line with market practice, that clarifies the approach the Company would intend to take to employees' share schemes in the context of a capitalisation of reserves.

General

Generally, the opportunity has been taken to bring clearer language into the New Articles and in some areas to conform the language of the New Articles to the language used in the Act.

Resolution 10: Directors' Remuneration Report

As an AIM listed company, the Company is not required to seek an advisory vote on its Directors' Remuneration Report. Despite this, the Company has decided to follow best practice and to seek shareholders' approval on an annual basis at its AGM of the Directors' Remuneration Report for the prior financial year and of the accompanying letter from the Chairman of the Remuneration Committee. The vote on the Directors' Remuneration Report and letter from the Chairman of the Remuneration Committee is "advisory" which means that it is not binding on the Company, and the Directors' entitlement to remuneration is not conditional on it. The Directors' Remuneration Report and the letter from the Chairman of the Remuneration Committee can be found on pages 65 to 73 of the Annual Report.

The Annual General Meeting of Naked Wines plc will be held at **Norvic House, 29-33 Chapel Field Road, Norwich NR2 1RP on 6 August 2020 at 11.30 a.m.**

