

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS A PROPOSAL RELATING TO GAMING REALMS PLC (THE "COMPANY") ON WHICH YOU ARE BEING ASKED TO VOTE. If you are in any doubt about the action you should take, you should immediately contact your stockbroker, accountant or other independent financial adviser who is authorised under the Financial Services and Markets Act 2000 (as amended) ("FSMA") if you are in the United Kingdom, or another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.**

If you have sold or otherwise transferred all of your Ordinary Shares, please send this document (but not the accompanying personalised Form of Proxy) at once to the purchaser or transferee or to the stockbroker, banker or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

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 in this document and which recommends that you vote in favour of the Resolution to be proposed at the General Meeting. **Your attention is drawn to the section entitled "Action to be taken" on page 8 of this document.**

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# **GAMING REALMS PLC**

*(incorporated in England and Wales with registered number 04175777)*

## **PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

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**Your attention is drawn to the letter from the Chairman which is set out in this Circular and, in particular, to paragraph 6 which contains the unanimous recommendation from the Directors that Shareholders vote in favour of the Resolution to be proposed at the General Meeting referred to below.**

With consideration to the Government's response to the COVID-19 pandemic, which includes restrictions on gatherings of people indoors, it is necessary to restrict physical participation at the General Meeting. We are therefore proposing to hold the General Meeting at 2 Valentine Place, London, England, SE1 8QH with the minimum attendance required to form a quorum. In light of the fact that we are holding a closed meeting we are pleased to be able to provide a webcast facility for Shareholders to follow the General Meeting remotely. Shareholders will still be able to ask questions by email ahead of the meeting, further details of which will be outlined below in the notes section of this notice. Information and instructions detailing how Shareholders may access the General Meeting via the webcast facility will be made available on the Company website closer to the date of the General Meeting. The Company will be operating an electronic voting system that will allow Shareholders to cast their vote on the Resolutions in advance of the General Meeting. Shareholders will be able to cast their vote electronically by logging on to [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) and following the instructions or using the CREST Proxy voting services. Electronic votes must be received by Computershare Investor Services PLC by 11.15 am on 28 May 2021.

The Company strongly encourages all Shareholders who wish to vote to utilise the electronic voting system to appoint the Chairman of the General Meeting as their proxy (by logging on to [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) and following the instructions or using the CREST Proxy Voting Services). In each case the proxy must be received by Computershare Investor Services PLC by 11.15 am on 28 May 2021. This Document should be read in its entirety. Your attention is drawn to the letter from the Chairman which is set out in this Circular and, in particular, to paragraph 6 which

contains the unanimous recommendation from the Directors that Shareholders vote in favour of the Resolution to be proposed at the General Meeting referred to below.

A copy of this document will be available from the Company's website <http://www.gamingrealms.com/investors/reports/>.

**This document does not constitute an offer or constitute any part of an offer to the public within the meaning of sections 85 and 102B of FSMA, the Companies Act 2006 or otherwise. Accordingly, this document does not constitute a prospectus under the prospectus rules published by the FCA and has not been and will not be approved by or filed with the FCA or approved or filed with any other authority which could be a competent authority for the purposes of the Prospectus Directive (Directive 2003/71/EC).**

This document is dated 10 May 2021.

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## EXPECTED TIMETABLE

Date of this document	10 May 2021
Announcement of the posting of this document	10 May 2021
Latest time and date for receipt of Forms of Proxy or CREST Proxy Instructions (as applicable)	11.15 am on 28 May 2021
Annual General Meeting	11.00 am on 2 June 2021
General Meeting to propose amendment of Articles of Association	11.15 am on 2 June 2021

**Each of the times and dates in the expected timetable may (where permitted by law) be extended or brought forward without further notice. All references to times in this document are to London times.**

# LETTER FROM THE CHAIRMAN

## GAMING REALMS PLC

*(Incorporated in England and Wales with registered number 04175777)*

### *Directors*

Michael Buckley (Executive Chairman)  
Mark Segal (Chief Finance Officer)  
Jim Ryan (Non-executive Director)  
Mark Wilson (Non-executive Director)  
Christopher Ash (Non-executive Director)  
Mark Blandford (Non-executive Director)

### *Registered Office*

2 Valentine Place  
London  
SE1 8QH

10 May 2021

Dear Shareholder

### **NOTICE OF GENERAL MEETING AND PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION**

#### **1. INTRODUCTION**

This letter sets out the background to and reasons for the proposed amendments to the Company's Articles of Association.

As announced on 11<sup>th</sup> February, the development of the Group's US strategy is proceeding satisfactorily and the Company has been granted a provisional supplier licence by the Michigan Gaming Control Board which will allow Slingo Originals content to be licensed to Michigan's online casino operators. This licence, alongside the existing new Jersey licence will expand the Company's US operations where it is continuing with the application process for a licence in Pennsylvania.

The Company recognises that its regulatory licences are valuable assets which must be retained and increased in order to give the Company continued access to new business opportunities. In order for the Company to protect its existing activities and licences, and to enable future growth and development in particular in the US markets, the Company proposes to introduce new powers within the Articles of Association, the details of which are set out in this document.

The proposed amendments to the Articles are in line with the articles of association of other listed gaming companies operating in the UK and overseas markets such as, but not limited to, Flutter Entertainment Plc, William Hill Plc and Sportech Plc.

**IF THE PROPOSED AMENDMENTS TO THE ARTICLES ARE NOT ADOPTED, THE COMPANY'S ABILITY TO MAINTAIN ITS LICENCING AND TO ADVANCE ITS BUSINESS ACTIVITIES MAY BE RESTRICTED IN THE JURISDICTIONS IN WHICH THE COMPANY CURRENTLY OPERATES AND IN THE JURISDICTIONS IN WHICH THE COMPANY MAY WISH TO OPERATE IN THE FUTURE, PARTICULARLY IN THE US MARKETS**

The Amended Articles, if adopted, will also:

- a) enable persons who are not present together at the same place to participate, attend, speak and vote by electronic means (“**electronic facility**”) at a general meeting to the extent permitted under the Companies Act; and
- b) remove references to “B Shares” and “Deferred Shares” to reflect the fact that the Company only has Ordinary Shares in issue and will not have any B Shares or Deferred Shares in issue due to the expiry of the rights attaching to the B Shares and options granted over the B Shares.

Further details of these changes are set out in Schedule 1 to this document and in the proposed Amended Articles on the Company website at <http://www.gamingrealms.com>. The definitions set out in Schedule 2 to this document shall apply to the whole of this document.

## **2. Annual General Meeting**

On 27<sup>th</sup> April 2021 the Company announced its preliminary results for 2020. The audited statement of accounts for the financial year ended 31 December 2020 together with the reports of the directors of the Company (“Directors”) have been published and the Annual General Meeting has been convened to take place immediately prior to the General Meeting.

## **3. Background**

The Regulatory Authorities in the principal jurisdictions in which the Company currently operates, and in which the Company may wish to operate in the future, including but not limited to the UK, New Jersey, Pennsylvania and Michigan, have broad powers to require information to assess the continued suitability of an existing licensee or to determine the suitability of an applicant for a new licence and to suspend or withdraw an existing licensees licences, or to decline granting a licence, due to those Regulatory Authorities determining that a holder of direct or indirect interests in shares of the Company is unsuitable to be a Shareholder of, or to hold direct or indirect financial interests in, or influence over, the Company.

The information required and ongoing regulatory filings can be detailed, onerous and intrusive and can include a requirement on a Shareholder to provide detailed personal and financial information on themselves and their family or details of ultimate beneficial ownership of the shareholding concerned.

The process of obtaining new licences, particularly in certain US States, can be prolonged and cumbersome, in part due to the process of gathering detailed information from Shareholders. The Board considers that the Group should have a more certain process for obtaining such information from Shareholders and for applying restrictions on the holdings of certain Shareholders where required in order to maintain its Licences or obtain new Licensing opportunities.

**ANY FAILURE BY THE COMPANY TO COMPLY WITH A REQUISITION FOR INFORMATION OR DETERMINATION BY A GAMING REGULATORY AUTHORITY THAT A PARTICULAR PERSON (OR GROUP OF PERSONS) IS UNSUITABLE TO HOLD INTERESTS IN SHARES, COULD RESULT IN THAT GAMING REGULATORY AUTHORITY TAKING ADVERSE ACTION AGAINST THE COMPANY, INCLUDING FINES, SUSPENDING OR REVOKING AN EXISTING LICENCE, OR DECLINING TO GRANT A LICENCE FOR WHICH THE COMPANY HAS APPLIED. ANY SUCH ACTION IS POTENTIALLY CAPABLE OF HAVING A MATERIAL ADVERSE EFFECT ON THE COMPANY’S OPERATIONS, FINANCIAL PERFORMANCE AND PROSPECTS WHICH IN TURN MAY AFFECT SHAREHOLDER VALUE.**

Accordingly, the purpose of amending the Articles is to include a more certain process that empowers the directors to address the risk of the occurrence of any disciplinary proceedings by a Gaming Regulatory Authority, to obtain information from Shareholders and, in certain circumstances, to apply restrictions on the holdings of certain Shareholders where required by a Gaming Regulatory Authority. The provisions will also permit the Board to resolve to compel a Shareholder to dispose of interests in shares (or have interests disposed on its behalf) as necessary to address any objections raised by or sanctions threatened by a Gaming Regulatory Authority in relation to any particular person (or group of persons) directly or indirectly being interested in or able to exercise control over shares in the Company, which may jeopardise the continuance or obtaining of a relevant licence. The Board would only seek to utilise these powers as a last resort in order to avoid the Group suffering adverse consequences resulting from the Regulatory Authority's objection.

If the Resolution is approved by Shareholders at the Meeting, then if a Regulatory Authority takes action as described above, and the Board resolves that such a step is required, a specified Shareholder may be compelled to dispose of interests in shares or have interests disposed of on its behalf.

Shareholders should also note that, pursuant to the Amended Articles, in the event that the Board exercises any of the powers referred to above, the Company, the Board and any person acting on its behalf would have no responsibility for any loss which any such Shareholder may suffer or incur as a result of the disposal of such interests. A more detailed description of the proposed amendments to be adopted in the Amended Articles is provided in Schedule 1.

A copy of the Company's existing Articles of Association and proposed Amended Articles of Association marked to show all proposed changes will be available for inspection during normal business hours (excluding Saturdays, Sundays and bank holidays) at the Company's registered office from the date of this notice of meeting until the close of the meeting. The proposed Amended Articles will be made available on the Company's website at <http://www.gamingrealms.com> and will also be available for inspection at the General Meeting at least 15 minutes prior to the start of the meeting and up until the close of the meeting.

#### **4. GENERAL MEETING**

The Company intends to hold the General Meeting to propose the Resolution immediately following the conclusion of its Annual General Meeting, on 2 June 2021. With consideration to the Government's response to the COVID-19 pandemic, which includes restrictions on gatherings of people indoors, it has become necessary to restrict physical participation at the General Meeting. We are therefore proposing to hold the General Meeting at 2 Valentine Place, London, England, SE1 8QH with the minimum attendance required to form a quorum. In light of this, we are pleased to be able to provide a webcast facility for Shareholders to follow the General Meeting remotely. Shareholders will still be able to ask questions by email ahead of the meeting, further details of which will be outlined below in the notes section of this notice. Information and instructions detailing how Shareholders may access the General Meeting via the webcast facility will be made available on the Company website closer to the date of the General Meeting.

Should restrictions ease such that it becomes possible for Shareholders to attend the General Meeting physically, the Company will make arrangements accordingly.

The Company strongly encourages all Shareholders who wish to vote to utilise the electronic voting system to appoint the Chairman of the General Meeting as their proxy (by logging on to the Registrar's website at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) and following the instructions or using the CREST Proxy Voting Services). In each case the proxy must be received by Computershare by 11.15 am on 28 May 2021.

The Board anticipates that the General Meeting will be purely functional in format to comply with relevant legal requirements. The Company will ensure that the necessary quorum requirement is satisfied and that the Resolution is proposed and voted upon.

The Resolution will be proposed as a special resolution and will therefore require not less than 75 per cent. of the votes cast, whether in person or by proxy, to be in favour of the Resolution.

## 5. ACTION TO BE TAKEN

Should Shareholders wish to ask any questions in relation to the Resolution, which they may otherwise have asked at the General Meeting had they been in attendance, they are encouraged to contact the Company prior to the General Meeting by email to [agm@gamingrealms.com](mailto:agm@gamingrealms.com).

### Appointing a proxy

You will find enclosed with this document a Form of Proxy for use at the General Meeting. The enclosed Form of Proxy can be returned by hand or post. You can also appoint a proxy electronically via the Registrar's website at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). You will need your Control Number, SRN & PIN which can be found on your Form of Proxy. It is important that:

- if you are completing the enclosed Form of Proxy, you complete and sign the enclosed Form of Proxy in accordance with the instructions printed thereon and return it to the Registrars as soon as possible, to arrive by 11.15 am on 28 May 2021 at the latest;
- if you are appointing your proxy electronically, you do so by 11.15 am on 28 May 2021 at the latest.

Further details are contained in the notes section of the Form of Proxy and the Notice of General Meeting. Completing and returning the Form of Proxy will not preclude you from attending the General Meeting and voting in person should you wish to do so. **Shareholders are urged to appoint the Chairman of the meeting as their proxy in light of the COVID-19 pandemic. The Company advises Shareholders to appoint a proxy electronically wherever possible.**

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting 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(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

CREST members wishing to appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system must ensure that, in order for such CREST appointment or instruction to be effective, it is received by the Company's agent, Computershare Investor Services PLC (Participant ID number 3RA50), no later than 48 hours, excluding weekends or Bank Holidays, before the General Meeting or any adjournment thereof, together with any power of attorney or other authority under which it is sent. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which Computershare Investor Services PLC is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

CREST members should read the notes to the Notice of General Meeting for further details.

## 6. RECOMMENDATION AND VOTING INTENTIONS

The Board considers the Resolution to be fair and reasonable so far as Shareholders are concerned and to be in the best interests of the Company and Shareholders as a whole.

Accordingly, the Board strongly recommends that Shareholders vote in favour of the Resolution to be proposed at the General Meeting, as the Directors have indicated that they will do in respect of their own beneficial holdings.

Yours faithfully

**Michael Buckley**  
*Executive Chairman*

10 May 2021

## **SCHEDULE 1**

### **DESCRIPTION OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Amended Articles, if adopted, will provide persons who are not present together at the same place to participate, attend, speak and vote by electronic means (“**electronic facility**”) at a general meeting. The members present in person or by proxy by means of electronic facility will be counted in the quorum and allowed to participate in the general meeting. Members attending the meeting by means of electronic facilities will be able to:

- participate in the business for which the meeting has been convened;
- hear all persons who speak at the meeting; and
- be heard by all persons attending and participating in the meeting.

The Amended Articles, if adopted, will also grant powers to the Board to take the following steps in the event of a “**Shareholder Regulatory Event**” (as defined in the Amended Articles). The Board may determine that a Shareholder Regulatory Event has arisen on the basis that a relevant Gaming Regulatory Authority has taken one of the following steps in relation to the grant, renewal, or the continuance of any registration, licence, approval, finding of suitability or qualification, consent, or certificate (each an “**Approval**”) required by the law regulating the Company’s activities in such jurisdiction:

- refused or indicated that it will or is likely to or may refuse an application for an Approval;
- revoked or cancelled or indicated that it will or is likely to or may revoke or cancel an Approval;
- opposed or indicated that it will or is likely to or may oppose an application for an Approval;
- imposed or indicated that it will or is likely to or may impose any condition or limitation on an Approval (to the extent that such condition or limitation impedes the Company’s ability to pursue a relevant activity); or
- otherwise informed the Group that a particular holder or person interested in Shares is unsuitable to hold such an interest;

in each case, by reason of the holding of shares in the Company, or an interest in them, by a given person.

When a Shareholder Regulatory Event arises, the Board will have absolute discretion to:

- suspend the right of a particular Shareholder’s (or of any other person holding interests in shares) to attend any meeting of Shareholders, to speak at such a meeting or to exercise the voting rights attaching to shares;
- suspend the right of a Shareholder (or of any other person holding interests in shares) to participate in any dividend, distribution or return of capital by the Company (other than on a winding up),
- suspend the right of a Shareholder to participate in any further issue of shares or other securities conferred by the relevant shares; and
- suspend the right of a Shareholder (or of any other person holding interests in shares) to demand and/or vote (either personally or by proxy) on any poll exercisable in respect of any relevant shares at any general meeting and/or at any meeting of the holders of the class of shares to which the relevant shares belong,

whilst the Company addresses any objection raised by a Gaming Regulatory Authority.

In certain circumstances, the Board will also be able to determine that specified shares, or interests in them, should be disposed of by the relevant Shareholder (or the holder of the relevant interests). In the event that the relevant Shareholder (or the holder of the relevant interests) does not comply with such a determination, the Board would be entitled to dispose of the relevant shares (or relevant interests) itself.

Provided that the Board complies with the procedural requirements specified in the Amended Articles, the Board will be entitled to exercise its rights to require a disposal of shares, or of interests in them, notwithstanding that any such disposal may occur at a time, price or otherwise on terms not acceptable to the holder of the relevant shares or interests in them. Shareholders should note that, the Company and the Board and any person acting on its or their behalf would have no responsibility for any loss which any such Shareholder may suffer or incur as a result of the disposal of such interests following the exercise by the Board of the powers referred to above.

The holder of any Shares (or any interest in them) which have been made subject to any of the sanctions referred to above will be entitled to make representations to the Board as to why a Shareholder Regulatory Event should not be considered to have occurred in relation to such Shares. The Board will be required to act reasonably when considering those representations and, if it is satisfied (in its discretion) that the holder of such shares (or any interest in them) has adequately argued that there were no grounds for imposing such sanctions, the Board will be required to withdraw those sanctions.

The Amended Articles, if adopted, will also make certain changes to remove references to “B Shares” and “Deferred Shares”, and other consequential changes, to reflect the fact that the Company only has Ordinary Shares in issue and no B Shares or Deferred Shares can now be issued due to the expiry of the B Share rights and options granted over the B Shares. This will not affect the rights of the existing holders of Ordinary Shares.

## **SCHEDULE 2 DEFINED TERMS**

<b>“Amended Articles” or “Amended Articles of Association”</b>	the articles of association that are proposed to be adopted as the new articles of association of the Company at the General Meeting, a copy of which is available on the Company’s website at <a href="http://www.gamingrealms.com">http://www.gamingrealms.com</a> ;
<b>“Annual General Meeting”</b>	the annual general meeting of the Company convened to be held at 11.00 am on 2 June 2021 at 2 Valentine Place, London, England, SE1 8QH;
<b>“Articles” or “Articles of Association”</b>	the existing articles of association of the Company;
<b>“B Shares”</b>	ordinary B shares of 0.01 pence each in the Company, of which there are none in issue;
<b>“Board”</b>	the directors of the Company;
<b>“Companies Act”</b>	the Companies Act 2006, as amended from time to time;
<b>“Company”</b>	Gaming Realms plc;
<b>“CREST Manual”</b>	the compendium of documents entitled “CREST Manual” issued by Euroclear from time to time comprising the CREST Reference Manual, the CREST Central Counterparty Service Manual, the CREST International Manual, CREST Rules, CCSS Operations Manual and the CREST Glossary of Terms;
<b>“CREST”</b>	the computerised settlement system operated by Euroclear which facilitates the transfer of title to shares in uncertified form;
<b>“Deferred Shares”</b>	deferred shares of 0.01 pence each in the Company, of which there are none in issue;
<b>“Directors”</b>	the directors of the Company as of the date of this document;
<b>“Disclosure Guidance and Transparency Rules”</b>	the disclosure guidance and transparency rules of the FCA;
<b>“Euroclear”</b>	Euroclear UK & Ireland Limited, being the operator of CREST;
<b>“FCA”</b>	the United Kingdom Financial Conduct Authority (or any successor entity or entities);
<b>“Form of Proxy”</b>	the form of proxy accompanying this document for use by Shareholders at the General Meeting;
<b>“FSMA”</b>	the Financial Services and Markets Act 2000, as amended from time to time;
<b>“Gaming Regulatory Authority”</b>	any authority wherever located (whether a government department, independent body established by legislation, a self-regulating organisation, court, tribunal, commission, board, committee or otherwise) vested with responsibility (with or without another or others) for the conduct of any Regulated Activity;
<b>“General Meeting”</b>	the general meeting of the Company to be held at 11.15 am, or as soon thereafter following the completion of the Annual General Meeting on 2 June 2021 at 2 Valentine Place, London, England,

	SE1 8QH with the minimum attendance required to form a quorum;
<b>“Notice of General Meeting”</b>	the notice of the General Meeting enclosed with this Circular;
<b>“Ordinary Shares”</b>	ordinary shares of 10 pence each in the capital of the Company;
<b>“Registrar”</b>	Computershare Investor Services PLC, in its capacity as the Company’s registrar;
<b>“Resolution”</b>	the resolution contained in the Notice of General Meeting to be voted on by Shareholders at the General Meeting;
<b>"Shareholders"</b>	the holders of Ordinary Shares; and
<b>"United Kingdom"</b>	the United Kingdom of Great Britain and Northern Ireland.

# NOTICE OF GENERAL MEETING

## GAMING REALMS PLC

*(Incorporated in England and Wales with registered number 04175777)*

Notice is hereby given that a General Meeting of the Company will be held on 2 June 2021 at 2 Valentine Place, London, England, SE1 8QH at 11.15 a.m., or as soon thereafter following the conclusion of the Annual General Meeting of the Company, for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a special resolution.

**With consideration to the Government's response to the COVID-19 pandemic, which includes restrictions on gatherings of people indoors, it is necessary to restrict physical participation at the General Meeting. We are therefore proposing to hold the General Meeting at 2 Valentine Place, London, England, SE1 8QH with the minimum attendance required to form a quorum. In light of this, we are pleased to be able to provide a webcast facility for Shareholders to follow the General Meeting remotely. Information and instructions detailing how Shareholders may access the General Meeting via the webcast facility will be made available on the Company website closer to the date of the General Meeting. The Company will be operating an electronic voting system that will allow Shareholders to cast their vote on the Resolution in advance of the General Meeting. Shareholders who wish to utilise the electronic voting system are strongly encouraged to submit their votes by proxy as soon as possible, appointing the Chairman of the General Meeting as their proxy, to ensure that their votes are taken into account.**

### SPECIAL RESOLUTION

**THAT** articles of association in the form produced at the meeting and initialled by the Chairman for identification purposes and which are also available on the Company's website <http://www.gamingrealms.com> be adopted as the new articles of association of the Company in substitution for the existing articles of association of the Company.

**By order of the Board**

Dated 10 May 2021

**Michael Buckley**  
*Director*

Registered Office:  
2 Valentine Place  
London  
SE1 8QH

## Notes:

The following notes explain your general rights as a Shareholder and your rights in relation to the General Meeting. **These notes need to be considered subject to the UK Government's response to the COVID-19 pandemic, which includes restrictions on gatherings of people indoors.**

### Right to vote

1. In accordance with current Government regulations in relation to COVID-19, which includes restrictions on gatherings of people indoors, it is necessary to restrict physical participation at the General Meeting. The Company is therefore proposing to hold the General Meeting at 2 Valentine Place, London, England, SE1 8QH with the minimum attendance required to form a quorum. Shareholders will be able to access the General Meeting remotely, if desired, via a webcast facility. Information and instructions detailing how Shareholders may access the General Meeting via the webcast facility will be made available on the Company website closer to the date of the General Meeting. Should the Government lift or ease the restrictions on indoor gatherings, such that attendance at the General Meeting would not be in breach of these restrictions, then the Company will make such arrangements as would allow Shareholders to attend the General Meeting. Any change to the format, venue or other arrangements for the General Meeting will be notified to Shareholders via a Regulated Information System and on the Company's website, as early as is possible before the date of the meeting. Shareholders are strongly encouraged to submit their votes by appointing the Chairman of the General Meeting as their proxy following the procedure set out in these notes below.
2. Voting on the resolutions will be by way of a poll rather than a show of hands. A poll ensures that the votes of Shareholders who are unable to attend the General Meeting, but who have appointed proxies, are taken into account in the final voting results.
3. On a vote by show of hands, every Shareholder who is present in person has one vote and every duly appointed proxy who is present has one vote. On a poll vote, every Shareholder who is present in person or by way of a proxy has one vote for every Ordinary Share of which he/she is a holder. The "Vote Withheld" option on the Form of Proxy is provided to enable you to abstain on the Resolution. However it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" the Resolution.
4. Given the current restrictions on gatherings of people indoors, Shareholders are encouraged to appoint the Chairman of the meeting as their proxy rather than a named person who will not be permitted to attend the physical meeting. Shareholders are further asked to appoint the Chairman of the meeting as their proxy electronically where possible (see note 11 below).
5. Should the Government lift or ease the current restrictions in respect of indoor gatherings, and Shareholders are then able to attend the General Meeting, 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 11.15 am on 2 June 2021 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
6. Should Shareholders wish to ask any questions in relation to the resolutions, which they may otherwise have asked at the General Meeting had they been in attendance, they are encouraged to contact the Company prior to the General Meeting by email to [agm@gamingrealms.com](mailto:agm@gamingrealms.com).
7. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that all Shareholders who wish to attend and vote at the General Meeting must be entered on the Company's register of members no later than 48 hours before the time fixed for the General Meeting. Changes to entries on the register after that time will be disregarded in determining the rights of any person to attend or vote at the General Meeting.

8. In the case of joint holders, such persons shall not have the right to vote individually in respect of an ordinary share but shall elect one of their number to represent them and vote in person or by proxy in their name. In default of such an election, the vote of the person first named in the register of members of the Company tendering a vote will be accepted to the exclusion of the votes of the other joint holders.
9. A form of appointment of proxy (the Form of Proxy) is enclosed with this notice. A Shareholder entitled to attend, speak and vote is entitled to appoint one or more proxies to exercise all or any of his or her rights to attend, speak and vote at the General Meeting. A proxy need not be a Shareholder. If you wish to appoint a person other than the Chairman of the General Meeting, please insert the name of your chosen proxy holder in the space provided on the enclosed Form of Proxy.
10. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different Ordinary Shares. You may not appoint more than one proxy to exercise rights attached to any one Ordinary Share. To appoint more than one proxy you may photocopy the enclosed Form of Proxy. Please indicate the proxy holder's name and the number of Ordinary Shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of Ordinary Shares held by you). Please also indicate if the proxy instruction is one of multiple instructions given by you. All hard copy Forms of Proxy must be signed and should be returned together in the same envelope. Shareholders are strongly encouraged to submit their votes by appointing the Chairman of the General Meeting as their proxy.
11. In order to be valid, a proxy appointment must be made and returned by one of the following methods for receipt by 11.15 am on 28 May 2021:
  - a. by completion of the Form of Proxy, in hard copy form by post, or by courier to the Company's registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY ("the **Registrar**");
  - b. in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below; or
  - c. by appointing your proxy electronically via the Registrar's website at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). You will need your Control Number, SRN & PIN which can be found on your Form of Proxy,

and in each case, the appointment must be received not less than 48 hours before the time for holding of the General Meeting. In calculating such 48-hour period, no account shall be taken of any part of a day that is not a working day. A Shareholder that appoints a person to act on its behalf under any power of attorney or other authority and wishes to use method (a), (b) or (c) must return such power of attorney or other authority to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY prior to using such method and in any event not less than 48 hours before the time of the General Meeting. If you hold your ordinary shares in uncertificated form (that is, in CREST) you may appoint a proxy by completing and transmitting a CREST message (a "**CREST Proxy Instruction**") in accordance with the procedures set out in the CREST manual so that it is received by the Registrar by no later than 11.15 a.m. on 28 May 2021.

12. If the Chairman, as a result of any proxy appointments, is given discretion as to how to cast the votes which are the subject of those proxies and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure Guidance and Transparency Rules, the Chairman will make the necessary notification to the Company and the FCA. As a result, any member holding 3 per cent. or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of

some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure Guidance and Transparency Rules, need not make a separate notification to the Company and the FCA.

13. In order for a proxy, or instruction made by means of CREST to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it relates to the Form of Proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent by the latest time(s) for receipt of Form of Proxies specified in the note 11 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertified Securities Regulations 2001. CREST members and where applicable, their CREST sponsors or voting service providers should note that Euroclear 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 therefore 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 of the CREST Manual concerning practical limitations of the CREST system and timings.
14. In the case of a Shareholder which is a company, a hard copy Form of Proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised.
15. Any corporation which is a Shareholder may by a resolution of its directors or other governing body authorise such persons as it thinks fit to act as its representative at the General Meeting or to approve a resolution submitted in writing and the person so authorised shall be entitled to exercise on behalf of the corporation which he or she represents the same powers (other than to appoint a proxy) as that corporation could exercise if it were an individual Shareholder.
16. Completion and return of the Form of Proxy will not preclude a holder of Ordinary Shares from subsequently attending, speaking and voting in person at the General Meeting should they so wish. **However, as a consequence of the Government's response to the COVID-19 pandemic, which includes restrictions on gatherings of people indoors, it is necessary to restrict physical participation at the General Meeting.**
17. If you submit more than one valid Form of Proxy, the Form of Proxy received last before the latest time for the receipt of proxies will take precedence. If the Company is unable to determine which Form of Proxy was last validly received, none of them shall be treated as valid in respect of the same.
18. Given the current restrictions on gatherings of people indoors, Shareholders are encouraged to appoint the Chairman of the meeting as their proxy rather than a named person who will not be permitted to attend the physical meeting. Shareholders are further asked to appoint the Chairman of the meeting as their proxy electronically where possible.
19. To allow effective constitution of the General Meeting, if it is apparent to the Chairman of the General Meeting 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 shall vote on the same basis as the Chairman.

20. As at close of business on the day immediately prior to the date of posting of this Notice of General Meeting the Company's ordinary issued share capital consists of 288,702,626 ordinary shares, carrying one vote each (no ordinary shares were held in treasury). Therefore, the total voting rights in the Company as at close of business on the day immediately prior to the date of posting of this Notice of General Meeting is 288,702,626.