

# NOTICE OF ANNUAL GENERAL MEETING

## GAMING REALMS PLC

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

**In the lead up to the annual general meeting, we are closely monitoring the impact of the COVID-19 virus in the United Kingdom.**

**Currently, shareholders are strongly advised to not attend the annual general meeting given the Stay at Home Measures currently in force to limit the spread of COVID-19. Shareholders who do seek to attend the general meeting will not be admitted to the meeting. Although this is an unusual step we will be minimising contact between shareholders and our board members. We are planning to conduct the meeting with the minimum necessary quorum of two shareholders present in person or by proxy. Social distancing measures will be in place. Shareholders are therefore encouraged to submit a form of proxy accompanying this notice ("Form of Proxy") by following the instructions in the Notes to the annual general meeting.**

### GAMING REALMS PLC ("COMPANY")

#### NOTICE OF GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Gaming Realms PLC (the "Company") will be held at 12:00 pm on 10 June 2020 ("**Annual General Meeting**") at 2 Valentine Place, London, England, SE1 8QH for the purpose of considering and, if thought fit, passing resolutions 1 to 6 as ordinary resolutions and resolution 7 as a special resolution ("**AGM Notice**").

**Please refer to the Notes below the resolutions, for more information on the effect of COVID-19 regulations on the Annual General Meeting.**

#### ORDINARY RESOLUTIONS

##### **Statutory accounts**

1. To receive, approve and adopt the statement of accounts for the financial year ended 31 December 2019 together with the reports of the directors of the Company ("**Directors**") and the auditors thereon.

##### **Re-appointment of auditors**

2. To re-appoint BDO LLP as auditors to act as such until the conclusion of the next annual general meeting of the Company at which the requirements of section 437 of the Companies Act 2006 ("**Companies Act**") are complied with and to authorise the Directors to fix their remuneration.

##### **Re-appointment of Directors**

3. To re-elect Michael Buckley as a Director.
4. To re-elect Mark Wilson as Director.
5. To elect Mark Blandford as a Director who was appointed since the previous annual general meeting of the Company.

##### **Authority to allot Relevant Securities**

6. That the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act to exercise the powers of the Company to allot Relevant

Securities up to a maximum nominal amount of £8,532,862.00, being approximately 30 per cent. of the current issued share capital of the Company as at the date of this AGM Notice and provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on the date falling 15 months from the date of the passing of this resolution, or if earlier at the annual general meeting of the Company to be held in 2021, save that the Company may at any time before such expiry make an offer or agreement which might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities to be allotted in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Companies Act.

In this AGM Notice, “**Relevant Securities**” means any shares in the capital of the Company and the grant of any right to subscribe for, or to convert any security into, shares in the capital of the Company (“**Shares**”) but does not include the allotment of Shares or the grant of a right to subscribe for Shares in pursuance of an employees’ share scheme or the allotment of Shares pursuant to any right to subscribe for, or to convert any security into Shares.

## **SPECIAL RESOLUTION**

### **Disapplication of pre-emption rights**

7. That the Directors be generally empowered pursuant to section 570 of the Companies Act to allot equity securities (as defined in section 560 of the Companies Act) for cash as if section 561(1) of the Companies Act did not apply to any such allotment pursuant to the general authority conferred on them by resolution 6 above (as varied from time to time by the Company in general meeting) PROVIDED THAT such power shall be limited to:
  - a. the allotment of equity securities in connection with a rights issue or any other offer to holders of Shares in proportion (as nearly as may be practicable) to their respective holdings and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
  - b. the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £2,844,287.00 being approximately 10 per cent. of the Company's issued share capital at the date of this AGM Notice and the power hereby conferred shall expire on whichever is the earlier of the conclusion of the annual general meeting of the Company held in 2021 or the date falling 15 months from the date of the passing of this resolution (unless renewed varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry 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 or agreement notwithstanding that the power hereby conferred has expired.

**By order of the Board**

Dated 18 May 2020

**Mark Segal**  
*Director*

Registered Office:  
Two Valentine Place  
London  
SE1 8QH

## Notes

The following notes explain your general rights as a shareholder and your right to attend and vote at this meeting or to appoint someone else to vote on your behalf. **These notes need to be considered subject to the Stay at Home Measures currently in force.**

### Effect of COVID-19 regulations on the Annual General Meeting

1. In accordance with current Government regulations in relation to COVID-19, shareholders are encouraged to vote by proxy in advance of the Annual General Meeting, as to attend the Annual General Meeting in person would, as at the date of this AGM Notice, be inconsistent with the relevant regulations. Shareholders who attempt to attend the Annual General Meeting in person in breach of the stay at home measures will not be admitted. Further details of the Government's regulations relating to COVID-19 can be found at [www.gov.uk/coronavirus](http://www.gov.uk/coronavirus).
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 Annual General Meeting, but who have appointed proxies, are taken into account in the final voting results.
3. Given the current restrictions on attendance in person, 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.
4. Should shareholders wish to ask any questions in relation to the resolutions, which they may otherwise have asked at the Annual General Meeting had they been in attendance, they are encouraged to contact the Company prior to the Annual General Meeting by email to [agm@gamingrealms.com](mailto:agm@gamingrealms.com).

### Annual General Meeting

5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that all shareholders who wish to attend and vote at the Annual General Meeting must be entered on the Company's register of members no later than 48 hours before the time fixed for the Annual 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 Annual General Meeting.
6. 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.
7. 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.
8. In order to be valid, a proxy appointment must be made and returned by one of the following methods:

- (a) by completion of the Form of Proxy, in hard copy form by post, or by courier to the 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 Annual 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 Annual 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 12:00 pm on 8 June 2020. **However, in light of the COVID-19 virus situation, shareholders and their proxies will not be allowed to attend the meeting. We strongly suggest that you appoint the chairman of the Annual General Meeting as your proxy.**

- 9. 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 of the United Kingdom Financial Conduct Authority (“**Disclosure Guidance and Transparency Rules**”), the Chairman will make the necessary notification to the Company and the Financial Conduct Authority. 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 Financial Conduct Authority.
- 10. 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, Computershare Investor Services PLC (ID 3RA50), by the latest time(s) for receipt of Form of Proxies specified in the AGM Notice. 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 Uncertificated 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.

11. 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.
12. 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 Annual 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.
13. 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 Annual General Meeting should they so wish. **However, in light of the COVID-19 virus situation, shareholders and their proxies will not be allowed to attend the Annual General Meeting. Shareholders are urged to appoint the Chairman of the meeting as his or her proxy in light of the COVID-19 virus.**
14. 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.
15. To have the right to attend, speak and to vote at the Annual General Meeting (and also for the purpose of how many votes a holder of ordinary shares casts), a holder of ordinary shares must first have his or her name entered in the register of holders of ordinary shares by no later than 48 hours before the time fixed for the Annual General Meeting. Changes to entries on the register of holders of ordinary shares after that time shall be disregarded in determining the right of any holder of ordinary shares to attend and vote at the Annual General Meeting. **In accordance with the Covid 19 regulations, shareholders will not be permitted to physically attend meetings. Shareholders are urged to appoint the Chairman of the Annual General Meeting as their proxy in light of the COVID-19 virus.**
16. To allow effective constitution of the Annual General Meeting, if it is apparent to the Chairman of the Annual 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.
17. As at 5 p.m. on the day immediately prior to the date of posting of this AGM Notice, the Company's issued share capital comprised 284,428,747 ordinary shares (no ordinary shares were held in treasury). Accordingly, the total number of voting rights in the Company as at 5 p.m. on the day immediately prior to the date of posting of this AGM Notice is 284,428,747.

## EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 6 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast in person or by proxy must be in favour of the resolution. Resolution 7 is proposed as a special resolution. This means that for this resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

### ORDINARY RESOLUTIONS

#### 1. Resolution 1

Resolution 1 is proposed in order to lay the Annual Report 2019 before the shareholders.

The Company's Annual Report and accounts for the year ended 31st December 2019 may be found on the Company's website.

#### **Resolution 2:**

2. Resolution 2 proposes that the Company's existing auditor, BDO LLP, is re-appointed to hold office from the close of the Annual General Meeting to be held on 10 June 2020 until the close of the next annual general meeting and that the Directors are authorised to determine the auditor's remuneration.

#### **Resolution 3:**

3. Resolution 3 proposes that Mr Michael Buckley, who retires by rotation, is re-appointed as a Director in accordance with the Company's articles of association ("**Articles**").

#### **Resolution 4:**

Resolution 4 proposes that Mr Mark Wilson, who retires by rotation, is re-appointed as a Director in accordance with the Articles.

#### **Resolution 5:**

Resolution 5 proposes that Mr Mark Blandford, who was appointed as a Director of the Company on 15 October 2019, be and is hereby appointed as a Director in accordance with the Articles.

#### **Resolution 6:**

Resolution 6 proposes to give authority to the Directors to allot Shares up to a maximum nominal amount of £8,532,862.00 which is approximately one-third of the Company's current issued ordinary share capital as at the date of this AGM Notice. This is an authority for the Directors to allot Shares generally for a non-cash consideration and is in line with relevant corporate governance guidelines.

The authority sought under resolution 6 will expire on the date falling 15 months from the date of the passing of resolution 6 or, if earlier, at the annual general meeting of the Company to be held in 2021.

## **SPECIAL RESOLUTION**

### ***Resolution 7:***

Section 561(1) of the Companies Act requires that on an allotment of new Shares for cash, such Shares are offered first to existing shareholders in proportion to the number of Shares that they each hold at that time.

The Company is seeking general shareholder authority by way of special resolution to give the Directors of the Company authority to allot Shares for cash without first offering them to existing shareholders on a pro-rata basis up to an aggregate nominal value of £2,844,287.00 which represents approximately 10 per cent of the Company's issued share capital at the date of this AGM Notice.

In addition, pursuant to the Company's 2019 AGM, the Directors were granted the power to disapply pre-emption rights in accordance with the terms of a secured convertible loan note constituted by the Company on 14 December 2017 ("**Convertible Loan Note**"). This power shall expire on the earlier of the date on which the Convertible Loan Note terminates or becomes repayable by the Company, or on 14 December 2022.