

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or about what action to take, you are recommended to seek your own independent professional advice immediately from your stockbroker, solicitor, accountant or other appropriate independent financial adviser duly authorised under the Financial Services and Markets Act 2000 ("FSMA") if you are resident in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser in the relevant jurisdiction.

If you have sold or otherwise transferred all of your Ordinary Shares, please forward this document, together with the accompanying 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 onward delivery to the purchaser or transferee. If you have sold or transferred only part of your holding of Ordinary Shares, you should retain these documents and contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

This document does not constitute an offer to purchase, acquire or subscribe for, or the solicitation of an offer to purchase, acquire or subscribe for, New Shares or an invitation to purchase, acquire or subscribe for the New Shares.

This document does not constitute a prospectus. The issue of the New Shares pursuant to the Placing and Subscription and will not constitute an offer of securities to the public within the meaning of Directive 2003/71/EC. Accordingly, this document has not been, and will not be, reviewed or approved by the Financial Conduct Authority of the United Kingdom (in its capacity as UK Listing Authority or otherwise) pursuant to sections 85 or 87 of FSMA, the London Stock Exchange or any other authority or regulatory body and has not been approved for the purposes of section 21 of FSMA.

Application will be made to the London Stock Exchange for the New Shares to be admitted to trading on AIM. Subject to, *inter alia*, the passing of the Resolutions at the General Meeting, it is expected that admission of the Placing Shares to AIM will become effective and dealings in the Placing Shares will commence on or around 5 September 2018 and that admission of the Subscription Shares to AIM will become effective and dealings in the Subscription Shares will commence on AIM shortly following Completion of the TGP Acquisition. The New Shares will, on Admission, rank *pari passu* in all respects with the existing Ordinary Shares, and will rank in full for all dividends and other distributions, made or paid on Ordinary Shares after Admission.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. AIM securities are not admitted to the Official List of the Financial Conduct Authority.

Arena Events Group PLC

(a public limited company incorporated in England and Wales with registered number 10799086)

Proposed Placing of up to 33,333,334 new Ordinary Shares at 60 pence per share

Proposed Subscription of 364,685 new Ordinary Shares at 60 pence per share

Acquisition of the business and assets of Ohana Partners Inc, d/b/a Stuart Event Rentals

Acquisition of the entire issued share capital of TGP Holdings Limited

and

Notice of General Meeting

You are recommended to read the whole of this document but your attention is drawn, in particular, to the letter from the Chairman of the Company which is set out on pages 6 to 13 of this document. This letter explains the background to, and reasons for, the Placing and contains a recommendation that you vote in favour of the Resolutions to be proposed at the General Meeting. The Company and the Directors of Arena Events Group plc (whose names and functions appear on page 5 of this document) accept individual and collective responsibility for the information contained in this document including individual and collective responsibility for compliance with the AIM Rules. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and this document makes no omission likely to affect the import of such information.

Notice convening a General Meeting of the Company, to be held at 10 a.m. on 4 September 2018 at the offices of Pinsent Masons LLP, 30 Crown Place, Earl Street, London EC2A 4ES, is set out at the end of this document.

The action to be taken by Shareholders in respect of the General Meeting is set out on pages 12 and 13 of this document. If you hold your Ordinary Shares in certificated form, whether or not you plan to attend the General Meeting, you are encouraged to complete the accompanying Form of Proxy and return it in accordance with the instructions printed thereon as soon as possible, but in any event so as to be received by post or, during normal business hours only, by hand, at Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland by no later than 10 a.m. on 31 August 2018 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any

part of a day that is not a Business Day)). The completion and return of a Form of Proxy will not prevent you from attending and voting at the meeting in person should you wish to do so.

The New Shares described in this document have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or under the securities laws of any state of the United States. The New Shares are being offered outside of the United States pursuant to Regulation S of the Securities Act and may not be offered, sold, resold, transferred or delivered, directly or indirectly, within the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There will be no public offer of the New Shares in the United States. The New Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the New Shares or the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States. In addition, offers, sales or transfers of the New Shares in or into the United States for a period of time following completion of the Placing or Subscription by a person (whether or not participating in the Placing or Subscription) may violate the registration requirements of the Securities Act. Furthermore, the New Shares have not been and will not be registered under the applicable laws of any of Australia, Canada, Japan, the Republic of Ireland or the Republic of South Africa and, consequently, may not be offered or sold to any national, resident or citizen thereof without the express consent of the Company and Cenkos.

The distribution of this document in or into jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, such restrictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. Subject to certain exceptions, this document is not for release publication or distribution, directly or indirectly, in or into the United States, Australia, Canada, Japan, the Republic of Ireland, the Republic of South Africa, or any jurisdiction where to do so might constitute a violation of local securities laws or regulations.

Copies of this document are available, free of charge, at the office of Arena Events Group plc at 4 Deer Park Road, London SW19 3GY and on the Company's website www.arenagroup.com.

Cenkos Securities plc ("Cenkos"), which in the United Kingdom is authorised and regulated by the Financial Conduct Authority, is acting as nominated adviser and broker exclusively for the Company in connection with the Placing, and is not, and will not be, responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice in relation to the Placing or the contents of this document or any other matter referred to herein. No representation or warranty, express or implied, is made by Cenkos as to any of the contents of this document and Cenkos has not authorised the contents of any part of this document and accepts no liability whatsoever for the accuracy of any information or opinions contained in this document or for the omission of any material information from this document for which the Company and the Directors are solely responsible. Cenkos' responsibilities as the Company's nominated adviser and broker are owed solely to London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of his decision to acquire shares in the Company in reliance on any part of this document. Nothing in this paragraph shall serve to exclude or limit any responsibilities which Cenkos may have under FSMA or the regulatory regime established thereunder.

No person has been authorised to give any information or make any representation other than those contained in this document and, if given or made, such information or representations must not be relied upon as having been so authorised. The delivery of this document shall not, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document or that the information in it is correct as of any subsequent time.

This document includes statements that are, or may be deemed to be, forward-looking statements that are based on current expectations or beliefs, as well as assumptions about future events. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "anticipates", "targets", "aims", "continues", "expects", "intends", "hopes", "may", "will", "would", "could" or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not facts. They appear in a number of places throughout this document and include statements regarding the Directors' intentions, beliefs or current expectations concerning, amongst other things, the Company's results of operations, financial condition, liquidity, prospects, growth, strategies and industries in which it operates. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Any forward-looking statements contained in this document based on past trends or activities should not be taken as a representation that such trends or activities will continue in the future. Subject to any requirement under the AIM Rules or other applicable legislation or regulation, neither the Company or Cenkos undertakes any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Undue reliance should not be placed on forward-looking statements, which speak only as of the date of this document. There are several factors which could cause actual results to differ materially from those expressed or implied in forward-looking statements. Among the factors that could cause actual results to differ materially from those described in the forward-looking statements are changes in expectations and assumptions used and changes in the global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates and future business combinations or dispositions.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	15 August 2018
Latest time and date for receipt of Forms of Proxy	10 a.m. on 31 August 2018
General Meeting	10 a.m. on 4 September 2018
Admission and commencement of dealings in the Placing Shares	8:00 a.m. on 5 September 2018
CREST accounts credited with Placing Shares in uncertificated form	8:00 a.m. on 5 September 2018
Dispatch of definitive share certificates in respect of Placing Shares to be issued in certificated form	by 19 September 2018

Notes:

1. Each of the times and dates above are indicative only and are subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified by the Company to Shareholders by announcement through a regulatory information service.
2. All of the above times refer to London time unless otherwise stated.
3. The admission and commencement of dealings in the Placing Shares are conditional on, *inter alia*, the passing of the Resolutions at the General Meeting and the other conditions of the Placing Agreement (other than Admission) being satisfied.

PLACING AND ACQUISITION STATISTICS

Number of Ordinary Shares in issue at the date of this document	118,212,814
Issue Price	60 pence
Number of Placing Shares	up to 33,333,334
Number of Subscription Shares	364,685
Enlarged Issued Share Capital	151,910,833
Placing Shares as a percentage of the Enlarged Issued Share Capital	21.94%
Estimated expenses of the Placing	£970,000
Subscription Shares as a percentage of the Enlarged Issued Share Capital	0.24%
Net proceeds of the Placing and Subscription	£19,030,000
Market capitalisation of the Company at the Issue Price immediately following Admission of the Placing Shares and the Subscription Shares	£91,146,500

DIRECTORS, COMPANY SECRETARY AND ADVISERS

Directors	Ken Hanna (<i>Non-Executive Chairman</i>) Greg Lawless (<i>Chief Executive Officer</i>) Piers Wilson (<i>Finance Director</i>) Ian Metcalfe (<i>Non-Executive Director</i>)
Registered Office	4 Deer Park Road London SW19 3GY
Company Secretary	Piers Wilson
Nominated Adviser and Broker	Cenkos Securities plc 6.7.8 Tokenhouse Yard London EC2R 7AS
Solicitors to the Company	Pinsent Masons LLP 30 Crown Place London EC2A 4ES
Solicitors to Cenkos	Osborne Clarke LLP One London Wall London EC2Y 5EB
Registrars	Computershare Investor Services (Ireland) Limited Heron House Corrig Road Sandyford Industrial Estate Dublin 18 Ireland

LETTER FROM THE CHAIRMAN

Arena Events Group PLC

(a public limited company incorporated in England and Wales
with registered number 10799086)

Directors:

Ken Hanna (*Non-Executive Chairman*)
Greg Lawless (*Chief Executive Officer*)
Piers Wilson (*Finance Director*)
Ian Metcalfe (*Non-Executive Director*)

Registered Office:

4 Deer Park Road
London SW19 3GY

15 August 2018

To: *holders of Ordinary Shares and, for information only, to holders of options over Ordinary Shares*

Dear Shareholder,

Proposed Placing of up to 33,333,334 new Ordinary Shares at 60 pence per share
Proposed Subscription of 364,685 new Ordinary Shares at 60 pence per share
Acquisition of the business and assets of Ohana Partners Inc, d/b/a Stuart Event Rentals
Acquisition of the entire issued share capital of TGP Holdings Limited
and
Notice of General Meeting

1. Introduction

The Company announced yesterday that it has conditionally raised up to £20 million (before expenses) by way of a placing of up to 33,333,334 new Ordinary Shares at a price of 60 pence per share. The net proceeds of the Placing will be used to fund the initial consideration due for the conditional acquisitions of the business and assets of Stuart Rentals, and, separately, the entire issued share capital of TGP.

Stuart Rentals is a California based supplier of under-the-tent rental equipment, as well as tents, staging equipment and flooring. An initial consideration of \$10.6 million (subject to adjustment for working capital) is payable in cash to the vendors of Stuart Rentals, plus additional earn-out consideration of up to a maximum of \$6.4 million, subject to EBITDA performance following Completion.

TGP is an exhibition stand design and build company based in Dubai. Initial consideration of \$7.2 million is payable in cash to the vendors of TGP, including the repayment of debt and working capital, plus additional earn-out consideration of up to a maximum of \$10.7 million, subject to EBITDA performance of TGP following Completion. Immediately after Completion, one of the vendors of TGP will use \$284,455 of its proceeds to subscribe for the Subscription Shares at the Issue Price.

These acquisitions are being made in accordance with the Company's strategy of expanding its geographical reach, extending its range of products and reducing the impact of seasonality. Both Acquisitions are expected to be earnings enhancing in the first full year post Completion. Further details of the reasons for the Placing, the use of proceeds and the Acquisitions are set out at below.

The Placing Shares have been conditionally placed with certain institutional and other investors by Cenkos in accordance with the terms and conditions of the Placing Agreement. The Placing and the Acquisitions are conditional, *inter alia*, on the passing by the Shareholders of the Resolutions at the General Meeting, including a special resolution which, if passed, will give the Directors the required authority to disapply statutory pre-emption rights in respect of the allotment of the Placing Shares and the Subscription Shares. Subject to all relevant conditions being satisfied (or, if applicable, waived), it is expected that the Placing Shares will be admitted to trading, and dealings in the Placing Shares will commence, on AIM on or around 5 September 2018 and the

Subscription Shares will be admitted to trading, and dealings in the Subscription Shares will commence, on AIM shortly following Completion of the TGP Acquisition.

The purpose of this document is to outline the reasons for, and provide further information on, the Acquisitions and the Placing, to explain why the Board believes such proposals to be in the best interests of the Company and its Shareholders as a whole, and why the Board unanimously recommends that Shareholders vote in favour of the Resolutions.

At the end of this document, you will find a notice of the General Meeting at which the Resolutions will be proposed to approve the allotment of the New Shares pursuant to the Placing and the Subscription. The General Meeting has been convened for 10 a.m. on 4 September 2018 and will take place at the offices of Pinsent Masons LLP 30 Crown Place, Earl Street, London EC2A 4ES.

2. Background to and reasons for the Acquisitions

The Group's strategic plan has four key components:

- geographic expansion;
- product extension;
- reduction in seasonality; and
- vertical integration.

This strategic plan is designed to deliver top line revenue growth and improvement in EBITDA margins on a more consistent basis throughout the year, which the Directors believe will continue to create shareholder value over the coming years. These acquisitions are being made in accordance with the Company's strategy of expanding its geographical reach, extending its range of products and reducing the impact of seasonality.

The proposed acquisition of Stuart Rentals will achieve geographic expansion and product extension for the Group. It will provide the Group with an immediate entry point into the west coast US market and will bolster the Group's existing Americas national tenting reach, thus allowing the servicing of national customers across the entire North American continent on a more economic basis.

The proposed acquisition of TGP will provide the Group with product extension and a reduction in the impact of seasonality. TGP offers diversification into exhibition services and is profitable for at least 9 months per year, and would thus improve the seasonal profile of the Group's Middle East business. The acquisition is expected to generate synergies through the combination of TGP's exhibition business and the Group's interiors business.

3. Information on the Acquisitions

Stuart Rentals Acquisition

Background information on Stuart Rentals

Stuart Rentals is a California based supplier of under-the-tent rental equipment (such as tables, chairs, linen, cutlery, crockery and glassware), as well as tents, staging equipment and flooring. The business primarily operates across the Bay Area of San Francisco, Oakland and San Jose, with its main HQ, warehouse and sales office in Milpitas, San Jose. The business has approximately 240 employees (comprised of both salaried and hourly).

Stuart Rentals is owned and managed by Michael Berman (CEO) and Andrew Sutton (Head of Sales), both of whom are expected to remain with the business post Completion.

Financial information on Stuart Rentals

Stuart Rental's trading record for the two financial years ended 31 December 2016 and as at 31 December 2017, as well as the unaudited Last Twelve Months ("LTM") ended 31 March 2018, is summarised below:

	Year ended 31-Dec 2016 US\$'000	Year ended 31-Dec 2017 US\$'000	LTM 31-Mar 2018 US\$'000
Revenue	13,907	14,652	15,445
Gross profit	6,944	7,376	7,733
EBITDA	2,568	2,561	2,625
<i>EBITDA margin</i>	<i>18.5%</i>	<i>17.5%</i>	<i>17.0%</i>
EBIT	1,752	1,539	1,611
<i>EBIT margin</i>	<i>12.6%</i>	<i>10.5%</i>	<i>10.4%</i>

Source: Stuart Rentals management accounts

In the year ended 31 December 2017, Stuart Rentals generated profit before tax of \$1.5 million and had gross assets of \$6.4 million.

Stuart Rentals currently delivers c. 50% of revenues from under-the-tent products and services, with tenting currently representing 45%. This focus on under-the-tent contributes to the business having a large and diverse customer base (providing to over >10,000 events per year), whilst also contributing to strong EBITDA margin. The diverse customer base results in no one customer contributing over 5% of total annual revenue.

Stuart Rentals has an EBITDA margin in excess of the current Group's Americas business, and is expected to be earnings enhancing to the Group following Completion.

TGP Acquisition

Background information on TGP

TGP is an exhibition stand design and build company operating in Dubai. The business operates out of a new head office and warehouse (moved in to during 2017) in South Dubai, and employs approximately 140 people. Revenues are primarily generated in the United Arab Emirates, however, the business does operate across the Middle East region. Following the restrictions imposed on trade with Qatar, the business has been unable to serve a key client in Qatar, Qatar Airways, which impacted revenue and profit during 2017 and 2018 as detailed below.

TGP, which was set up in 1995, is owned and managed by founders Omar Rahman and Alex Maddock, with Alex Maddock remaining with TGP post Completion.

Financial information on TGP

The trading record for the two financial years ended 31 December 2016 and 31 December 2017, as well as the un-audited Last Twelve Months (“LTM”) ended 31 May 2018, is summarised below:

	Year ended 31-Dec 2016 £'000	Year ended 31-Dec 2017 £'000	LTM 31-May 2018 £'000
Revenue	12,205	13,384	13,193
Gross profit	4,472	4,550	4,477
EBITDA	713	1,012	1,143
<i>EBITDA margin</i>	<i>5.8%</i>	<i>7.6%</i>	<i>8.7%</i>
EBIT	428	716	809
<i>EBIT margin</i>	<i>3.5%</i>	<i>5.3%</i>	<i>6.1%</i>

Source: TGP management accounts with adjustments described below.
US\$ figures are converted at \$1.32 to £

In the year ended 31 December 2017, TGP generated adjusted profit before tax of £0.6 million and as at 31 December 2017 had gross assets of £10.2 million.

The numbers presented above are on an adjusted basis, with the principal adjustment representing the removal of Qatar Airways’ revenue and margin in both 2016 and 2017, which in 2017 (all in Q1) represented revenue of £1.1 million and margin of £0.4 million. Other adjustments are the inclusion of a CEO salary (currently paid as dividends) and adjustment to reflect current rental costs following the move into a new warehouse in 2017). On an adjusted basis the business has delivered EBITDA growth from £0.7 million in 2016 to £1.1 million in the LTM ended 31 May 2018.

TGP’s core product offering is the design, build and installation of exhibition stands and this represents over 50% of revenues. The reliance on exhibition revenues has been reduced by the growth in the graphics and signage division, which has grown strongly in recent years.

4. Details of the Acquisitions

Stuart Rentals Acquisition

The Company’s subsidiary, Arena Stuart Rentals, Inc., has entered into the Stuart Rentals Acquisition Agreement for the acquisition of the business, contracts and certain assumed liabilities of Stuart Rentals for an initial cash consideration of \$10,570,000. The Stuart Rentals Acquisition Agreement is conditional upon, amongst other things, the passing of the Resolutions. Subject to the satisfaction of the conditions under the Stuart Rentals Acquisition Agreement, Completion is expected to take place on 5 September 2018.

Consideration and Earn-out

The initial consideration payable under the Stuart Rentals Acquisition Agreement is \$10,570,000 to be satisfied in cash on Completion and the assumption by Arena Stuart Rentals, Inc. of certain assumed liabilities in respect of trade accounts payable and on-going contracts. The initial consideration is subject to a working capital adjustment, post completion if actual delivered working capital is higher or lower than an agreed target.

The earn-out mechanism under the Stuart Rentals Acquisition (the “**Earn-out**”) provides for further consideration to be paid to the Owners (on behalf of the Vendor) based on multiples of future EBITDA of Arena Stuart Rentals, Inc. as if it were being operated as a separated and independent corporation. The amount payable under the Earn-out, subject to certain limitations, is a sum equal to (i) 5.9 times ten per cent (10%) of EBITDA for the periods 1 January 2018 to 31 December 2018, 1 January 2019 to 31 December 2019, and 1 January 2020 to 31 December 2020 (each an “**Earn-Out Period**”). An unaudited statement setting out the calculation of the Earn-Out for each Earn-Out Period shall be prepared within 90 days of the end of the applicable Earn-Out Period. The Earn-out is payable five (5) business days after being finally determined. Maximum aggregate

consideration payable over the Earn-Out Period and including the initial consideration is up to \$17.0 million in cash.

Further Terms of the Stuart Rentals Acquisition

Completion of the Stuart Rentals Acquisition is conditional upon, *inter alia*:

- the passing of the Resolutions;
- the Placing Agreement becoming unconditional in accordance with its terms (other than in respect of Admission) and not having been terminated;
- the warranties and representations given by the Vendor and the Owners being true and correct in all material respects; and
- there not having been a material adverse effect on the business, value of the purchased assets or the ability of the Vendor to complete the transaction on a timely basis and perform its obligations under the Stuart Rentals Acquisition Agreement,

prior to the long stop date of 30 September 2018.

The Vendor and the Owners have entered into certain business conduct obligations, including an undertaking to conduct the business in the ordinary course of business consistent with past practice and to use reasonable best efforts to maintain and preserve intact its current business organisation, operations and franchise and to preserve the rights, franchises, goodwill and relationships of its employees, customers, lenders, suppliers, regulators and others having relationships with the business.

The Vendor has provided customary fundamental and commercial warranties to Arena Stuart Rentals, Inc., as at the date of the Acquisition Agreement, which are also repeated as at Completion.

Either party may elect to terminate the Stuart Rentals Acquisition Agreement in the event that, *inter alia*, at any time prior to Completion (i) there is a material breach of any of the representations, warranties, agreement of covenants given by either party to the other (so long as the terminating party is not itself in breach of the Stuart Rentals Acquisition Agreement), (ii) any of the conditions are not satisfied by the long stop date, or (iii) any law has been enacted which will prevent any of the conditions being satisfied by the long stop date or which would make the transactions contemplated by the Stuart Rentals Acquisition Agreement illegal or otherwise prohibited. The Vendor may terminate the Stuart Rentals Acquisition Agreement in the event Completion has not occurred by 30 September 2018.

TGP Acquisition

The Company and its subsidiary, AESG have entered into the TGP Acquisition Agreement for the acquisition of the entire issued share capital of TGP. The TGP Acquisition Agreement is conditional upon, amongst other things:

- completion of a pre-sale reorganisation in accordance with the TGP Acquisition Agreement which will require the approval of governmental authorities;
- the Placing Agreement becoming unconditional in accordance with its terms and not having been terminated; and
- the passing of the Resolutions.

Subject to the satisfaction of the conditions under the TGP Acquisition Agreement, Completion is expected to take place prior to the long stop date of 30 September 2018.

Consideration and Earn-out

The initial consideration payable under the TGP Acquisition Agreement is \$3.2 million, to be satisfied in cash on Completion of the TGP Acquisition Agreement, plus the assumption of debt and working capital liabilities estimated at \$4 million. The consideration has been agreed on the basis of a consolidated balance sheet of TGP dated 31 May 2018 and is subject to adjustment if and to the extent that there has been any return of value outside of the ordinary course of business to the Vendors since that date.

The earn-out mechanism under the TGP Acquisition (the “**Earn-out**”) provides for further consideration of up to a maximum of \$2.7 million to be paid in cash to one Vendor based on multiples of TGP’s actual earnings before interest, tax, depreciation and amortisation (“**Normalised**

EBITDA) for the period 1 January 2018 to 31 December 2018 provided Normalised EBITDA exceeds \$1,500,000.

The second deferred consideration payable under the Earn-out is a sum equal to: (i) five per cent (5%) of 5.4 times Normalised EBITDA for the period 1 January 2018 to 31 December 2018, less long term debt plus cash as at 31 December 2018; and (ii) ten per cent (10%) of 5.4 times Normalised EBITDA, for the period 1 January 2019 to 31 December 2019, less long term debt plus cash as at 31 December 2019; and (iii) ten per cent (10%) of 5.4 times Normalised EBITDA for the period 1 January 2020 to 31 December 2020, less long term debt plus cash as at 31 December 2020; and (iv) ten per cent (10%) of 5.4 times Normalised EBITDA for the period 1 January 2021 to 31 December 2021, less long term debt plus cash as at 31 December 2021. The second deferred consideration is payable 30 days after the accounts for the relevant period are agreed. Maximum aggregate consideration payable in respect of the second deferred consideration is a maximum of \$8 million in cash.

Further Terms of the TGP Acquisition

Completion of the Acquisition is conditional as set out above.

The Vendors have entered into certain business conduct obligations, including an undertaking to procure that the business of TGP and its subsidiaries is conducted in the ordinary and usual course and to take all such steps as are necessary to protect and preserve the business and assets of TGP and its subsidiaries and to maintain the business as a going concern with a view to a profit pending Completion.

The Vendors have provided customary fundamental warranties to AESG as to title and capacity on a several basis as well as certain customary commercial warranties to AESG on a joint and several basis, as at the date of the Acquisition Agreement, which are also repeated as at Completion.

AESG may elect to terminate the TGP Acquisition Agreement in the event that, *inter alia*, at any time prior to Completion (i) there is a breach of any of the fundamental warranties, or a material breach of any of the commercial warranties, given by the Vendors, (ii) any event occurs which (in the reasonable opinion of AESG) affects or is likely to affect materially and adversely the financial position of TGP or any of its subsidiaries, or (iii) there is a material breach of any of the business conduct obligations given by the Vendors.

5. Details of the Placing

The Company has conditionally raised gross proceeds of up to £20 million by way of a placing of up to 33,333,334 new Ordinary Shares at the Issue Price. The Placing Shares will represent approximately 21.94 per cent. of the Enlarged Issued Share Capital of the Company. The Issue Price represents a discount of 8.5 per cent. to the volume weighted average price per Ordinary Share over the last ten business days up to and including 13 August 2018 (being the latest practicable date prior to the publication of this document).

Furthermore, the Directors intend to subscribe for such number of Placing Shares as is equal to, in aggregate, approximately £162,500 at the Issue Price.

The Placing Agreement

Pursuant to the terms of the Placing Agreement, Cenkos has agreed to use reasonable endeavours to procure subscribers for the Placing Shares at the Issue Price. The Placing has not been underwritten by Cenkos.

The Placing is conditional, *inter alia*, on:

- the passing of the Resolutions;
- the Acquisition Agreement having completed subject only to Admission of the Placing Shares;
- the other conditions in the Placing Agreement being satisfied or (if applicable) waived and the Placing Agreement not having been terminated in accordance with its terms prior to Admission of the Placing Shares; and
- Admission of the Placing Shares becoming effective by no later than 8.00 a.m. on 5 September 2018 (or such later time and/or date, being no later than 8.00 a.m. on 30 September 2018 as the Company and Cenkos may agree).

The Placing Agreement contains customary warranties given by the Company to Cenkos as to matters relating to the Group and its business and a customary indemnity given by the Company to Cenkos in respect of liabilities arising out of or in connection with the Placing. Cenkos is entitled to terminate the Placing Agreement in certain circumstances prior to Admission of the Placing Shares including circumstances where any of the warranties are found not to be true or accurate or were misleading in any respect or the occurrence of certain *force majeure* events or a material adverse change condition.

Settlement and dealings

The Placing Shares will be issued credited as fully paid and will rank *pari passu* with the existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid in respect of Ordinary Shares after Admission of the Placing Shares. The Placing Shares are not being made available to the public and are not being offered or sold in any jurisdiction where it would be unlawful to do so.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. On the assumption that, *inter alia*, the Resolutions are passed, it is expected that Admission of the Placing Shares will become effective on or around 5 September 2018.

6. Details of the Subscription

Following Admission of the Placing Shares, one of the Vendors of TGP will use \$284,455 of its sale proceeds to subscribe for the Subscription Shares at the Issue Price. The Subscription Shares will be issued credited as fully paid and will rank *pari passu* with the existing Ordinary Shares in issue, including the right to receive all dividends and other distributions declared, made or paid in respect of Ordinary Shares after Completion. The Subscription Shares will represent approximately 0.24 per cent. of the Enlarged Issued Share Capital.

Application will be made to the London Stock Exchange for the Subscription Shares to be admitted to trading on AIM. On the assumption that, *inter alia*, the Resolutions are passed, it is expected that Admission of the Subscription Shares will occur shortly after Completion of the TGP Acquisition.

7. Use of proceeds

The net proceeds of the Placing (after deduction of the costs and expenses relating to the Placing) will be used by the Company to satisfy the initial cash consideration payable on Completion pursuant to the Acquisition Agreements (and other accretive acquisitions in the unlikely event that the TGP Acquisition does not complete) and for general working capital purposes.

8. Current trading and prospects

On 2 August 2018, the Company issued a trading update noting that trading in the first half was in line with expectations with the Company delivering a number of major global events for both new and existing customers. The Company announces that the Company continues to trade in line with market expectations.

9. General Meeting

The Company will require, *inter alia*, Shareholder approval of the Resolutions at the General Meeting in order to effect the Placing and the allotment of new Ordinary Shares pursuant to the TGP Acquisition. Set out at the end of this document is a notice convening the General Meeting of the Company to be held at 10 a.m. on 4 September 2018 at the offices of Pinsent Masons LLP, 30 Crown Place, Earl Street, London EC2A 4ES, at which the Resolutions (summarised below) will be proposed:

1. as an ordinary resolution to authorise the Directors to allot the Placing Shares and the Subscription Shares; and
2. as a special resolution, and which is conditional on the passing of the ordinary resolution, to authorise the Directors under section 571 of the Act, to allot the Placing Shares and the Subscription Shares on a non-pre-emptive basis.

Save in respect of the allotment of the Placing Shares and the Subscription Shares, and the grant of options to employees under the Arena 2017 Share Option Plan, the Directors have no current

intention to allot shares, or grant rights to subscribe or convert into shares, in the capital of the Company.

10. Actions to be taken in respect of the General Meeting

Please check that you have received the following with this document:

- a Form of Proxy for use in respect of the General Meeting; and
- a reply-paid envelope for use in connection with the return of the Form of Proxy.

Whether or not you propose to attend the General Meeting in person, you are strongly encouraged to complete, sign and return your Form of Proxy in accordance with the instructions printed thereon as soon as possible, but in any event so as to be received, by post or, during normal business hours only, by hand, at Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland, by no later than 10 a.m. on 31 August 2018 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day)).

Appointing a proxy in accordance with the instructions set out above will enable your vote to be counted at the General Meeting in the event of your absence. The completion and return of the Form of Proxy will not prevent you from attending and voting at the General Meeting, or any adjournment thereof, in person should you wish to do so.

11. Recommendation

The Board believes that the Resolutions are in the best interests of the Company and Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting, as the Directors have irrevocably undertaken to do in respect of their own beneficial holdings amounting, in aggregate, to 6,964,402 Ordinary Shares and representing approximately 5.9 per cent. of the Company's current issued share capital.

Yours sincerely

Ken Hanna
Non-Executive Chairman

DEFINITIONS

The following definitions apply throughout this document (including the Notice of General Meeting) and the Form of Proxy unless the context requires otherwise:

“Acquisition Agreements”	the Stuart Rentals Acquisition Agreement and the TGP Acquisition Agreement
“Acquisitions”	the Stuart Rentals Acquisition and the TGP Acquisition
“Act”	the Companies Act 2006 (as amended)
“Admission”	the admission of the Placing Shares and the Subscription Shares, as the case may be, to trading on AIM in accordance with Rule 6 of the AIM Rules
“AESG”	Arena Event Services Group Limited, a subsidiary of the Company
“AIM”	AIM, a market operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange from time to time
“Board” or “Directors”	the directors of the Company whose names are set out on page 5 of this document, or a duly authorised committee thereof
“Business Day”	a day on which banks are open for business in London other than a Saturday or Sunday
“certificated” or “in certificated form”	a share or other security not held in uncertificated form (i.e. not in CREST#)
“Closing Price”	the closing middle market quotation of an Ordinary Share as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange
“Company” or “Arena”	Arena Events Group plc
“Completion”	completion of the relevant Acquisition Agreement in accordance with its terms
“CREST”	a relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755) as amended from time to time
“EBITDA”	earnings before interest, taxes, depreciation and amortization
“Enlarged Issued Share Capital”	the issued share capital of the Company immediately following Admission of the Placing Shares and the Subscription Shares
“Form of Proxy”	the enclosed form of proxy for use by Shareholders in connection with the General Meeting
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“General Meeting”	the general meeting of the Company convened for 10 a.m. on 4 September 2018 at the offices of Pinsent Masons LLP, 30 Crown Place, Earl Street, London EC2A 4ES, notice of which is set out at the end of this document
“Group”	the Company and its subsidiary undertakings
“Cenkos”	Cenkos Securities plc, the Company’s nominated adviser and broker in connection with the Placing and Admission
“Issue Price”	the price of 60 pence per New Share
“London Stock Exchange”	London Stock Exchange plc
“New Shares”	the Placing Shares and the Subscription Shares
“Notice of General Meeting”	the notice of the General Meeting set out at the end of this document

“Ordinary Shares”	ordinary shares of 1 pence each in the share capital of the Company
“Owners”	the shareholders of Stuart Rentals, being Michael Berman and Andrew Sutton
“Placing”	the proposed placing by Cenkos, as agent on behalf of the Company of the Placing Shares as referenced to in this document
“Placing Agreement”	the conditional agreement between the Company and Cenkos dated 14 August 2018 relating to the Placing
“Placing Shares”	the up to 33,333,334 new Ordinary Shares conditionally placed pursuant to the Placing with investors that will be allotted subject to, <i>inter alia</i> , the passing of the Resolutions and Admission
“Resolutions”	the resolutions to be proposed at the General Meeting, as set out in the Notice of General Meeting
“Shareholders”	holders of Ordinary Shares
“Stuart Rentals”	Ohana Partners Inc, d/b/a Stuart Event Rentals
“Stuart Rentals Acquisition”	means the proposed acquisition by Arena Stuart Rentals, Inc. pursuant to the terms of the Stuart Rentals Acquisition Agreement
“Stuart Rentals Acquisition Agreement”	the conditional acquisition agreement entered into between Arena Stuart Rentals, Inc. and the vendors of Stuart Rentals dated 14 August 2018 in respect of the acquisition of the business and assets of Stuart Rentals.
“Subscription Shares”	the 364,685 new Ordinary Shares to be allotted and issued pursuant to the TGP Acquisition Agreement subject to, <i>inter alia</i> , the passing of the Resolutions
“TGP”	TGP Holdings Limited (a BVI company)
“TGP Acquisition”	means the proposed acquisition by AESG pursuant to the terms of the TGP Acquisition Agreement
“TGP Acquisition Agreement”	the conditional acquisition agreement entered into between AESG, the Company, Mogul Investment Holding Inc and CM2 Group Corporation dated 14 August 2018 in respect of the acquisition of the entire issued share capital of TGP
“uncertificated” or “in uncertificated form”	recorded on the register of members of the Company as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland
“United States” or “US”	the United States of America
“Vendors”	the sellers pursuant to the relevant Acquisition Agreement

In this document, references to “£”, “pence” and “p” are to the lawful currency of the United Kingdom and references to “\$”, “dollar” and USD are to the lawful currency of the United States.

NOTICE OF GENERAL MEETING

Arena Events Group PLC

*(a public limited company incorporated in England and Wales
with registered number 10799086)*

NOTICE is hereby given that a General Meeting of Arena Events Group plc (the “**Company**”) will be held at the offices of Pinsent Masons LLP, 30 Crown Place, Earl Street, London EC2A 4ES on 4 September 2018 at 10 a.m. for the purpose of considering and, if thought fit, passing the following resolutions of which resolution 1 will be proposed as an ordinary resolution and resolution 2 will be proposed as a special resolution:

ORDINARY RESOLUTION

1. THAT, subject to and conditional upon the Placing Agreement (as defined in the circular to the shareholders of the Company dated 15 August 2018 containing this Notice of General Meeting (the “**Circular**”), becoming unconditional in all respects (save only for the passing of the Resolutions and Admission (as defined in the Circular) and it not being terminated in accordance with its terms and in addition to all existing authorities granted pursuant to section 551 of the Companies Act 2006 (the “**Act**”), the Directors be and are hereby generally and unconditionally authorised for the purpose of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any securities into, shares in the Company up to a nominal amount of:
 - (a) £333,333.34 in connection with the Placing (as such term is defined in the Circular) Meeting;
 - (b) £3,646.85 in connection with the Subscription (as such term is defined in the Circular), provided that this authority shall expire on 30 October 2018, save that the Company may before such expiry make an offer or agreement which would or might require shares in the Company to be allotted, or rights to be granted, after such expiry and the Board may allot shares or grant rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

2. THAT, subject to and conditional upon the passing of resolution 1 and the Placing Agreement (as defined in the Circular), becoming unconditional in all respects (save only for the passing of the Resolutions and Admission (as defined in the Circular) and it not being terminated in accordance with its terms, in addition to all existing authorities granted pursuant to section 571 of the Act the Directors be and are hereby generally and unconditionally empowered pursuant to section 571 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by resolution 1, as if section 561(1) of the Act did not apply to such allotment, provided that the power conferred by this resolution shall be limited to the allotment of equity securities for cash up to: (a) a maximum nominal amount of £333,333.34 in connection with the Placing (as such term is defined in the Circular), and (b) a further maximum nominal amount of £3,646.85 in connection with the Subscription, and shall expire on 30 October 2018, save that the Company may before such expiry make an offer or agreement which would or might require shares in the Company to be allotted, or rights to be granted, after such expiry and the Board may allot shares or grant rights in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

By order of the Board

Registered office:
4 Deer Park Road
London SW19 3GY

Piers Wilson
Company Secretary

Date: 15 August 2018

Notes:

- (i) A member entitled to attend and vote at the General Meeting convened by the above Notice of General Meeting is entitled to appoint a proxy to exercise all or any of the rights of the member to attend and speak and vote on his behalf. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the General Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.
- (ii) To appoint a proxy you may use the Form of Proxy enclosed with this Notice of General Meeting. To be valid, the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of the same, must be received by post or (during normal business hours only) by hand at Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland, in each case no later than 10 a.m. on 31 August 2018 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day)). Completion of the Form of Proxy will not prevent a member from attending and voting in person, should they so wish.
- (iii) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only shareholders registered in the register of members of the Company as at 6.00 p.m. on 2 September 2018 shall be entitled to attend and vote at the General Meeting in respect of the number of shares registered in their name at such time. If the General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned General Meeting is 6.00 p.m. on the date two days prior to the date fixed for the adjourned General Meeting (excluding any part of a day that is not a Business Day). Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.
- (iv) In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (v) As at 14 August 2018 (being the last Business Day prior to the publication of this Notice of General Meeting) the Company's issued share capital consists of 118,212,814 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 14 August 2018 are 118,212,814. The Company does not currently hold any shares as treasury shares.
- (vi) You may not use any electronic address (within the meaning of section 333(4) of the Act) provided in this Notice or in any related documents (including the Chairman's letter and form of proxy) to communicate with the Company for any purposes other than those expressly stated.
- (vii) Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Reference Number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrars) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.

