

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000.** If you have sold or otherwise transferred all your shares in Arena Events Group plc, please forward this document and the accompanying proxy form to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

## **NOTICE OF ANNUAL GENERAL MEETING 2019 ARENA EVENTS GROUP PLC**

Notice is hereby given that the Annual General Meeting of Arena Events Group plc (the “**Company**”) will be held at 30 Crown Place, Earl Street, London EC2A 4ES on 22 May 2019 at 12.00 pm to consider and, if thought fit, to pass the following resolutions of which resolutions 1 to 9 will be proposed as ordinary resolutions, and resolutions 10 and 11 will be proposed as special resolutions:

1. To receive the annual report, incorporating the directors’ report and the auditors’ report, and the audited accounts of the Company for the year ended 31 December 2018.
2. To declare a final dividend for the financial year ended 31 December 2018, of 1 pence per ordinary share.
3. To re-appoint Kenneth Hanna as a director.
4. To re-appoint Gregory Lawless as a director.
5. To re-appoint Ian Metcalfe as a director.
6. To re-appoint Piers Wilson as a director.
7. To re-appoint Deloitte LLP as auditors to the Company.
8. To authorise the directors to determine the auditors’ remuneration.
9. To authorise the directors of the Company, pursuant to section 551 of the Companies Act 2006 (the “**Act**”) (in substitution for all previous like authorities under section 551 of the Act granted to the directors of the Company (to the extent that they remain in force and unexercised)), generally and unconditionally to exercise all powers of the Company to allot shares or grant rights to subscribe for, or to convert any security into shares:
  - 9.1 up to an aggregate nominal amount of £506,369; and
  - 9.2 comprising equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £1,012,738 (such amount to be reduced by the aggregate nominal amount of shares allotted and rights to subscribe for, or to convert any security into shares in the Company granted under the authority conferred by virtue of resolution 9.1) in connection with or pursuant to an offer or invitation by way of a rights issue (as defined below), such authorities to expire on the later of the date falling fifteen months from the passing of this resolution and the date of the next annual general meeting after the passing of this resolution 9 (unless such authorities shall have been previously renewed, revoked or varied by the Company in general meeting), save that the Company may before the expiry of such authorities make offers or agreements which would or might require shares (which, to the extent required, also comprise equity securities) to be allotted and/or rights granted after such expiry and the directors of the Company shall be entitled to allot shares and/or grant rights under any such offer or agreement as if the authorities had not expired.

For the purpose of this resolution 9 “**rights issue**” means an offer or invitation to (i) holders of ordinary shares in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on the record date for such allotment; and (ii) persons who are holders of other classes of equity securities if this is required by the rights of such securities (if any) or, if the directors of the Company consider necessary, as permitted by the rights of those securities, to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable instrument) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation

to fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory or any other matter whatever.

10. Subject to the passing of resolution 9, to empower the directors of the Company pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) wholly for cash or by the sale of treasury shares pursuant to the authority conferred upon them by resolution 9.1 or:
  - 10.1 in connection with or pursuant to an offer of such securities by way of a pre-emptive offer (as defined below); and
  - 10.2 (otherwise than pursuant to sub-paragraph 10.1 above) up to an aggregate nominal amount of £151,911,  
  
as if section 561(1) and subsections (1)-(6) of section 562 of the Act did not apply to any such allotment, such powers to expire on the earlier of the date falling fifteen months from the passing of this resolution and the date of the next annual general meeting after the passing of this resolution save that the Company may before the expiry of such powers make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities under any such offer or agreement as if the power had not expired.

For the purpose of this resolution 10 “**pre-emptive offer**” means a rights issue, open offer or other pre-emptive issue or offer to (i) holders of ordinary shares in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on the record date(s) for such allotment; and (ii) persons who are holders of other classes of equity securities if this is required by the rights of such securities (if any) or, if the directors of the Company consider necessary, as permitted by the rights of those securities, but subject in both cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory or any other matter whatever.

11. To authorise the Company generally and unconditionally for the purpose of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) or ordinary shares of one pence each in the capital of the Company “**Ordinary Shares**”) provided that:
  - 11.1 the maximum aggregate number of Ordinary Shares authorised by this resolution to be purchased is 15,191,100;
  - 11.2 the minimum price which may be paid for such Ordinary Shares shall not be less than the nominal value of such share (exclusive of expenses);
  - 11.3 the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is not more than the higher of:
    - 11.3.1 five per cent. above the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and
    - 11.3.2 the price stipulated by Commission-adopted Regulatory Technical Standards pursuant to Article 5(6) of the Market Abuse Regulation being the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange at the time the purchase is carried out, and

this authority, unless previously revoked or varied, shall expire on the later of the date falling fifteen months from the passing of this resolution and the date of the next annual general meeting after the passing of this resolution, save that the Company may, before such expiry, make a contract or contracts to purchase

Ordinary Shares after such expiry, which contract or contracts will or may be executed wholly or partly after the expiry of such authority, and may purchase Ordinary Shares in pursuance of any such contract as if the authority conferred by this resolution 11 had not expired.

The Board of Arena Events Group plc considers all of the proposed resolutions to be in the best interests of shareholders and accordingly recommends that shareholders vote in favour of all of the resolutions proposed as they intended to do in respect of their own beneficial holdings.

Dated: 11 April 2019

Registered office:  
4 Deer Park Road  
London  
SW19 3GY

By order of the Board  
Piers Wilson  
Director

## NOTES

### 1. ENTITLEMENT TO ATTEND AND VOTE

Only those members registered in the register of members of the Company at 6.00 p.m. on 20 May 2019 or if the AGM is adjourned, at 6.00 p.m. on the day that falls 48 hours before the time appointed for the adjourned Meeting shall be entitled to attend, speak, ask questions and in respect of the number of ordinary shares registered in their name, vote at the Meeting, or if relevant, any adjournment thereof. Changes in the register after that time and date will be disregarded in determining the right of any person to attend and/or vote at the Meeting or any adjournment thereof.

### 2. APPOINTMENT OF PROXIES

- 2.1 If you are a member of the Company you may appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the Meeting. You may only appoint a proxy using the procedures set out in these notes and in the notes on the proxy form, which you should have received with this notice of meeting.
- 2.2 A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes on the form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- 2.3 You may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares which you hold. If you wish to appoint more than one proxy you may photocopy the **reverse only** of the proxy form or alternatively you may contact the Company's registrars, Computershare Investor Services (Ireland) Limited (the "**Registrar**") by emailing [clientservices@computershare.ie](mailto:clientservices@computershare.ie)

### 3. APPOINTMENT OF PROXY USING THE PROXY FORM

- 3.1 The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you do not indicate on the proxy form how your proxy should vote, they will vote or abstain from voting at their discretion. They will also vote (or abstain from voting) as they think fit in relation to any other matter which is put before the Meeting.
- 3.2 To appoint a proxy using the proxy form, the form must be completed and signed and received by the Registrar no later than 48 hours (excluding non-working days) before the Meeting. Any proxy forms (including any amended proxy appointments) received after the deadline will be disregarded.
- 3.3 If the shareholder is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer or attorney.
- 3.4 The completed form may be returned by any of the following methods:
  - 3.4.1 sending or delivering it to the Registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82; or
  - 3.4.2 submitted by fax to +353 (0)1 447 5572, provided it is received in legible form.
- 3.5 Any power of attorney or other authority under which the proxy form is signed (or a duly certified copy or office copy of such power or authority) must be included with the proxy form.
- 3.6 The return of a completed proxy form will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.

### 4. APPOINTMENT OF PROXY BY JOINT MEMBERS

In the case of joint holders, where more than one joint holder purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

## **5. CHANGING PROXY INSTRUCTIONS**

To change your proxy instructions simply submit a new proxy appointment using the methods set out above. The amended instructions must be received by the registrars by the same cut-off time noted above. Where you have appointed a proxy using a hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Registrar by emailing [clientservices@computershare.ie](mailto:clientservices@computershare.ie). If you submit more than one valid proxy form, the one received last before the latest time for the receipt of proxies will take precedence.

## **6. TERMINATION OF PROXY APPOINTMENTS**

In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Registrar at Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82. Alternatively, you may send the notice by fax to +353 (0)1 447 5572, provided it is received in legible form. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer or attorney. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

## **7. CORPORATE REPRESENTATIVES**

- 7.1 If a corporation is a member of the Company, it may by resolution of its directors or other governing body authorise one or more persons to act as its representative or representatives at the Meeting and any such representative or representatives shall be entitled to exercise on behalf of the corporation all the powers that the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares.
- 7.2 Corporate representatives should bring with them either an original or certified copy of the appropriate board resolution or an original letter confirming the appointment, provided it is on the corporation's letterhead and is signed by an authorised signatory and accompanied by evidence of the signatory's authority.

## **8. COMMUNICATION**

- 8.1 Members who have general queries about the Meeting should telephone the Registrar (no other methods of communication will be accepted) on +353 (0)1 447 5566. Lines are open Monday to Friday from 09:00 to 17:30, excluding public holidays in England and Wales. Different charges apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes. This telephone number is for requesting hard copies of documents only and the Registrar cannot provide advice on the merits of any resolutions nor give any financial, legal or tax advice.
- 8.2 You may not use any electronic address provided either in this notice of meeting or any related documents (including the Chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.
- 8.3 Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that the shareholders subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company, including the lodgement of an electronic proxy form, that is found to contain any virus will not be accepted.

## **9. TOTAL VOTING RIGHTS**

As at 9 April 2019 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consisted of 151,910,833 ordinary shares, carrying one vote each and the Company held no shares in treasury. Therefore, the total voting rights in the Company as at that date were 151,910,833.

## **EXPLANATIONS OF RESOLUTIONS**

### **Resolution 1 – Reports and Accounts**

The directors of the Company are obliged to lay the Company's annual report, which incorporates the directors' report and auditors' report, and audited accounts before members at a general meeting, and this resolution approves their receipt.

### **Resolution 2 – Dividends**

A final dividend of 1 pence per ordinary share is recommended by the directors for payment to shareholders on the register at the close of business on 14 June 2019. A final dividend can only be paid after it has been approved by shareholders at a general meeting and resolution 2 seeks such approval.

### **Resolutions 3 to 6 – Re-appointment of directors**

Pursuant to article 85 of the articles of association of the Company, one third of the directors or, if their number is not a multiple of three, then the number nearest to but not exceeding one third, are required to retire by rotation.

Notwithstanding the provisions of the articles of association of the Company the Board has decided that, in the interest of best practice, all of the directors shall retire and make themselves available for re-appointment.

Brief biographical details of each of the directors are set out on page 32 of the annual report.

### **Resolutions 7 and 8 – re-appointment of auditors and determination of auditors' remuneration**

The Company is required to appoint auditors at each general meeting at which accounts are laid, to hold office until the next general meeting at which accounts are laid.

The present auditors, Deloitte LLP, are willing to continue to act as the Company's auditors and this resolution proposes their re-appointment.

In accordance with standard practice, resolution 8 authorises the directors to determine the level of the auditors' remuneration.

### **Resolution 9 – authority to allot shares**

Resolution 9.1 grants the directors of the Company authority to allot unissued share capital up to an aggregate nominal amount of £506,369 (representing 50,636,900 ordinary shares of one pence each ("**Ordinary Shares**") and being approximately one third of the Company's Ordinary Shares in issue at 9 April 2019).

In line with guidance issued by the Investment Association, resolution 9.2 grants the directors of the Company authority to allot unissued share capital in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount of £1,012,738 (representing 101,273,800 Ordinary Shares), as reduced by the nominal amount of any shares issued under resolution 9.1. This amount, before any such reduction, represents approximately two thirds of the Company's Ordinary Shares in issue at 9 April 2019.

The authorities granted by resolution 9 replace and are in substitution for existing authorities to allot shares granted to the directors of the Company and, if granted, expire at the conclusion of the next annual general meeting of the Company or 15 months after the date of the resolution, if later.

### **Resolution 10 – disapplication of statutory pre-emption rights**

To give the directors some flexibility to raise capital through a non pre-emptive issue of shares, resolution 10 disapplies the statutory pre-emption rights which would otherwise apply on an issue of shares for cash and is limited to allotments in connection with rights issues or other pre-emptive offers, or otherwise up to a maximum nominal amount of £151,911 (representing 15,191,100 Ordinary Shares and being approximately 10 per cent. of the Company's Ordinary Shares in issue at 9 April 2019).

The power granted by resolution 10 replaces and is in substitution for, all existing powers to disapply statutory pre-emption rights granted to the directors of the Company and, if granted, shall expire at the conclusion of the next annual general meeting of the Company or 15 months after the date of the resolution, if later.

**Resolution 11 – purchase of own shares**

Resolution 11 gives general authority for the Company to make market purchases of up to 15,191,100 Ordinary Shares (being approximately 10 per cent. of the Company's Ordinary Shares in issue at 9 April 2019). The minimum price and the method of determining the maximum price which may be paid for an ordinary share is set out in the resolution. It is not the directors' current intention to exercise this authority and the directors would only consider making purchases if they believed that such purchases would be in the best interests of shareholders generally and would result in an increase in earnings per share.

