

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 2021 ARENA EVENTS GROUP PLC

Notice is hereby given that the Annual General Meeting of Arena Events Group plc (the "**Company**") will be held at 4 Deer Park Road, London, United Kingdom, SW19 3GY at 11:00 am on 10 September 2021 (the "**AGM**").

The Board is aware of the ongoing public health risk and recognises that the situation in relation to the coronavirus pandemic can change quickly and that social distancing requirements may make a normal meeting impractical or altogether impossible. The Board will therefore continue to monitor developments and will make changes to the arrangements for the meeting as necessary. Any such changes will be advised to shareholders through the Company's website and, where appropriate, by RNS announcement. We strongly urge that shareholders vote by using the Form of Proxy, enclosed with the Notice of the AGM.

The AGM is called 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 March 2021.
2. To re-appoint Kenneth Hanna as a director.
3. To re-appoint Gregory Lawless as a director.
4. To re-appoint Ian Metcalfe as a director.
5. To re-appoint Stephen Trowbridge as a director.
6. To re-appoint Henry Turcan as a director.
7. To appoint BDO 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 £1,087,607; and
 - 9.2 comprising equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £2,175,214 (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 subparagraph 9.1 above) 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 earlier of the date falling fifteen months from the passing of this resolution and the date of the next annual general meeting of the Company after the passing of this resolution (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 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 authorities conferred upon them by resolution 9:
 - 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 £326,282,

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 of the Company 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 (or treasury shares to be sold) after such expiry and the directors of the Company may allot equity securities (or sell treasury shares) 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) of 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 32,628,226;
- 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 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 earlier of the date falling fifteen months from the passing of this resolution and the date of the next annual general meeting of the Company 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 intend to do in respect of their own beneficial holdings.

Dated: 11 August 2021

By order of the Board

Registered office:
4 Deer Park Road
London
SW19 3GY

Stephen Trowbridge
Company Secretary

NOTES

1. **IMPACT OF COVID-19 ON THE AGM**

- 1.1 The Board is aware of the ongoing public health risk and recognises that the situation in relation to the pandemic can change quickly and that social distancing requirements may make a normal meeting impractical or altogether impossible. The Board will therefore continue to monitor developments and will make changes to the arrangements for the meeting as necessary. Any such changes will be advised to shareholders through the Company's website and, where appropriate, by RNS announcement. All directors will be in attendance either in person or via teleconference, given prevailing restrictions on travel and associated quarantine requirements.
- 1.2 In light of this situation, shareholders are strongly encouraged to vote on all resolutions by completing a proxy appointment form in hard-copy or electronically appointing the Chairman of the meeting as their proxy. All valid proxy votes to be exercised by the Chairman of the meeting will also be included in any vote taken at the meeting. The results of the votes on the proposed resolutions will be announced, in the normal way, via poll as soon as practicable after the conclusion of the AGM.
- 1.3 The return of a completed proxy form would not prevent a shareholder attending the AGM and voting in person if he/she wished to do so and the Company is able to hold the AGM as a normal meeting which is the Boards' current intention.
- 1.4 However, in anticipation of shareholders being unable to attend because of prevailing restrictions on travel and associated quarantine requirements, shareholders are further encouraged to raise any questions on the business of the AGM in advance of the meeting with the Company Secretary at investor@arenagroup.com (please include 'ARENA 2021 AGM' in the subject heading). Questions must be received by 5.00 pm on 8 September 2021. Any questions received will be replied to by the Board via the Company Secretary either before or after the AGM, unless it is inappropriate or impractical to do so.
- 1.5 Parking at the AGM venue (the Company's Group Head Office) is extremely limited, so attendees are advised to use public transport if at all possible, mindful of any prevailing Covid-19 restrictions. As the premises are used by colleagues and customers alike, face coverings will be required at all times inside the building. Immediately on conclusion of the AGM all attendees will be asked to leave the premises and no refreshments will be provided.

THE NOTES BELOW SHOULD BE READ WITH REGARD TO NOTE 1 ABOVE

2. **ENTITLEMENT TO ATTEND AND VOTE**

Only those members registered in the register of members of the Company at 6:00 pm on 8 September 2021 or if the AGM is adjourned, at 6:00 pm on the day that falls 48 hours (excluding non-working days) before the time appointed for the adjourned AGM shall be entitled to attend, speak, ask questions and in respect of the number of ordinary shares registered in their name, vote at the AGM, 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 AGM or any adjournment thereof.

3. **APPOINTMENT OF PROXIES**

- 3.1 We are hopeful that we can conduct a normal meeting, however the Board is aware of the on-going risks to public health from Covid-19 and the arrangements outlined in this notice will be kept under review. Shareholders will be notified of any changes and are strongly advised to appoint the Chairman of the meeting when appointing a proxy.

- 3.2 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 AGM. 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.
- 3.3 A proxy does not need to be a member of the Company but must attend the AGM 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 AGM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- 3.4 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.

4. **APPOINTMENT OF PROXY USING THE PROXY FORM**

- 4.1 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.
- 4.2 To appoint a proxy using the proxy form, the form must be completed and signed and received by the Registrar no later than 11:00 am on 8 September 2021 or 48 hours (excluding non-working days) before the time appointed for an adjourned AGM. Any proxy forms (including any amended proxy appointments) received after the deadline will be disregarded.
- 4.3 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.
- 4.4 The completed form may be returned by any of the following methods:
- 4.4.1 sending or delivering it to the Registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82; or
- 4.4.2 submitted by fax to +353 (0)1 447 5572, provided it is received in legible form.
- 4.5 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.

5. **APPOINTMENT OF PROXY BY ELECTRONIC MEANS**

- 5.1 Members may also appoint a proxy or proxies electronically by accessing the shareholder portal on the Computershare Investor Services (Ireland) Limited website www.eproxyappointment.com. You will need your control number, shareholder reference number and your PIN number, which can be found on your proxy form.
- 5.2 If you submit your proxy form via the shareholder portal it must reach the Registrar no later than 11:00 am on 8 September 2021. Should you complete your proxy form electronically and then post a hard copy, the form that arrives last will be counted to the exclusion of instructions received earlier, whether electronic or posted.

- 5.3 The notes to the proxy form include instructions on how to appoint a proxy by using the CREST proxy appointment service.
- 5.4 CREST members who wish to appoint a proxy or proxies through the CREST proxy appointment service may do so for the AGM (and any adjournment thereof) by following the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
- 5.5 In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("**Euroclear**") 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 appointment of a proxy, the revocation of a proxy appointment 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 Computershare Investor Services (Ireland) Limited (ID: 3RA50) by the latest time(s) for receipt of proxy appointments specified in Note 5.2 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Computershare Investor Services (Ireland) Limited is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 5.6 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 the responsibility of the CREST member concerned to take (or if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual (available at www.euroclear.com/CREST) concerning practical limitations of the CREST system and timings.
- 5.7 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 (as amended).

6. **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).

7. **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. 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.

8. **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.

9. **CORPORATE REPRESENTATIVES**

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 AGM 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 in the case of more than one representative that they do not do so in relation to the same shares.

10. **COMMUNICATION**

10.1 Members who have general queries about the AGM 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.

10.2 You may not use any electronic address provided either in this notice of meeting or any related documents (including the proxy form), to communicate with the Company for any purposes other than those expressly stated.

10.3 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.

11. **TOTAL VOTING RIGHTS**

As at 4 August 2021 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consisted of 326,282,261 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 326,282,261.

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.

Resolutions 2 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 corporate governance 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 pages 64-66 of the Annual Report.

Resolutions 7 and 8 – 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.

As documented in the Audit Committee section of the accompanying Annual Report & Accounts, Deloitte LLP have now completed the FY21 audit. In late 2020 Deloitte indicated to the Group that they did not wish to be put forward for reappointment at the conclusion of the FY21 audit and wanted to work with the Group to ensure a smooth transition to a successor audit firm. Therefore, over a number of months, the Audit Committee has undertaken a detailed review of alternative options in the market and, following detailed proposals and a series of presentations and workshops, have concluded that BDO LLP offer the most appropriate mix of experience, quality, geographic coverage and value for money. This assessment has been supported by verbal references given by other similar-sized companies in both the UK and US that have attested to a smooth transition from Deloitte to BDO.

Based on the work undertaken by the Audit Committee, the Board recommends that BDO LLP be appointed as the Group's auditor and this resolution proposes their appointment. Assuming that this resolution is approved, BDO LLP will undertake an orderly handover with Deloitte through 2021 in readiness for the FY22 audit.

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 £1,087,607 (representing 108,760,700 Ordinary Shares and being approximately one third of the Company's Ordinary Shares in issue at 4 August 2021).

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 £2,175,214 (representing 217,521,400 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 4 August 2021.

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 £326,282 (representing 32,628,200 Ordinary Shares and being approximately 10 per cent. of the Company's Ordinary Shares in issue at 4 August 2021).

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 32,628,226 Ordinary Shares (being approximately 10 per cent. of the Company's Ordinary Shares in issue at 4 August 2021). 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.