

reach4entertainment enterprises plc

Registered in England and Wales with Company Number 02725009

**NOTICE OF ANNUAL  
GENERAL MEETING  
28 June 2018**



# reach4entertainment enterprises plc

*(incorporated and registered in England and Wales under the Companies Act 1985, with registered number 2725009)*

## Notice of Annual General Meeting

NOTICE is hereby given that an Annual General Meeting of reach4entertainment enterprises plc (the “**Company**”) will be held at 09.30 a.m. on 28 June 2018 at the office of reach4entertainment enterprises plc, Wellington House, 125 Strand, London WC2R 0AP for the purposes of considering and, if thought fit, passing the following resolutions, of which resolutions 1 - 9 (inclusive) will be proposed as ordinary resolutions and resolutions 10 and 11 will be proposed as special resolutions:

### Ordinary Resolutions

1. To receive the audited accounts of the Company for the year ended 31 December 2017, together with the Directors’ Report and the Auditors’ report therein.
2. To receive and approve the Directors’ Remuneration Report for the year ended 31 December 2017 which can be found on page 21 of the annual report and audited accounts.
3. To re-appoint, as a director of the Company, Marc Jason Boyan, who has been appointed by the board since the last annual general meeting and retires in accordance with the Company’s articles of association and, being eligible, offers himself for re-appointment.
4. To re-appoint, as a director of the Company, Arthur Thomas Ralph Wilson who has been appointed by the board since the last annual general meeting and retires in accordance with the Company’s articles of association and, being eligible, offers himself for re-appointment.
5. To re-appoint, as a director of the Company, Sir David Michels, who has been appointed by the board since the last annual general meeting and retires in accordance with the Company’s articles of association and, being eligible, offers himself for re-appointment.
6. To re-appoint, as a director of the Company, Nicholas Richard Charles Geary Lycett who is retiring by rotation in accordance with the Company’s articles of association as director of the Company.
7. To re-appoint RSM UK Audit LLP as the auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the members.
8. To authorise the Directors to fix the remuneration of the auditors of the Company.
9. That the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise the powers of the Company to allot additional shares in the capital of the Company, and grant rights to subscribe for or to convert any security into additional shares in the capital of the Company, such additional number of shares to be limited to an aggregate nominal value of £1,674,836.41.

This authority shall, unless renewed, varied or revoked by the Company, expire at the earlier of the conclusion of the next annual general meeting of the Company or the date 15 months from the date this resolution comes into effect save that the Company may, before such expiry, make any offers or agreements which would or might require such shares or rights to be allotted or granted and the Directors may allot such shares or grant such rights in pursuance of such offers or agreements, notwithstanding that the authority conferred by this resolution has expired.

This resolution shall revoke and replace all unexercised authorities previously granted to the Directors in accordance with section 551 of the Companies Act 2006 but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to made pursuant to such authorities.

### Special Resolutions

10. That, the Directors be and are hereby empowered to allot or make offers or agreements to allot additional equity securities (as defined in section 560 of the Companies Act 2006) for cash on behalf

of the Company, pursuant to the authority conferred by resolution 9 above, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to:

10.1 the allotment of additional equity securities in connection with an offer by way of a rights issue, open offer or otherwise:

- (a) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
- (b) to holders of other equity securities as required by the rights of those securities or as the Directors may otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors consider necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems arising in connection with the laws of any territory, or the requirements of any generally recognised regulatory body or stock exchange in any territory; and

10.2 the allotment (otherwise than pursuant to paragraph 10.1 above) of additional equity securities up to an aggregate nominal value of £502,450.92.

This authority shall, unless renewed, varied or revoked by the Company, expire at the earlier of the conclusion of the next annual general meeting of the Company or the date 15 months from the date this resolution comes into effect save that the Company may, before such expiry, make any offers or agreements which would or might require equity securities to be allotted and the Directors may allot equity securities in pursuant of such offers or agreements, notwithstanding that the authority conferred by this resolution has expired.

This resolution shall revoke and replace all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the Companies Act 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

11. That, pursuant to the Company's articles of association, the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 0.5 pence each in the capital of the Company, subject to the following conditions:

- (a) the maximum number of ordinary shares which may be hereby purchased is 150,634,786, being 14.99% of the issued share capital in the Company;
- (b) the minimum price, exclusive of expenses, which may be paid for each ordinary share is 0.5 pence;
- (c) the maximum price, exclusive of expenses, which may be paid for each ordinary share is not more than 5% above the average of the middle market quotations for the ordinary shares (as derived from the Daily Official List of the London Stock Exchange) for the five business days proceedings any such purchase.

This authority shall, unless renewed, varied or revoked by the Company, expire at the earlier of the conclusion of the next annual general meeting of the Company or the date 15 months from the date this resolution comes into effect, except in relation to a purchase of such shares the contract for which was concluded before such time and which will or may be executed wholly or partly after such expiry, when the Company may purchase ordinary shares in pursuance of such contract as if the authority conferred hereby had not expired.

## **BY ORDER OF THE BOARD**

Lord Michael Ian Grade of Yarmouth  
*Non-Executive Chairman*

Dated: 04 June 2018

*Registered Office:*  
Wellington House  
125 Strand  
London  
WC2R 0AP

*Notes:*

1. Pursuant to Regulation 41 of The Uncertificated Securities Regulations 2001 and paragraph 18(c) of The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, only those members registered on the Company's register of members at close of business on 26 June 2018 shall be entitled to attend and vote at the meeting (or if the meeting is adjourned, those members registered on the register of members of the Company at close of business two days before the time fixed for the adjourned meeting). In calculating the period of two days mentioned above, no account shall be taken of any part of a day that is not a working day. You may submit your proxy electronically using the Shareportal Service at [www.signalshares.com](http://www.signalshares.com). If not already registered for the share portal, you will need your investor code which can be found on your share certificate.
2. A member is entitled to attend, speak and vote at the above meeting and is entitled to appoint one or more proxies to attend, speak and vote in his stead. A proxy need not be a member of the Company. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, each different proxy appointment form must be received by Link Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours before the time appointed for the meeting.
4. 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 no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
5. A prepaid form of proxy is enclosed. To be valid any form of proxy and power of attorney or other authority under which it is signed or a notarially certified or office copy of such power of authority must be lodged with the Company's Registrars Link Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU so as to be received not less than 48 hours before the time appointed for the meeting or any adjourned meeting. The return of a form of proxy will not preclude a member from attending and voting at the meeting in person should he subsequently decide to do so.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by utilising the procedures described in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
7. In order for a proxy appointment 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 (EUI) specifications and must contain the information required for such instructions, as described in the CREST manual. The message must be transmitted so as to be received by the issuer's agent (Link Asset Services, ID RA10) not less than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers

are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

9. 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.
10. In the case of joint holders, where more than one of the joint holders 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).
11. reach4entertainment enterprises plc is committed to reducing paper and improving efficiency in its shareholder communications. From 2019 we will no longer be sending paper proxy cards to shareholders unless specifically asked to do so. We will provide advice on how to request a paper proxy at the appropriate time.