

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to immediately seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended), if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser in a territory outside the United Kingdom.**

If you have sold or otherwise transferred all of your holding of ordinary shares of £0.001 each in the capital of Guild Esports plc (**Company**) (**Ordinary Shares**), please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, such documents should not be distributed, forwarded to or transmitted in or into, any jurisdiction in which such act would constitute a violation of the relevant laws or regulations in such jurisdiction. If you have sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain these documents and consult the stockbroker, bank manager or other agent through whom the sale or transfer was effected.

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# **GUILD ESPORTS PLC**

*(Incorporated and registered in England and Wales with registered number 12187837)*

## **Notice of Annual General Meeting and Letter from the Chairman**

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This document should be read as a whole. Your attention is drawn in particular to the letter from the Chairman of the Company which is set out in this document and which contains recommendations that you **vote in favour of** all of the Resolutions set out in the Notice of Annual General Meeting referred to below.

**Notice of an Annual General Meeting of the Company, to be held at Craven House, 16 Northumberland Avenue, London, United Kingdom, WC2N 5AP at 10.00 a.m. on 30 March 2021, is set out at the end of this document.**

**Due to Covid-19 and the restrictions introduced in the United Kingdom to prevent its spread, the Company is not able to hold this year's Annual General Meeting in the way it would wish to. Please read the Chairman's letter enclosed for further details, however shareholders should not attempt to attend the AGM in person as no admission will be permitted. Instead, please complete and return a form of proxy following the instructions in this document to cast your vote.**

**The Company will provide shareholders the ability to submit questions and comments through the Company's website as an alternative to the in person discussions which would usually take place at an AGM. Details of how to submit questions and comments are provided in this document.**

**To be valid, the accompanying Form of Proxy should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by no later than 10.00 a.m. on 26 March 2021. Copies of this document will be available free of charge from the Company's website.**

# PART I - LETTER FROM THE CHAIRMAN

# GUILD ESPORTS PLC

*(Incorporated and registered in England and Wales with registered number 12187837)*

*Directors:*

Carleton Curtis *(Executive Chairman)*  
Kalum Hourd *(Chief Executive Office)*  
James Savage *(Finance Director)*  
Franklin Derek Lew *(Non-Executive Director)*  
Andrew Drake *(Non-Executive Director)*  
David Gardner *(Non-Executive Director)*  
Simon Walters *(Non-Executive Director)*  
Christopher Sullivan *(Non-Executive Director)*

*Registered office:*

Craven House, 16  
Northumberland Avenue,  
London, United Kingdom,  
WC2N 5AP

5 March 2021

*To Shareholders and, for information only, to holders of warrants or options over ordinary shares in the Company*

Dear Shareholder

## **Notice of Annual General Meeting**

### **1. Annual General Meeting**

I am writing to you as Chairman of the Company, to report that the Company's first Annual General Meeting will be held on 30 March 2021 (**AGM**) and to confirm arrangements for the holding of the AGM in light of Covid-19. **Please note that shareholders will not be able to physically attend the AGM, and are encouraged to read this letter and the notes to the Notice of AGM in full.**

### **2. Notice of Annual General Meeting & Annual Accounts**

The formal notice of the AGM is set out on page 9 of this document and contains the Resolutions to be considered and voted on at the meeting. The Board has set out further detail on the Resolutions in Part III of this document.

The annual report and accounts for the Company for the period ended 30 September 2020, which are the subject of the first proposed Resolution, have been sent to Shareholders. They can also be accessed from the "Investor Relations" page of our website, [www.guildesports.com](http://www.guildesports.com).

### **3. Impact of Covid-19 on the AGM**

Covid-19 will, unfortunately have an impact on the arrangements for the Company's AGM. The restrictions presently imposed by the UK Government in response to Covid-19 include restrictions on movement and on gatherings of people. These measures prevent the Company from holding its AGM in the normal manner and inviting shareholders to attend and speak at the AGM.

As a result, the Company will hold a physical AGM this year at 10:00 a.m. at its registered office, but will hold the meeting on a closed basis. The only people who will be permitted entry to the AGM are James Savage, a director of the Company, as the chairman of the meeting and a person representing a shareholder by proxy to ensure the meeting is quorate. **The person attending has already been selected and any members who seek to attend the AGM will not be allowed entry. This is to enable the Company to comply with both its legal obligations under the Companies Act 2006 and the measures introduced relating to Covid-19.**

Shareholders are therefore requested to return and complete forms of proxy, either in hard copy or through CREST, appointing the chairman of the meeting as their proxy and providing

instructions to vote in favour or against the resolutions. Discretionary votes are permissible, but will be cast on resolutions at the Chairman's absolute discretion. While shareholders are entitled to appoint persons other than the chairman of the meeting as their proxy, given present circumstances, such persons will not be permitted entry into the meeting and therefore will not be able to vote on your behalf. Given potential delays with the postal system, I encourage you to return your form of proxy as soon as practicable to ensure it is received in time.

As traditional in person discussions at the AGM are not possible due to current health and safety restrictions, the Company is asking shareholders to provide their questions and comments concerning the Company, its business or matters pertaining to this AGM to the Company at [agm@guildesports.com](mailto:agm@guildesports.com). The Company will review the submissions and post replies on the Company website.

#### **4. Action to be taken**

A Form of Proxy is enclosed for use by Shareholders in connection with the Annual General Meeting. As you will not be permitted to attend the Annual General Meeting in person, you are requested to complete and sign the Form of Proxy in accordance with the notes to the Notice of AGM and instructions printed on it and return it to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible and, in any event, so as to arrive not later than 10.00 a.m. on 26 March 2021. If you are a CREST member, you may submit your proxy electronically through CREST. Details of how to do so are set out in the Notes to the Notice of Annual General Meeting.

#### **5. Overseas Shareholders**

It is the responsibility of any person receiving a copy of this document outside of the United Kingdom to satisfy himself/herself as to the full observance of the laws and regulatory requirements of the relevant territory in connection therewith, including obtaining any governmental or other consents which may be required or observing any other formalities required to be observed in such territory and paying any other issue, transfer or other taxes due in such territory. Persons (including, without limitation, nominees and trustees) receiving this document should not send it into any jurisdiction when to do so would, or might, contravene local securities laws or regulations.

#### **6. Recommendation**

The Directors strongly encourage and unanimously recommend you **vote in favour of** the Resolutions.

Yours faithfully

Carleton Curtis  
*Executive Chairman*

## PART II - DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

<b>Act</b>	Companies Act 2006 (as amended from time to time).
<b>Annual General Meeting or AGM</b>	the annual general meeting of the Company to be held at Craven House, 16 Northumberland Avenue, London, United Kingdom, WC2N 5AP on 30 March 2021 at 10:00 a.m., or any adjournment thereof, notice of which is set out on page 9 of this document.
<b>Board or Directors</b>	the directors of the Company whose names are set out on page 2 of this document.
<b>Company</b>	Guild Esports PLC, a company incorporated in England under company number 12187837 whose registered office is at Craven House, 16 Northumberland Avenue, London, United Kingdom, WC2N 5AP.
<b>FCA</b>	Financial Conduct Authority.
<b>Form of Proxy</b>	the form of proxy for use by Shareholders in connection with the Annual General Meeting which accompanies this document.
<b>Listing Rules</b>	the Listing Rules, as published and amended from time to time by the FCA.
<b>London Stock Exchange</b>	London Stock Exchange PLC.
<b>Notice</b>	the notice of the Annual General Meeting set out in Part IV of this document.
<b>Ordinary Shares</b>	the ordinary shares of £0.001 each in the capital of the Company.
<b>Resolutions</b>	the resolutions to be considered at the Annual General Meeting as set out in the Notice.
<b>Shareholders</b>	holders of Ordinary Shares and <b>Shareholder</b> shall mean any one of them.
<b>United Kingdom</b>	the United Kingdom of Great Britain and Northern Ireland.

## **PART III – EXPLANATORY NOTES TO THE BUSINESS OF THE AGM**

### **1. Report and accounts**

The directors of a public company are required to lay before the shareholders in a general meeting copies of the directors' reports, the independent auditors' report and the audited financial statements of the Company in respect of each financial period. In accordance with best practice the Company proposes, as an ordinary resolution, Resolution 1 to receive the annual report and audited accounts of the Company for the financial period ended 30 September 2020.

### **2. Directors' remuneration report and policy**

As a company admitted to the Standard segment of the Official List of the FCA the Company must:

- a. prepare a directors' remuneration report for the financial period ended 30 September 2020; and
- b. have a forward looking directors' remuneration policy in place,

each of which is to be approved by the shareholders.

The Company is seeking this approval by proposing, as ordinary resolutions, Resolutions 2 and 3. The vote on Resolution 2 is advisory only; no entitlement of a director to remuneration is conditional on Resolution 2 being passed.

A new directors' remuneration policy is set out in the audited accounts for the financial period ended 30 September 2020. It will come into effect once Resolution 3 is passed and will expire at the Company's AGM to be held in 2024 (at which shareholder approval will be sought for a new forward looking directors' remuneration policy).

### **3. Re-appointment of directors**

In accordance with the Company's articles of association, each director must retire at the third annual general meeting after the annual general meeting or general meeting at which they were appointed. As this is the Company's first AGM, all directors must retire and seek re-appointment.

Resolutions 4 to 10 will be proposed as ordinary resolutions. The Board believes that each of its members continues to be vital to the Company's success, makes a positive contribution to the Board and demonstrates the utmost commitment to their role.

Brief biographical details of each director are set out below:

**Carleton Curtis**, Executive Chairman, is a global media executive with an established record of multi-platform innovation and growth across esports, sports and entertainment properties. Prior to Guild Esports, Mr. Curtis served as Vice President, Programming at Activision Blizzard since 2017 and was responsible for the global strategy and vision of the Overwatch League, Call Of Duty League, and Major League Gaming. Prior to joining Activision Blizzard, he led the esports division at Red Bull as Program Director, overseeing business operations, partnerships, programming, live events, teams & athletes, social media, and marketing. Before entering the esports industry in 2015, Mr. Curtis spent seven years at Fox Sports Media Group in Los Angeles, CA. From 2013 to 2015, he served as Senior Director, Digital Strategy at Fox Sports Digital where he led strategic operations including audience development,

partnerships, distribution, and marketing. In that position, Mr. Curtis served as the chief digital liaison between the UFC, Red Bull Media House, and Street League Skateboarding, including digital support for incoming partners FIFA and the USGA. From 2008 to 2013, Mr. Curtis served as Director, Digital Media & Marketing at Fuel TV, a division of Fox Cable Networks, later FS2. Mr. Curtis holds a B.A. in Mass Communications and English from the University Of California at Berkeley.

**Kalum (Kal) Lee Hourd**, Chief Executive Officer, is an experienced esports entrepreneur with more than 20 years' leadership roles at growth businesses. He was previously an advertising executive with Directwest Limited, where he led a team that worked directly with large corporate advertisers across Canada and the US, and increased Directwest's national portfolio by 140%. As Vice President for Montana Homes Limited, he oversaw its growth over a sustained period, including growth of 55% between 2018 and 2019.

**James Savage**, Executive Finance Director, is a member of the Association of Chartered Certified Accountants. James is the Company's Finance Director and will be responsible for managing the financial risks of the Company and for financial planning and record-keeping, as well as financial reporting to the Board. He was previously Finance Director at Argo Blockchain PLC and has 7 years' experience in practice. He has provided financial audit, corporate finance and business valuation services to a range of companies, across various capital markets in the UK, US and Canada.

**Franklin Derek Lew** (known as Derek Lew), Non-Executive Director, Derek Lew is an active esports investor and the Chairman of Blue Star Capital PLC (BLU:AIM). Derek is a venture capital investor and is the President and CEO of Growthworks Capital Limited, one of Canada's leading venture capital firms with over \$900M (CAD) invested. He is a partner with Initio Capital Group Inc. a Vancouver BC early stage angel investment firm and a lawyer experienced in the areas of corporate, commercial and real estate law. Derek is the director of the Frank and Joan Lew Charitable Trust and the FJL Housing Society. He is a member of the Law Society of British Columbia and a Bachelor of Arts from the University of British Columbia and a Bachelor of Law from the University of Alberta.

**Andrew Drake**, Non-Executive Director, is a seasoned esports entrepreneur and operator. Andrew is the founder of Bad Moon Talent LLC, a leading esports talent management and consulting company based in Los Angeles. Prior to founding Bad Moon Talent LLC, Andrew contributed to numerous marketing and esports initiatives within Activision, Blizzard and Major League Gaming, including the launches of the Call of Duty World League and the Overwatch League. Most recently he worked at Activision Blizzard Esports with a focus on creative content building and talent management/negotiations across several professional sports leagues.

**David Scott Gardner**, Non-Executive Director, is Managing Director of DB Ventures Ltd, and oversees David Beckham's commercial businesses, partnerships and global brand management. He is a director of a number of businesses in David Beckham's portfolio including the Seven Global joint venture with Global Brands Group and Studio 99, the content studio and production company. Aside from brand and business management, he partners with David Beckham to support the growth of Inter Miami CF, the newest MLS franchise, in which Beckham is a co-owner. David was a professional footballer in his early career and met Beckham when both were youth team players at Manchester United. He went on to launch several entrepreneurial operations which managed commercial rights for players, rights holders and brands. He has been a participant in a number of investments that have launched luxury and lifestyle brands both in the UK and globally. He has also served as executive producer on a number of highly successful documentaries including Class of 92.

**Simon Walters**, Non-Executive Director, is a qualified chartered accountant with extensive board level experience in industry and finance and as a non executive director at several UK public companies. He previously served as finance director of the privately-held Molyneux property group, whose interests included 52 per cent of listed Molyneux Estates plc; Shani, UK

clothing manufacturer; and Wood Hall Securities, a private equity group. Simon has also been a non-executive director of AIM-quoted Bilston & Battersea Enamels plc, finance director of the Fish! chain of restaurants, and director of NetFM, an internet radio station where he headed a consortium of backers; finance director of AIM-quoted AFC Energy plc and Neville Porter plc, and finance director of main market-listed OTAQ plc. Since 2003, Simon has provided finance director services to a portfolio of listed and unlisted companies in various sectors, currently through Headline FD Limited, of which he is a director. He also holds the position of executive finance director of Cellular Goods plc, a company listed on the main market of the London Stock Exchange.

**Christopher Sullivan**, Non-Executive Director, retired from his role as Chief Executive of the Corporate & Investment Bank at Santander UK at the end of 2018, having successfully built and grown the business over three years to comply with the UK Banking Reform standards. Prior to joining Santander, Chris had spent 40 years with the Royal Bank of Scotland and NatWest in various senior management roles with 11 years on the Group executive committee which included heading up Corporate Banking, Retail Banking, Direct Line / Insurance businesses and Retail Direct Division culminating in appointment to his final role with the Group as the Deputy Group Chief Executive.

Chris is currently a director of Cannaray Ltd, one of Europe's leading CBD businesses and the deputy chairman of law firm DWF plc. Throughout his career, Chris has focussed on building new propositions and businesses, e.g. WorldPay, Direct Line Group, RBS Aviation Capital and Lombard – businesses sold and valued in excess of £20bn.

#### **4. Re-appointment of auditors and remuneration**

For each financial period in respect of which auditors are to be appointed, the Company is required to appoint auditors before the end of the general meeting at which the annual reports and accounts for the previous financial period are laid before members. PKF Littlejohn LLP has indicated willingness to continue as the Company's auditor. Resolutions 11 and 12 are ordinary resolutions to re-appoint them and give the directors the discretion to determine their remuneration.

#### **5. Directors' authority to allot shares**

The directors currently have authority to allot ordinary shares in the Company and to grant rights to subscribe for or convert any securities into shares in the Company. This power was granted at a general meeting of the Company held on 23 September 2020 and is due to expire at the conclusion of the AGM.

The Board is seeking, by Resolution 13, to renew that authority over ordinary shares up to a maximum nominal amount £171,144 (one hundred and seventy one thousand one hundred and forty four pounds), representing 33% of the Company's issued share capital as at 4 March 2021 (being the latest practicable date prior to publication of this document). If approved by shareholders this authority will expire on 30 June 2022 or, if earlier, at the conclusion of the Company's next annual general meeting. Resolution 13 is an ordinary resolution.

#### **6. Dis-application of statutory pre-emption rights**

The directors currently have the power, in certain circumstances, to allot equity securities for cash other than in accordance with statutory pre-emption rights (which require a company to offer all allotments for cash first to existing shareholders in proportion to their holdings). This power was granted at a general meeting of the Company held on 23 September 2020 and is due to expire at the conclusion of the AGM. The Board is seeking, by Resolution 14, to renew this power (on the same basis as the existing power) to apply in circumstances where:

1. the allotment takes place in connection with a rights issue or other pre-emptive offer; or
2. the allotment is limited to a maximum nominal amount of £77,793 (seventy seven thousand seven hundred and ninety three pounds), representing approximately 15% of the nominal value of the issued ordinary share capital of the Company as at 4 March 2021, being the latest practicable date before publication of this notice.

If approved by shareholders this power will expire on 30 June 2022 or, if earlier, at the conclusion of the Company's next annual general meeting. Resolution 14 is a special resolution.

#### **7. Notice of general meetings**

The Company, being admitted to trading on the Main Market of the London Stock Exchange plc, can call a general meeting (that is not an annual general meeting) on not less than 14 days' notice if a resolution reducing the period of notice was passed at the last annual general meeting or a general meeting held since the last annual general meeting (as the case may be). The effect of this is that for the Board to have the ability to call a general meeting on not less than 14 days' notice. Resolution 15 must be passed at the AGM as a special resolution.

#### **8. Adoption of new articles of association**

The Board is seeking, by Resolution 16 to adopt amended articles of association in the form displayed on the Company's website. The amended articles will include an article preventing the Company from de-listing from the Official List of the London Stock Exchange unless such de-listing (i) is approved by a special resolution of the Company's shareholders, (ii) occurs in connection with a takeover of the Company or (iii) occurs as a result of the Company becoming listed on the premium segment of the London Stock Exchange or on the AIM Market. This new article is being included for the purposes of good corporate governance.

A copy of the proposed amended articles of association of the Company, together with a copy of the existing articles of association of the Company marked to show the changes being proposed are available for inspection on the "Reports and Shareholder Documents" page of our website, [www.guildesports.com](http://www.guildesports.com).

Resolution 16 is a special resolution.



## PART IV - NOTICE OF ANNUAL GENERAL MEETING

# GUILD ESPORTS PLC

*(Incorporated and registered in England and Wales with registered number 12187837)*

**NOTICE IS GIVEN** that an Annual General Meeting of the members of Guild Esports plc (Company) will be held at Craven House, 16 Northumberland Avenue, London, United Kingdom, WC2N 5AP United Kingdom on 30 March 2021 at 10.00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions, of which Resolutions 1 to 13 (inclusive) will be proposed as ordinary resolutions, and Resolutions 14 to 16 (inclusive) as special resolutions.

### ORDINARY RESOLUTIONS

#### Report and accounts

1. To receive the audited accounts of the Company for the financial period ended 30 September 2020 together with the auditors' and directors' reports on those accounts.
2. To approve the directors' remuneration report for the financial period ended 30 September 2020 set out in the audited accounts for the financial period ended 30 September 2020.
3. To approve the directors' remuneration policy in the form set out in the directors' remuneration report for the financial period ended 30 September 2020.

#### Reappointment of Director

4. To reappoint Carleton Curtis as a director of the Company.
5. To reappoint James Savage as a director of the Company.
6. To reappoint Kalum Hourd as a director of the Company.
7. To reappoint Andrew Drake as a director of the Company.
8. To reappoint Franklin Derek Lew as a director of the Company.
9. To reappoint Christopher Sullivan as a director of the Company.
10. To reappoint Simon Walters as a director of the Company.

#### Reappointment of Auditors

11. To reappoint PKF Littlejohn LLP as auditors of the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid before the Company.

#### Auditors' remuneration

12. To authorise the directors to fix the auditors' remuneration.

#### Directors' authority to allot shares – general authority

13. That:
  - 13.1 the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (**CA 2006**) to issue and allot shares in the Company or grant rights to subscribe for or to convert any security into shares of the Company (**Rights**) up to an aggregate nominal amount of £171,144 (one hundred and seventy one thousand one hundred forty four pounds), provided that this authority will, unless previously renewed, varied or revoked, expire on

30 June 2022 or, if earlier, at the conclusion of the next annual general meeting of the Company except that the Company may, before such expiry, make offers or agreements which would or might require Rights to be allotted or granted after such expiry and the Directors may allot or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired; and

- 13.2 this authority revokes and replaces all unexercised authorities previously granted to the Directors to allot or grant Rights, but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

## **SPECIAL RESOLUTIONS**

### **Waiver of pre-emption rights**

14. That, subject to the passing of resolution 13:

- 14.1 in accordance with section 570 CA 2006, the directors be given the general power to allot equity securities (as defined in section 560 CA 2006) for cash, pursuant to the authority conferred by resolution 13 for cash as if section 561(1) CA 2006 did not apply to any such allotment. This power is limited to:

14.1.1 (subject to such exclusions or other arrangements as the board of directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in, or under, the laws of any territory or the requirements of any regulatory body or stock exchange) the allotment of equity securities in connection with an offer by way of a rights issue;

14.1.1.1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

14.1.1.2 holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

14.1.2 the allotment (otherwise than pursuant to paragraph 14.1.1) of equity securities up to an aggregate nominal amount of £77,793 (seventy seven thousand seven hundred and ninety three pounds); and

- 14.2 the directors may, for the purposes of 14.1, impose any limits or restrictions and make any arrangements which they consider necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or any regulatory body or stock exchange;

- 14.3 the power granted by this resolution will expire on 30 June 2022 or, if earlier, at the conclusion of the next annual general meeting of the Company (unless previously renewed, varied or revoked by the Company prior to or on such date) except that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement notwithstanding that the power conferred by this resolution has expired; and

- 14.4 this resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities as if section 561(1) CA 2006 did not

apply but without prejudice to any allotment of equity securities already made, offered or agreed to be made pursuant to such authorities.

**Notice for meetings**

15. That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

**Adoption of new articles**

16. The articles of association in the form produced to the meeting be adopted in substitution to, and to the exclusion of, the Company's existing articles of association.

Dated: 5 March 2021

By order of the Board

James Savage  
*Company Secretary*

*Registered office:*

Craven House, 16 Northumberland Avenue,  
London, United Kingdom, WC2N 5AP

## **EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING:**

**In light of Covid-19 and the restrictions introduced by the UK Government to combat its spread, and in order to enable the Company to comply with its obligations, the Company will be holding a different style of AGM than it would otherwise wish to do. While your rights under the Company's articles of association and the Companies Act 2006 remain unchanged, the Company has, as permitted under the Company's articles of association, taken steps to enable the Company to hold, and its shareholders to vote, at the AGM while also seeking to ensure compliance with both the Companies Act 2006 and the restrictions introduced to counter Covid-19.**

### *Entitlement to attend and vote*

1. The only members entitled to attend the meeting are the chairman of the meeting and the person attending as proxy who has been pre-selected. No other member will be permitted entry to the meeting. The only members entitled to vote by submitting a form of proxy are those who are registered on the Company's register of members at:
  - 1.1. 6.00 p.m. on 26 March 2021; or
  - 1.2. if the meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting.

### *Website giving information regarding the meeting*

2. Information regarding the meeting, including the information required by section 311A of the Act, is available from [www.guildesports.com](http://www.guildesports.com)

### *Appointment of proxies*

3. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise your right to vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
4. Due to the restrictions relating to Covid-19, the only persons entitled to attend the meeting are the chairman of the meeting and one person attending as proxy, who has already been selected. As a result, the only person you can appoint as a proxy who will be entitled to attend the meeting is the chairman of the meeting. Details of how to appoint the chairman of the meeting as your proxy using the proxy form are set out in the notes to the proxy form. The chairman of the meeting will not be able to speak on your behalf. While shareholders are entitled to appoint persons other than the chairman of the meeting as their proxy, given present circumstances, such persons will not be permitted entry into the meeting and therefore will not be able to vote on your behalf.
5. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy (however, from a practical perspective, the proxy must be the chairman of the meeting), you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
6. If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting. Discretionary votes are permissible, but will be cast on resolutions at the chairman of the meeting's absolute discretion. 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 a resolution.

*Appointment of a proxy using the hard copy proxy form*

7. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
8. To appoint a proxy using the proxy form, it must be
  - 8.1. completed and signed;
  - 8.2. sent or delivered to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY; and
  - 8.3. received by the Company's registrars no later than 10.00 a.m. on 26 March 2021.
9. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
10. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
11. The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001 (SI 2001/3755), specifies that only those ordinary shareholders registered in the register of members of the Company by close of business on 26 March 2021 or, if the meeting is adjourned, in the register of members at close of business on the day two days before the date of any adjourned meeting will be entitled to vote by proxy in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

*Appointment of proxies through CREST*

12. 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) by using 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.
13. 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 (ID: 3RA50) by 10.00 a.m. on 26 March 2021. 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.
14. 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 is 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.
15. 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 (SI 2001/3755).

#### *Appointment of proxy by joint members*

16. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

#### *Changing proxy instructions*

17. To change your proxy instructions simply submit a new proxy appointment using the methods set out in paragraphs 8 or 13 above. Note that the cut off time for receipt of proxy appointments specified in those paragraphs also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
18. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company's registrar as indicated in paragraph 5 above.
19. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

#### *Termination of proxy appointments*

20. 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 Company's registrar as indicated in paragraph 8.2 above. 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 of the company or an attorney for the company. 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.
21. The revocation notice must be received by the Company no later than 10.00 a.m. on 26 March 2021.
22. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 21 below, your proxy appointment will remain valid.
23. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

#### *Corporate representatives*

24. While a corporation, which is a member, would ordinarily be entitled to appoint one or more corporate representatives, who may exercise, on its behalf, all its powers as a member, due to Covid-19 no party other than the chairman of the meeting and one person attending as proxy (who has already been selected) will be allowed entry to the meeting. As such, while a corporation may appoint a representative, that representative will not be allowed entry to the meeting and therefore will not be able to vote on that corporation's behalf.

#### *Questions at the meeting*

25. While ordinarily under section 319A of the Act, the Company must answer any question you ask relating to the business being dealt with at the meeting unless certain limited exceptions apply, the Company will not be allowing shareholders entry to the meeting. Instead the Company will take questions and comments from shareholders at **agm@guildesports.com**. The Company will review the submissions and post replies on the Company website.

#### *Website publication of audit concerns*

26. Shareholders should note that it is possible that pursuant to chapter 5 of part 16 of the Act (sections 527 to 531), the Company may be required to publish on its website a statement setting out any matter that such member or members propose to raise at the meeting relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting.

27. Where the Company is required to publish such a statement on its website:
- 27.1. it may not require the members making the request to pay any expenses incurred by the Company in complying with the request;
  - 27.2. it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and
  - 27.3 the statement may be dealt with as part of the business of the meeting.

*Issued shares and total voting rights*

26. As at 6.00 p.m. on 4 March 2021 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital comprised 518,617,362 ordinary shares of £0.001 each. Each ordinary share carries the right to one vote at an Annual General Meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00 p.m. on 4 March 2021 is 518,617,362.

*Communication*

27. You may not use any electronic address provided either in this notice of meeting or any related documents (including the document within which this notice of meeting is incorporated and the proxy form) to communicate with the Company for any purposes other than those expressly stated.
28. Information regarding the meeting, including the information required by section 311A of the Act, is available from the Company's website, [www.guildesports.com](http://www.guildesports.com).