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LIVE COMPANY GROUP PLC (the “Company”)

(a public limited company incorporated in England and Wales with registered number 00630968)

Notice of General Meeting

You are recommended to read the whole of this document but your attention is drawn, in particular, to the letter from the Chairman which is set out on pages 6 to 9 of this document. This letter recommends that you vote in favour of the Resolutions to be proposed at the General Meeting. The Directors of Live Company Group Plc accept individual and collective responsibility for the information contained in this document including individual and collective responsibility for compliance with the AIM Rules. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and this document makes no omission likely to affect the import of such information.

You will not have received a hard copy proxy form for this General Meeting in the post. You can instead submit a proxy vote electronically via the Link Investor Centre (a free app provided by Link Group). Full details of how to vote are set out in the Notes to the Notice of Meeting. Please submit your proxy vote so as to reach the Company's registrar as soon as possible and in any event no later than midday on 12 April 2024 if you are a CREST member, by using the service provided by Euroclear.

In accordance with the Company's articles of association, submission of a proxy vote or the using of the CREST Proxy Voting Service (as applicable) would not preclude shareholders from attending, speaking and voting in person at the General Meeting. Voting will take place on a show of hands as usual in accordance with the Company's Article of Association (Articles), however, if the Company is of the view that this does not reflect the proxy votes, the Chairman of the meeting will direct voting to be by poll, again in accordance with the Company's Articles.

The distribution of this document in or into jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, such restrictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. Subject to certain exceptions, this document is not for release publication or distribution, directly or indirectly, in or into the United States, Canada, Australia, South Africa, Japan or any jurisdiction where to do so might constitute a violation of local securities laws or regulations. Copies of this document are available to view on the Company's website <http://www.livecompanygroup.com>. Save as expressly referred to herein, neither the contents of the Company's website, nor any website, directly or indirectly linked to the Company's website, is incorporated in, or forms part of, this document.

Beaumont Cornish Limited, which is a member of the London Stock Exchange, is authorised and regulated in the United Kingdom by the Financial Conduct Authority and is acting as Nominated Adviser to the Company. Its responsibilities as the Company's Nominated Adviser under the AIM Rules are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of any decision to acquire Ordinary Shares in the Company in reliance on any part of this document. Beaumont Cornish Limited has not authorised the contents of, or any part of, this document and no representation or warranty, express or implied, is made by Beaumont Cornish Limited as to any of the contents of this document (without limiting the statutory rights of any person to whom this document is issued). Beaumont Cornish Limited will not be offering advice and will not otherwise be responsible to anyone other than the Company for providing the protections afforded to customers of Beaumont Cornish Limited or for providing advice in relation to the contents of this document or any other matter.

No person has been authorised to give any information or make any representation other than those contained in this document and, if given or made, such information or representations must not be relied upon as having been so authorised.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS:

This document contains statements about Live Company Group Plc that are or may be deemed to be "forward-looking statements".

All statements, other than statements of historical facts, included in this document may be forward-looking statements. Without limitation, any statements preceded or followed by, or that include, the words 'targets', 'plans', 'believes', 'expects', 'aims', 'intends', 'will', 'may', 'should', 'anticipates', 'estimates', 'projects', or words or terms of similar substance or the negative thereof, are forward-looking statements. Forward-looking statements include, without limitation, statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects and (ii) business and management strategies and the expansion and growth of the operations of Live Company Group Plc.

These forward-looking statements are not guarantees of future performance. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of any such person, or industry results, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future. Investors should not place undue reliance on such forward-looking statements and, save as is required by law or regulation (including to meet the requirements of the AIM Rules, the City Code, the Prospectus Rules and/or the FSMA), Live Company Group Plc does not undertake any obligation to update publicly or revise any forward-looking statements (including to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based). All subsequent oral or written forward-looking statements attributed to Live Company Group Plc or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above. All forward-looking statements contained in this document are based on information available to the Directors of Live Company Group Plc at the date of this document, unless some other time is specified in relation to them, and the posting or receipt of this document shall not give rise to any implication that there has been no change in the facts set forth herein since such date.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	28 March 2024
Latest time and date for receipt of Proxy Votes	Midday on 12 April 2024
General Meeting	Midday on 16 April 2024
Announcement of the results of the General Meeting	16 April 2024

Notes:

1. Each of the times and dates above are indicative only and are subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified by the Company to Shareholders by announcement through a regulatory information service.
2. All of the above times refer to London time unless otherwise stated.

DIRECTORS, COMPANY SECRETARY AND ADVISERS

Directors	John David Nikolas Ciclitira – Executive Chairman Ranjit Murugason – Senior Non-executive Director Bryan John Lawrie – Non-executive Director Stephen Birrell – Non-executive Director
Registered Office	3 Park Court Pyrford Road West Byfleet Surrey KT14 6SD
Company Secretary	Bryan John Lawrie 3 Park Court Pyrford Road West Byfleet Surrey KT14 6SD
Nominated Adviser	Beaumont Cornish Limited Building 3, 566 Chiswick High Road London W4 5YA
Broker	CMC Markets UK Plc 133 Houndsditch London EC3A 7BX
Registrars	Link Group 10th Floor Central Square 29 Wellington Street Leeds LS1 4DL

LETTER FROM THE INDEPENDENT DIRECTOR
LIVE COMPANY GROUP PLC

(a public limited company incorporated in England and Wales with registered number 00630968)

Directors

John David Nikolas Ciclitira – Executive Chairman
Ranjit Murugason – Senior Non-executive Director
Bryan John Lawrie – Non-executive Director
Stephen Birrell – Non-executive Director

Registered Office:

3 Park Court
Pyrford Road
West Byfleet
Surrey
KT14 6SD

28 March 2024

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

Dear Shareholder,

Notice of General Meeting

1. Introduction

The purpose of this letter is to outline the reasons for the General Meeting and to explain why the Board considers the Resolutions to be in the best interests of the Company and why the Board recommends that you vote in favour of the Resolutions.

2. Background to and reasons for the General Meeting

2.1 Following the AGM on 31 July 2023, the Annual Report and Accounts of the Company for the year ended 31 December 2022 will be presented for adoption at this General Meeting, as well as the appointment of Moore Kingston Smith LLP as auditors. Additionally, the Company seek authority for the directors to determine of the auditor's remuneration and the remuneration of the directors of the Company.

2.2 As announced by the Company on 21 March 2024 the Company has agreed with its Non-Executive Directors and retired Non-Executive Director Maria Serena Papi to settle their total outstanding fees and expenses to 31 March 2024 of £332,226 by the issue of new Ordinary Shares at an issue price of 3p per Share, totalling 11,074,193 Shares.

- 2.3 As also announced by the Company on 21 March 2024, the Company has agreed to two convertible loans with its executive chairman, David Ciclitira. The first loan is comprises a £1,182,932.41 cash loan as well as £336,649.80 of Mr Ciclitira's outstanding fees and expenses to 31 March 2024 and totals £1,519,582. This loan includes the previously announced £350,000 of Mr Ciclitira's debt. The loan will be for a period of 24 months and reflects a back-to-back arrangement whereby Mr Ciclitira has borrowed monies in his personal capacity and will incur monthly interest from 1 July 2024, at the rate of 20% per annum until repaid, which broadly equates to the interest paid by Mr Ciclitira on his asset backed loan taken out to provide this funding to the Company. The full amount of the facility has already been applied to the clearance of existing creditors including costs associated with the cancelled O2 London KPOP concert last September and, in particular, £630,000 has been used to repay the loan provider in relation to that event. Such loan can be converted at Mr Ciclitira's discretion into Ordinary Shares at an issue price of 3p per Share over 24 months and will be secured against the Company's assets, post Close Brother's existing charge. The second loan comprises a £250,000 loan and can be converted at Mr Ciclitira's discretion into Ordinary Shares at a price of 6p per Share over 24 months and will be secured against the Company's assets, post Close Brother's existing charge. The issue of Shares on conversion of the Convertible Loan to Mr Ciclitira will be limited to such amount so as not to cross a Takeover Code Rule 9 threshold. The conversion of all the convertible loans made by Mr Ciclitira would require the issue of a total of 54,819,407 new ordinary Shares.
- 2.4 As also announced by the Company on 21 March 2024, the Company has agreed with several of its outstanding creditors to settle their outstanding debts via payment in shares to be settled over a lengthy period of time. Such creditor total being £1,252,839.66, to be settled by the issue of new Ordinary Shares at an issue price of 3p per Share, totalling 41,761,322 Shares.

Following the issue of Shares in the recent placing and as announced on 21 March 2024 in relation to the settlement of an historic finance facility, the Company has insufficient authority to allot Ordinary Shares for its requirements as outlined above, which amount in aggregate to 107,654,922 new Ordinary Shares. Accordingly, the Board is seeking the approval of Shareholders to increase the Directors' authority to allot Ordinary Shares and disapply the pre-emption rights which apply in relation to the allotment of any new Ordinary Shares.

The authorities that are being sought will grant the Directors authority to allot Ordinary Shares up to an aggregate nominal amount of £2,140,000, and to allot Ordinary Shares up to an aggregate nominal amount of £2,140,000 on a non pre-emptive basis, being in respect of 214,000,000 and 214,000,000 new Shares respectively. Following the Share issues as referred to above, the Company will have remaining authorities to allot up to 106,345,078 new Shares of which 106,345,078 would be on a non-pre-emptive basis, representing 34.5% and 34.5% respectively of the existing issued share capital of the Company (including the issue of 13,500,000 Shares to a creditor as announced on 28 March 2024). These will be available for business development in relation for example to the potential strategic investors referred to in the Company's recent announcement and for general purposes.

The authorities now being sought are in addition to the authorities that were approved at the Company's Annual General Meeting on 31 July 2023.

Other than as aforementioned, the Company has no present plans to issue any Shares.

A notice convening the General Meeting, which is to be held the Eccleston Square Hotel, 37 Eccleston Square, Pimlico, London SW1V 1PB at midday on 16 April 2024. A Form of Proxy to vote electronically is available by accessing the shareholder portal at www.signalshares.com, logging in and selecting the 'click here to vote' link. At the General Meeting, the following Resolutions will be proposed:

Resolutions 1-5 are ordinary resolutions which require a simple majority of those voting in person or on a poll by proxy to vote in favour of that resolution. Resolution 6 is a special resolution which will require not less than 75 per cent of those voting in person or on a poll by proxy to vote in favour of that resolution.

3. Actions to be taken

You will not receive a hard copy form of proxy for the General Meeting in the post. Instead, you will be able to vote electronically via the Link Investor Centre (for more information please see the note below).

Link Investor Centre is a free app for smartphone and tablet provided by Link Group (the company's registrar) It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Link Investor Centre via a web browser at: <https://investorcentre.linkgroup.co.uk/Login/Login>



The Company strongly encourages shareholders to vote electronically by no later than midday on Friday 12 April 2024 (or, in the case of an adjournment of the General Meeting, not later than 48 hours on business days before the time fixed for the holding of the adjourned meeting).

If you hold your shares in the Company in uncertificated form (that is, in CREST) you may vote using the CREST Proxy Voting service, quoting CREST ID RA10, in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the Notice of the General Meeting set out at the end of this document). Proxies submitted via CREST must be received by the Company's agent, Link Group, by no later than midday on Friday 12 April 2024 (or, in the case of an adjournment, not later than 48 hours on business days before the time fixed for the holding of the adjourned meeting).

4. Recommendation

The passing of the Resolutions 5 and 6 is essential for the implementation the financial restructuring announced on 21 March 2024 as well as enabling the Company to pursue the new business opportunities which it hopes will be presented by the potential strategic investors.

Accordingly, the Board believes that the Resolutions to be proposed at the General Meeting are in the best interests of the Company and Shareholders as a whole and unanimously recommend that Shareholders vote in favour of the Resolutions.

The Directors intend to vote in favour of the Resolutions in respect of the Ordinary Shares held by them, which represent in aggregate approximately 21.56 per cent of the Existing Ordinary Shares.

Shareholders should take independent advice if they wish to consider the suitability of these risks with regard to their own particular circumstances and investment criteria. Copies of this document will be available for inspection free of charge at the registered office of the Company and on its website <http://www.livecompanygroup.com> during normal business hours on any Business Day from the date of this document up to and including the date of the General Meeting.

Yours faithfully



David Ciclitira

Chairman

DEFINITIONS

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

"AIM Rules"	the AIM Rules for Companies published by the London Stock Exchange from time to time
"Board" or "Directors"	the directors of the Company whose names are set out on page 5 of this document
"Business Day"	any day on which banks are usually open in England and Wales for the transaction of sterling business, other than a Saturday, Sunday or public holiday
"certificated" or "in certificated form"	a share or other security not held in uncertificated form (that is, not in CREST)
"Company"	Live Company Group Plc, a company incorporated in England and Wales with registered number 00630968
"Companies Act"	the Companies Act 2006, as amended
"CREST"	a relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
"CREST Regulations"	the Uncertificated Securities Regulations 2001 (SI 2001/3755) as amended from time to time
"Euroclear"	Euroclear UK & International Limited
"Existing Ordinary Shares"	the issued share capital of the Company as at the date of this document, being 295,123,920 Ordinary Shares
"Financial Conduct Authority" or "FCA"	the Financial Conduct Authority (and its predecessor, the Financial Services Authority) in its capacity as the competent authority for the purposes of Part VI of FSMA
"Form of Proxy"	The form of proxy for use by Shareholders in connection with the General Meeting
"FSMA"	the Financial Services and Markets Act 2000 (as amended)
"General Meeting" or "GM"	the general meeting of the Company to be held at the Eccleston Square Hotel, 37 Eccleston Square, Pimlico, London SW1V 1PB at midday on Tuesday 16 April 2024 (or any reconvened meeting following any adjournment of the general meeting).
"London Stock Exchange"	London Stock Exchange plc

"Notice" or "Notice of General Meeting"	the notice of the General Meeting set out at the end of this document
"Ordinary Shares" or "Shares"	ordinary shares of 1p each in the capital of the Company
"Registrar"	Link Group, registrars to the Company
"Resolutions"	the resolutions to be proposed at the General Meeting, as set out in the Notice of General Meeting
"Shareholders"	holders of Ordinary Shares
"uncertificated" or "in uncertificated form"	recorded on the register of members of the Company as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
"United Kingdom" or "UK"	the United Kingdom of Great Britain and Northern Ireland
"United States"	the United States of America
"£", "pounds sterling", "penny" or "pence"	UK pounds sterling, the lawful currency of the United Kingdom

Company Number: 00630968

**LIVE COMPANY GROUP PLC
(the Company)**

NOTICE OF GENERAL MEETING

NOTICE IS GIVEN that a general meeting of the Company will be held at the Eccleston Square Hotel, 37 Eccleston Square, Pimlico, London SW1V 1PB at midday on Tuesday 16 April 2024 for the purpose of considering, and if thought fit passing, the following resolutions, which will be proposed as ordinary or special resolutions as indicated:

ORDINARY RESOLUTIONS

1. *Adoption of 2022 Report and Accounts*

THAT the audited financial statements of the Company for the year ended 31 December 2022, together with the directors' report and the independent auditor's report, be received and adopted.

2. *Appointment of Moore Kingston Smith as auditor*

THAT Moore Kingston Smith LLP of 9 Appold Street London EC2A 2AP be appointed as auditor to the Company until the conclusion of the next Annual General Meeting of the Company at which accounts are laid before the Company.

3. *Authority to determine remuneration of auditor*

THAT the Directors be authorised to determine the remuneration of the auditor.

4. *Authority to determine remuneration of directors*

THAT the Directors be authorized to approve the directors' remuneration report for the financial year ended 31 December 2022, which is set out in the Company's annual report for the financial year ended 31 December 2022.

5. *Directors Authority to allot shares*

THAT, in addition to the existing authorities granted at the Company's General Meeting on 31 July 2023, the Directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, ordinary shares in the Company (including without limitation the issue of any warrants) up to an aggregate nominal amount of £2,140,000 (representing approximately 69.3 per cent of the Company's issued share capital), provided that this authority shall (unless removed, varied or revoked by the Company) apply until the earlier of the date falling 15 months after the date of the passing of this resolution or the conclusion of the next

Annual General Meeting of the Company, save that the Company may, before such expiry, make an offer or enter into an agreement which would or might require relevant securities to be allotted after its expiry and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority hereby conferred had not expired.

SPECIAL RESOLUTION

6. *Directors Authority to disapply pre-emption rights*

That, in addition to the existing authorities granted at the Company’s Annual General Meeting on 31 July 2023, and subject to and conditional upon the passing of Resolution 5, the Directors be empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash under the authorities conferred by Resolution 5 as if section 561 of the Act did not apply to any such allotment, provided that such authority shall:

- 6.1 be limited to the allotment of ordinary shares up to an aggregate nominal amount of £2,140,000 (representing approximately 69.3 per cent. of the Company’s issued share capital); and
- 6.2 apply (unless removed, varied or revoked by the Company) until the earlier of the date falling 15 months after the date of the passing of this resolution or the conclusion of the next Annual General Meeting of the Company, save that the Company may, before such expiry, make an offer or enter into an agreement, which would, or might, require equity securities to be allotted after the authority expires and the Directors may allot equity securities pursuant to such offer or agreement as if the authority hereby conferred had not expired.

BY ORDER OF THE BOARD



.....
Director

Date: 28 March 2024

Registered office:
3 Park Court, Pyrford Road, West Byfleet, Surrey, England, KT14 6SD

NOTES:

To submit your proxy vote:

- Link Investor Centre is a free app for smartphone and tablet provided by Link Group (the company's registrar) It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Link Investor Centre via a web browser at: <https://investorcentre.linkgroup.co.uk/Login/Login>



- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

If you need help with voting online, or require a paper proxy form, please contact our Registrar, Link Group, by email at shareholderenquiries@linkgroup.co.uk or by phone on 0371 664 0300 (Calls are charged at the standard geographic rate and will vary by provider). From overseas +44 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30 UK time, Monday to Friday excluding public holidays

- a) A member entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to vote instead of him/her. You can vote either in England and Wales.
- b) The instrument appointing a proxy must reach the Company's Registrars Link Group, at PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL not less than 48 hours before the time of holding of the meeting.
- c) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members of the Company on the register at close of business on Friday 12 April 2024 shall be entitled to vote at the General Meeting in respect of the number of shares registered in their name at that time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
- d) 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).
- e) 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. 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.
- f) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting to be held at the Ecclestone Square Hotel, 37 Ecclestone Square, Pimlico, London SW1V 1PB at midday on Tuesday 16 April 2024 and any adjournment(s) thereof 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 should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf. 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 & International Limited's 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 Company's agent, Link Group (CREST Participant ID: RA10), no later 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 time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & International Limited 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 sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. 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.