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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 Annual General Meeting**

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You will not have received a hard copy proxy form for this Annual General Meeting in the post. You can instead submit a proxy vote electronically by accessing the shareholder portal at [www.signalshares.com](http://www.signalshares.com), logging in and selecting the 'click here to vote' link. 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 12pm on Tuesday 28 June 2022 or 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 Annual 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.

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**Company Number: 00630968**

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

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS GIVEN** that the Annual General Meeting of the Company will be held at DoubleTree by Hilton, Victoria, 2 Bridge Place, London SW1V 1QA at 12pm on Thursday 30 June 2022 for the purpose of considering, and if thought fit passing, the following resolutions, which will be proposed as ordinary or special resolutions as indicated:

1. *Retirement and re-appointment of Ranjit Murugason as a Director*

THAT Ranjit Murugason, who retires by rotation in accordance with the Articles of Association, be re-appointed as a Director of the Company

2. *Retirement and re-appointment of Bryan Lawrie as a Director*

THAT Bryan Lawrie, who retires by rotation in accordance with the Articles of Association, be re-appointed as a Director of the Company.

3. *Retirement and re-appointment of Stephen Birrell as a Director*

THAT Stephen Birrell who retires in accordance with the Articles of Association, be re-appointed as a Director of the Company.

4. *Directors' authority to allot shares*

THAT, in substitution for any existing authorities (but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to existing authorities), 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 £460,000 (representing approximately 25 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**

### **5. *Disapplication of statutory pre-emption right***

That, in substitution for any existing authorities (but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to existing authorities), and subject to and conditional upon the passing of Resolution 4, 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 4 as if section 561 of the Act did not apply to any such allotment, provided that such authority shall:

- (a) be limited to the allotment of Ordinary shares up to an aggregate nominal amount of £230,000 (representing approximately 12.5 per cent. of the Company's issued share capital); and
- (b) 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.

**David Ciclitira**

*Chairman*

*Registered Office*

3 Park Court, Pyrford Road  
West Byfleet, Surrey KT14 6SD

By the order of the Board

## NOTES:

- 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:
- by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions;.
  - 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, 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 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 28 June 2022 shall be entitled to vote at the Annual 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 Annual General Meeting to be held at DoubleTree by Hilton, Victoria, 2 Bridge Place, London, SW1V 1QA at 12 pm on Thursday 30 June 2022 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 & Ireland 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 & Ireland 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.