

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent financial adviser duly authorised under the Financial Services and Markets Act 2000, as amended. If you have sold or otherwise transferred your shares in Live Company Group plc, please forward this document as soon as possible to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee. However those documents should not be forwarded to or sent into the United States, Canada, Australia, South Africa or Japan. Any person (including, without limitation, custodians, nominees and trustees) who may have a contractual or legal obligation or may otherwise intend to forward this document to any jurisdiction outside the UK should seek appropriate advice before taking any action.

---

## **LIVE COMPANY GROUP PLC (the “Company”)**

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

### **Notice of Annual General Meeting**

---

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 11am on Thursday 27 July 2023 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.

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.

**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 in Meeting Room 5, Thomas House, 84 Eccleston Square, Pimlico, London SW1V 1PX at 11am on Monday 31 July 2023 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 Maria Serena Papi as a Director*

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

2. *Ratification of the appointment of MacIntyre Hudson as auditor.*

THAT MacIntyre Hudson LLP of Victoria Court, 17-21 Ashford Road, Maidstone ME14 5DA be appointed as auditor to the Company in relation to the 2022 Report and Accounts.

3. *Authority to determine remuneration of auditor*

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

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 £1,299,490 (representing approximately 50 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 £650,000 (representing approximately 25 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 27 July 2023 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 in Meeting Room 5, Thomas House, 84 Eccleston Square, Pimlico, London SW1V 1PX at 11am on Monday 31 July 2023 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.
- g) Unless otherwise indicated on the Form of Proxy, CREST or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion withhold from voting.