

NOTICE OF ANNUAL GENERAL MEETING

LIVE COMPANY GROUP PLC

(the "Company")

(Incorporated and registered in England with registered number 00630968)

Directors:

David Ciclitira (*Executive Chairman*)
Ranjit Murugason (*Non-Executive Director*)
Serenella Ciclitira (*Non-Executive Director*)
Trudy Norris-Grey (*Non-Executive Director*)
Simon Horgan (*Non-Executive Director*)
Byran Lawrie (*Executive Director*)
Andrew Smith (*Executive Director*)

25 June 2019

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at the offices of Shard Capital Partners LLP, Level 23, 20 Fenchurch Street, London EC3M 3BY at 9.00 a.m. on Friday 19 July 2019 to consider and, if thought fit, pass the following resolutions:

Ordinary Resolutions

1. *Adoption of 2018 Report and Accounts*

THAT the audited financial statements of the Company for the year ended 31 December 2018, together with the directors' report and the independent auditor's report, be received and adopted.

2. *Re-appointment of Kingston Smith LLP as auditor*

THAT Kingston Smith LLP of Devonshire House, 60 Goswell Road, London EC1M 7PD be re-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 2018, which is set out in the Company's annual report for the financial year ended 31 December 2018

5. *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

6. *Retirement and re-appointment of Andrew Smith as a Director*

THAT Andrew Smith, who retires in accordance with the Articles of Association, be re-appointed as a Director of the Company

7. *Retirement and re-appointment of Trudy Norris-Grey as a Director*

THAT Trudy Norris-Grey, who retires in accordance with the Articles of Association, be re-appointed as a Director of the Company

8. *Retirement and re-appointment of Simon Horgan as a Director*

THAT Simon Horgan, who retires in accordance with the Articles of Association, be re-appointed as a Director of the Company

9. *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

10. *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 up to an aggregate nominal amount of £352,973 (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.

11. *Approval of historical related party transactions*

THAT, approval is given for the Resolution Transactions, as defined on page 7 of the Annual Report for the financial year ended 31 December 2018 and detailed in note 31 to the financial statements on page 82 of that report.

Special Resolution

12. *Disapplication of statutory pre-emption rights*

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 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:

- (a) be limited to the allotment of Ordinary shares up to an aggregate nominal amount of £176,486 (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 attend, speak and vote instead of him.

You can vote either:

- by logging on to 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 Asset Services, on 0871 664 0391 if calling from the UK, or +44 (0) 371 664 0391 if calling from outside of the UK, or email Link at enquiries@linkgroup.co.uk
- b) The instrument appointing a proxy must reach the Company's Registrars Link Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU 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 17 July 2019 shall be entitled to attend or 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) A copy of the register of Directors' interests in shares in the Company and copies of the Directors' service contracts of more than one year's duration will be available for inspection at the registered office of the Company during office hours only of any weekday (excluding Saturdays, Sundays and public holidays) from the date of this Notice until the date of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes prior to and during the Annual General Meeting.
- g) 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 on 19 July 2019 at midday (12.00pm) 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 Asset Services Limited (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
- h) The vote on Resolution 11 is advisory only and does not bind the Directors of the Company.
- i) Voting Prohibition: A vote on Resolution 11 set out in the notice of the above meeting must not be cast (in any capacity) by or on behalf of either of the following persons:
- David Ciclitira; or
 - a Related Party (as defined in the AIM Rules for Companies) of David Ciclitira.

However, a person (the **voter**) described above may cast a vote on Resolution 11 as a proxy if the vote is not cast on behalf of a person described above and either:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 11; or
- the voter is the Chair and the appointment of the Chair as proxy:
 - does not specify the way the proxy is to vote on Resolution 11; and
 - expressly authorises the Chair to exercise the proxy even though Resolution 11 is connected directly or indirectly with David Ciclitira.