

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 professional adviser authorised under the Financial Services and Markets Act 2000, as amended. If you have sold or otherwise transferred all your shares in Live Company Group plc, please forward this document to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

You will not have received a hard copy proxy form for the 2020 Annual General Meeting (“AGM”) in the post. You can instead submit your proxy vote electronically by accessing the shareholder portal at www.signalshares.com, logging in and selecting the ‘click here to vote’ link. Full details of how to vote are set out in notes 2 and 3 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 2.30pm. on Tuesday 21 July 2020 or if you are a CREST member, by using the service provided by Euroclear.

ARRANGEMENTS FOR THE AGM IN LIGHT OF THE CONTINUING CORONAVIRUS PANDEMIC (“COVID-19”):

As a result of the current crisis of COVID-19 and the UK Government’s current measures to restrict public gatherings currently in force, please note that it will not be possible to hold the Company’s 2020 AGM in its usual format. In particular, physical attendance in person by shareholders of the Company (other than the minimum number required to form a quorum, as arranged by the Company) will not be possible. Accordingly the AGM this year will be restricted to its formal business only and will be run as a closed meeting.

Shareholders should therefore comply with the Government’s rules by not attending the meeting in person and instead are strongly encouraged to submit their proxy vote, appointing the Chairman of the meeting as their proxy to ensure that their votes are registered. Shareholders will not be permitted to attend the AGM in person and will be refused entry should they attempt to do so.

In accordance with the Company’s articles of association, whilst submission of a proxy vote or the using of the CREST Proxy Voting Service (as applicable) would not ordinarily preclude shareholders from attending, speaking and voting in person at the AGM, shareholders are reminded that to attend in person would currently breach the Government’s measures in relation to COVID-19 as summarised above. 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.

NOTICE OF ANNUAL GENERAL MEETING

LIVE COMPANY GROUP PLC (the “Company”)

(Incorporated and registered in England with registered number 00630968)

Directors:

David Cicitira *(Executive Chairman)*

Trudy Norris-Grey *(Non-Executive Deputy Chairman)*

Mark Freebairn *(Non-Executive Director)*

Simon Horgan *(Non-Executive Director)*

Bryan Lawrie *(Executive Director)*

Ranjit Murugason *(Non-Executive Director)*

Maria-Serena Papi *(Non-Executive Director)*

30 June 2020

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 2.30pm on Thursday 23 July 2020 at 14 Coach & Horses Yard, Mayfair, London W1S 2EJ to consider and, if thought fit, pass the following resolutions:

Ordinary Resolutions

1. *Adoption of 2019 Report and Accounts*

THAT the audited financial statements of the Company for the year ended 31 December 2019, 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 2019, which is set out in the Company's annual report for the financial year ended 31 December 2019.

5. *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.

6. *Retirement and re-appointment of Mark Freebairn as a Director*

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

7. *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 under the Warrant Instrument of the Company dated 25 June 2020 for the subscription Ordinary shares in the Company) up to an aggregate nominal amount of £405,006 (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

8. *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 7, 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 7 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 £202,503 (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

- 1 Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that in order to have the right to attend and vote at the AGM (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company no later than close of business on the day that is two days before the time for holding the meeting or any adjournment of it (excluding non-working days). Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting. References in these Notes to 'attend' should however be construed in light of the COVID-19 restrictions, as summarised in the Notice of AGM, which will restrict physical attendance at the AGM in this case.
- 2 Only holders of ordinary shares are entitled to attend and vote at this meeting.

A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, to speak and to vote at the AGM. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not be a member of the Company. **In light of the COVID-19 restrictions, all shareholders are strongly encouraged and requested to only appoint the Chairman of the Meeting as their proxy or representative as any other persons so appointed may not be permitted to attend the AGM.**

You will not have received a hard copy proxy form for the 2020 AGM in the post. You can instead submit your proxy vote electronically by accessing the shareholder portal at www.signalshares.com, logging in and selecting the 'Vote Online Now' link. You will require your username and password in order to log in and vote. If you have forgotten your username or password you can request a reminder via the shareholder portal. If you have not previously registered to use the portal you will require your investor code ('IVC') which can be found on your share certificate. Proxy votes should be submitted as early as possible and, in any event, no later than 48 hours before the time for the holding of the meeting or any adjournment of it. 'If you need help with voting online, please contact our Registrar, Link Asset Services, on 0371 664 0300 if calling from the UK, or +44 (0) 371 664 0300 if calling from outside of the UK, or email Link at shareholderenquiries@linkgroup.co.uk. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

You may request a hard copy proxy form directly from the Company's registrars, Link Asset Services, by emailing shareholderenquiries@linkgroup.co.uk or by calling on 0371 664 0300 if calling from the UK, or +44 (0) 371 664 0300 if calling from outside of the UK. To be valid, any hard copy proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's registrars, Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 48 hours before the time for the holding of the meeting or any adjournment of it

If you are a CREST member, see note 3 below.

- 3 Alternatively, if you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are contained below.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by using the procedures, and to the address, described in the CREST Manual (available via www.euroclear.com/CREST) subject to the provisions of the Articles. 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.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK and Ireland Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID: RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of the AGM. 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 Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear 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 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 sponsors or voting service provider(s) 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.

- 4 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares. As with proxies, it will not be possible for corporate representatives of shareholders to attend the AGM in light of the COVID-19 restrictions.