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If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in the capital of the Company, please forward this document to the purchaser or transferee, or to the stockbroker, bank or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.



EVERPLAY GROUP PLC (the Company)

(incorporated in England & Wales with registered number 11205116)

Notice of Annual General Meeting

Notice is given that the 2025 Annual General Meeting of the Company will be held on 03 June 2025 at 11:00 am at The Shaftesbury Room, Soho Works 72-74 Dean St, London W1D 3SG for the transaction of the following business:

Ordinary Resolutions

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. To receive and adopt the Annual Report and Financial Statements of the Company and the Auditor's Report on those accounts and reports for the financial year ended 31 December 2024.
2. To receive and approve the Directors' Remuneration Report (other than the part containing the Directors' remuneration policy) for the financial year ended 31 December 2024 as set out on pages 54 to 58 of the Annual Report and Financial Statements.
3. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting of the Company.
4. To authorise the Directors to fix the remuneration of the auditors of the Company.
5. To elect Rashid Varachia, who has been appointed by the Board since the last annual general meeting, as Director of the Company.
6. To re-elect Stephen Bell, who is retiring by rotation in accordance with the Company's articles of association, as Director of the Company.
7. To re-elect Frank Sagnier, who is retiring by rotation in accordance with the Company's articles of association, as Director of the Company.
8. To re-elect Peter Whiting, who is retiring by rotation in accordance with the Company's articles of association, as Director of the Company.
9. To re-elect Deborah Bestwick, who is retiring by rotation in accordance with the Company's articles of association, as Director of the Company.
10. To re-elect Penelope Judd, who is retiring by rotation in accordance with the Company's articles of association, as Director of the Company.
11. To declare a final dividend of 2.7 pence per share for the financial year ended 31 December 2024 to be paid on 4 July 2025 to the shareholders on the Company's register of members at the close of business on 6 June 2025.
12. That the Directors be generally and unconditionally authorised to allot shares in the Company and grant rights to subscribe or to convert any security into shares in the Company:
 - 12.1 up to an aggregate nominal amount of £486,162.26 in the form of equity securities (as defined in section 560 of the Companies Act 2006) in connection with an offer or issue by way of rights, open for acceptance for a period fixed by the Directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
 - 12.2 up to an aggregate nominal amount of £486,162.26 (whether in connection with the same offer or issue as under paragraph 12.1 or otherwise).
 - 12.3 This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company in general meeting) at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 03 September 2026, except that the Company may during the relevant period make any offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends, and the Directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority had not ended.

Special Resolutions

To consider and, if thought fit, approve the following resolutions that will be proposed as special resolutions:

13. That if resolution 12 is passed, the Directors be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited to:
 - 13.1 any such allotment and/or sale of equity securities in connection with an offer or issue by way of rights or other pre-emptive offer or issue, open for acceptance for a period fixed by the Directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever
 - 13.2 the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 13.1 above) up to a nominal amount of £72,924.34 such authority to expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 03 September 2026, but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Notice of Annual General Meeting

continued

14. That if resolution 12 is passed, the Directors be authorised in addition to any authority granted under resolution 13 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:
- 14.1 limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £72,924.34, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, such authority to expire at the end of the next AGM of the Company or, if earlier, at the close of business on 03 September 2026 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.
15. That the Company is generally and unconditionally authorised for the purpose of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of that Act) of ordinary shares of £0.01 each in the capital of the Company, on such terms and in such manner as the Directors may from time to time determine, provided that:
- 15.1 the maximum aggregate number of ordinary shares that may be purchased is 14,584,868, representing 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 24 April 2025 (the latest practicable date prior to publication of this notice);
- 15.2 the minimum price (excluding expenses) that may be paid for each ordinary share is £0.01;
- 15.3 the maximum price (excluding expenses) that may be paid for each ordinary share is the higher of:
- 15.3.1 105% of the average market value of an ordinary share in the capital of the Company for the five business days immediately prior to the day the purchase is made;
- 15.3.2 the value of an ordinary share in the capital of the Company, being the higher of:
- (a) the price of the last independent trade in such a share on the trading venue where the purchase is carried out; and
- (b) the highest current independent bid for such a share on such trading venue;
- 15.4 this authority shall expire on the earlier of 03 September 2026 and the conclusion of the Company's next annual general meeting; and
- 15.5 the Company may make a contract for the purchase of ordinary shares under this authority before it expires, notwithstanding that such contract will, or might, have its terms executed wholly or partly after this authority expires, and the Company may make a purchase pursuant to such a contract after the expiry of this authority.

Recommendation

The Directors believe that the proposals in resolutions 1 to 15 are in the best interests of shareholders as a whole. The Directors will be voting in favour of them and unanimously recommend that you do so as well.

By order of the Board

Almond CS Limited

3 Red Hall Avenue, Paragon Business Park,
Wakefield, England, WF1 2UL.
1 May 2025

Important Information

The following notes explain your general rights as a shareholder and your right to attend and vote at the AGM or to appoint someone else to vote on your behalf.

Proxies

1. A member entitled to attend and vote at the meeting may appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company but must attend the meeting for the member's vote to be counted. If a member appoints more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member. If a member wishes to appoint more than one proxy they may do so at www.signalshares.com.
2. To be effective, the proxy vote must be submitted at www.signalshares.com no later than 11:00 am on 30 May 2025 so as to have been received by the Company's registrars not less than 48 hours the time appointed for the meeting or any adjournment of it. By registering on the Signal shares portal at www.signalshares.com, you can manage your shareholding, including:
 - cast your vote
 - update your address
 - select your communication preference
3. Any power of attorney or other authority under which the proxy is submitted must be returned to the Company's Registrars, MUFG Corporate Markets, 51 Lime Street, London EC3M 7DQ. If a paper form of proxy is requested from the registrar, it should be completed and returned to the Company's Registrars at the above address no later than 11:00 am on 30 May 2025 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting, excluding any part of a day that is not a business day).
4. Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 (as amended), the Company has specified that only those members registered on the register of members of the Company at close of business on 30 May 2025 (the Specified Time) (or, if the meeting is adjourned to a time more than 48 hours after the Specified Time, by close of business on the day which is two days prior to the time of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. If the meeting is adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes they may cast) at the adjourned meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting 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(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
6. 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 & International Limited's 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 is 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 Company's registrars (ID: RA10) by the latest time(s) for receipt of proxy appointments specified in Note 3 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's registrar 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.
7. CREST members and, where applicable, their CREST sponsors or voting service providers 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(s), to procure that his or her 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 providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings (www.euroclear.com).
8. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Corporate representatives

9. A shareholder which is a corporation may authorise the Chair to act as its representative at the meeting. The Chair may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.
10. If you need help with voting online, or require a paper proxy form, please contact our Registrar, MUFG Corporate Markets, by email at shareholderenquiries@cm.mpms.mufg.com, or you may call on 0371 664 0391. 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.

Explanatory Notes to the Resolutions Proposed at the Annual General Meeting

The resolutions to be proposed at the AGM of the Company to be held on 03 June 2025 at 11:00 am are set out in the notice of AGM. The following notes provide an explanation to the resolutions being put to shareholders.

Ordinary resolutions

Resolutions 1 to 12 are proposed as ordinary resolutions. These resolutions will be passed if more than 50% of the votes are cast in favour of them.

Resolution 1 - Laying of accounts

The Directors are required to present to shareholders at the AGM the reports of the Directors and Auditors and the audited financial statements of the Company for the year ended 31 December 2024.

Resolution 2 - Remuneration report

Shareholders are requested to approve the Directors' Remuneration Report, in accordance with section 439 of the Companies Act 2006 (the CA 2006). The Directors' Remuneration Report is set out on pages 54 to 58 of the Company's Annual Report and Financial Statements for the year ended 31 December 2024, available on the Company's website at <https://everplaygroupplc.com/annual-reports>. The vote is advisory and the Directors' entitlement to remuneration is not conditional on it.

Resolution 3 - Re-appointment of auditors

The Companies Act 2006 requires that auditors be appointed at each general meeting at which accounts are laid to hold office until the next such meeting. The appointment of PricewaterhouseCoopers LLP as auditors of the Company terminates at the conclusion of the AGM. They have indicated their willingness to stand for reappointment as auditors of the Company until the conclusion of the annual general meeting in 2026. The Company's Audit Committee keeps under review the independence and objectivity of the external auditors and further information can be found in the Annual Report and Financial Statements on pages 52 to 53. After considering the relevant information, the Audit Committee has recommended to the Board that PricewaterhouseCoopers LLP be re-appointed as Auditors.

Resolution 4 - Authorising and fixing the remuneration of the Auditors

It is normal practice for shareholders to resolve at the annual general meeting that the Directors decide on the level of remuneration of the Auditors for the audit work to be carried out by them in the next financial year. The amount of the remuneration paid to the Auditors for the next financial year will be disclosed in the next audited accounts of the Company.

Resolutions 5 to 10 - Election and re-election of Directors

The Company's articles of association require one third of the Directors to retire from office each year. However, in accordance with the QCA Corporate Governance Code (the Code), all the Directors will submit themselves for annual re-election. In line with the provisions of the Company's articles of association, Rashid Varachia, appointed by the Board of Directors since the date of the last annual general meeting, will stand for election by shareholders at the AGM.

Having considered the performance of and contribution made by each of the Directors, the Board of Directors remains satisfied that, and the Chair confirms that, the performance of each Director continues to be effective and to demonstrate commitment to the role and as such the Board recommends their election or re-election (as appropriate). A biography of each Director appears on pages 42 to 43 of the Company's Annual Report and Financial Statements and on the Company's website at <https://everplaygroupplc.com/board-of-directors>

Resolution 11 - Dividend

A final dividend can only be paid after the shareholders have approved it at a general meeting. The Directors are recommending a final dividend of 2.7 pence per ordinary share, payable to shareholders on the register at the close of business on 6 June 2025. If approved, the final dividend will be paid on 4 July 2025.

Resolution 12 - Authority to allot shares

The Directors may only allot shares or grant rights over shares if authorised to do so by shareholders. The authority granted at the last annual general meeting to allot shares or grant rights to subscribe for, or convert any security into, shares is due to expire at the conclusion of this year's AGM.

The Investment Association (IA) guidelines on authority to allot shares state that IA members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to one-third of a company's issued share capital. In addition they will treat as routine a request for authority to allot shares representing an additional one third of the Company's issued share capital provided that it is only used to allot shares for the purpose of a fully pre-emptive rights issue.

Accordingly, resolution 12, if passed, would authorise the Directors under section 551 of the CA 2006 to allot new shares or grant rights to subscribe for, or convert any security into, new shares (subject to shareholders' pre-emption rights) up to a maximum nominal amount of £972,324.51, representing the IA guideline limit of approximately 66% of the Company's issued ordinary share as at 24 April 2025 (being the latest practicable date prior to the publication of this document).

Resolution 12.1 would give the Directors authority to allot new shares or grant rights to subscribe for, or convert any security into, new shares, up to an aggregate nominal value of £486,162.26, representing approximately one third of the Company's existing issued share capital in connection with a rights issue in favour of ordinary shareholders.

Explanatory Notes to the Resolutions Proposed at the Annual General Meeting

continued

Resolution 12.2, if passed, would give the Directors general authority to allot new shares or grant rights to subscribe for, or convert any security into, new shares, up to an aggregate nominal value of £486,162.26, representing approximately one third of the Company's existing issued share capital. As resolution 12.2 imposes no restrictions on the way the authority may be exercised, it could be used in conjunction with resolution 12.1 so as to enable the whole two-thirds to be used in connection with a rights issue. Where the usage of this authority exceeds one-third of the issued share capital, the Directors intend to follow best practice as regards its use.

The authority will expire at the earlier of the conclusion of the next annual general meeting of the Company, or 3 September 2026.

Passing this resolution will ensure that the Directors continue to have the flexibility to act in the best interests of shareholders, when opportunities arise, by issuing new shares. There are no current plans to issue new shares except in connection with employee share schemes.

Special resolutions

Resolutions 13 to 15 are special resolutions. These resolutions will be passed if not less than 75% of the votes are cast in favour of them.

Resolutions 13 and 14 - Disapplication of pre-emption rights

The CA 2006 requires that if the Company issues new shares or grants rights to subscribe for or to convert any security into shares for cash, or sells any treasury shares, it must first offer them to existing shareholders in proportion to their current holdings. In certain circumstances, it may be in the best interests of the Company to allot shares (or to grant rights over shares) for cash without first offering them proportionately to existing shareholders. This cannot be done under the CA 2006 unless the shareholders have first waived their pre-emption rights. In accordance with the Pre-Emption Group's Statement of Principles 2022 on Disapplying Pre-Emption Rights (Statement of Principles 2022), the Directors are seeking authority to disapply pre-emption rights in two separate special resolutions.

Resolution 13 seeks authority for the Directors to disapply pre-emption rights and issue shares in connection with pre-emptive offers, or otherwise to issue shares for cash, including the sale on a non-pre-emptive basis of any shares the Company holds in treasury for cash, up to an aggregate nominal amount of £72,924.34 (which would equate to 7,292,434 ordinary shares of 1 pence each), representing five per cent of the Company's issued share capital as at 24 April 2025, being the latest practicable date prior to the publication of this AGM notice.

Resolution 14 seeks authority for the Directors to disapply pre-emption rights and allot new shares and other equity securities pursuant to the allotment authority given by resolution 12, or sell treasury shares for cash, up to an aggregate nominal amount of £72,924.34 (which would equate to 7,292,434 ordinary shares of 1 pence each), representing an additional five per cent of the Company's issued share capital as at 24 April 2025, being the latest practicable date prior to the publication of this AGM notice, but only in connection with transactions which the Directors determine to be either an acquisition or specified capital investment as defined by the Statement of Principles 2022.

If passed, these authorities will expire at the same time as the authority to allot shares given pursuant to resolution 12 (Authority to allot shares).

Save for share issues in respect of employee share schemes and any share dividend alternatives, the Directors have no current plans to utilise either of the authorities sought by 12 (Authority to allot shares), 13 (Disapplication of pre-emption rights in relation to rights issues and other pre-emptive offers, as well as on up to 10% of issued ordinary share capital) or 14 (Additional disapplication of pre-emption rights in connection with an acquisition or specified capital investment), although they consider their renewal appropriate in order to retain maximum flexibility to take advantage of business opportunities as they arise.

Resolution 15 - Purchase of own shares

This resolution seeks authority for the Company to make market purchases of its own shares and is proposed as a special resolution. If passed, the resolution gives authority for the Company to purchase a maximum of 14,584,868 of its ordinary shares in aggregate representing 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 24 April 2025 (the latest practicable date prior to publication of this notice).

The resolution specifies the minimum and maximum prices (excluding expenses) that may be paid for any ordinary shares purchased under this authority. This authority will expire on the earlier of 03 September 2026 and the conclusion of the Company's next annual general meeting.

The Directors have no present intention of exercising the authority granted by this resolution, but will keep the matter under review, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. The Directors will only exercise the authority granted by this resolution to purchase ordinary shares if they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per ordinary share for the remaining shareholders.

The Company may either cancel any shares it purchases under this authority or hold them in treasury (and subsequently sell them for cash, transfer them for the purposes of, or pursuant to, an employees' share scheme or cancel them).

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