



Notice of Extraordinary General Meeting 2026

THIS DOCUMENT AND ANY ACCOMPANYING DOCUMENTS ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you are recommended to seek immediately your own personal financial advice from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser, who is authorised under the Financial Services and Markets Act 2000 if you are in the UK or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Shares, please send this document, together with the accompanying documents, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This document should be read as a whole. Your attention is drawn to the letter from the Chair of everplay group plc (incorporated in England and Wales with registered number 11205116) (the "Company") which is set out on pages 2 and 3 of this document.

Notice of an Extraordinary General Meeting (the "**Extraordinary General Meeting**") of the Company to be held at Peel Hunt, 7th Floor, 100 Liverpool Street, London, EC2M 2AT at 9:30am (or, if later, immediately following the conclusion or adjournment of the AGM) on Thursday 21 May 2026 is set out on pages 7 to 10 of this document. A form of proxy for use at the Extraordinary General Meeting is available on request from the Company's Registrar, MUFG Corporate Markets by emailing shareholderenquiries@cm.mpms.mufg.com or by calling 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. To be valid, the form of proxy should be completed, signed and returned so as to be received by the Company's Registrars, MUFG Corporate Markets as soon as possible but, in any event, so as to arrive no later than 9:30am on Tuesday 19 May 2026. The form of proxy can be delivered by post or by hand to MUFG Corporate Markets at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. Completion and return of a form of proxy will not preclude shareholders from attending and voting at the Extraordinary General Meeting should they choose to do so. Further instructions relating to the form of proxy are set out in the Notice of the Extraordinary General Meeting.

A summary of the action to be taken by Shareholders is set out on page 4 of this document and in the Notice of the Extraordinary General Meeting. Capitalised terms have the meaning ascribed to them in Part IV (Definitions) of this document.

everplay group plc (the Company)

(incorporated in England & Wales with registered number 11205116)

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▶ PART I Letter from the Chair

everplay group plc

(Incorporated in England and Wales under the Companies Act 2006 with registered number 11205116)

3 Red Hall Avenue
Paragon Business Park
Wakefield
England
WF1 2UL

24 April 2026

Dear Shareholders

Distributable Reserves

1 Introduction

As set out on page 48 in the section entitled "Distributable reserves" in the Directors' Report contained in the Annual Report (which is incorporated by reference in this document), the Company has discovered that in the course of 2025 certain distributions were made otherwise than in accordance with the Companies Act 2006 (the "**Act**").

The Act requires the Company to ensure that prior to paying any dividend it has the requisite level of distributable profits and net assets by reference to relevant accounts. Whilst the Company followed its internal processes ahead of the payment of the final dividend for FY24 announced on 26 March 2025 and the interim dividend announced on 2 September 2025 (collectively the "**Dividends**") to check the sufficiency of the Company's distributable reserves on each occasion, the Board has subsequently become aware that despite there being ample distributable reserves available in the Group, insufficient distributable profits had been transferred to the Company at the time that the Dividends were declared meaning that regrettably the full amount of the Dividends were made otherwise than in accordance with the Act.

As a matter of law, the Company could have claims against the Shareholders who received the Dividends and the Directors of the Company at the time the Dividends were paid (the "**Relevant Directors**"). The Company has no intention of pursuing any such claims. Instead, the Company is proposing the First Resolution and the Second Resolution at the Extraordinary General Meeting to put the Company, its current and former shareholders and the Relevant Directors in the position they would have been in had the Dividends been made fully in accordance with the Act. This includes entering into deeds of release to release the relevant shareholders and the Relevant Directors, in each case from any liability in respect of the Dividends.

This technical issue in respect of the Dividends is of an historic nature and there is no change to the financial outlook of the Company as a consequence. The proposals detailed in this document do not affect the Company's existing distributable reserves nor its capacity to pay shareholder dividends going forward in accordance with the Company's dividend policy. This issue also has no impact on the final dividend for FY25 announced by the Company on 24 March 2026, which has been made in accordance with the Act.

Further details of the various documents that it is proposed are entered into by the Company in connection with this matter are included in Part II (Summary of the Arrangements) of this document.

2 Voting at the Extraordinary General Meeting

Given the interests of the Relevant Directors in the proposed deed of release (and therefore the Second Resolution), none of the Relevant Directors will vote on the Second Resolution to be proposed at the Extraordinary General Meeting and each of the Relevant Directors has undertaken to take all reasonable steps to ensure that its associates will not vote on the Second Resolution.

As at close of business on 23 April 2026, being the latest practicable date prior to the publication of this document (the "**Latest Practicable Date**"), the Relevant Directors were recorded in the Company's register of members as holding in aggregate 23,621,060 Shares, representing approximately 16.2 per cent. of the Company's existing ordinary share capital.

3 Extraordinary General Meeting

You will find set out at the end of this document a notice convening an Extraordinary General Meeting to be held at Peel Hunt, 7th Floor, 100 Liverpool Street, London, EC2M 2AT at 9:30am (or, if later, immediately following the conclusion or adjournment of the AGM) on Thursday 21 May 2026 at which the First Resolution and the Second Resolution will be proposed.

4 Action to be Taken

The business of the Extraordinary General Meeting will be conducted on a poll. We would encourage shareholders to vote in the following ways:

If you will be attending the Extraordinary General Meeting in person, please bring the attendance card enclosed. If you are not able or do not wish to attend the Extraordinary General Meeting in person, you can cast your votes by proxy by completing a Proxy Form and returning it to MUFU Corporate Markets at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, or electronically as detailed in this document. Alternatively, you can vote using the internet at <https://uk.investorcentre.mpms.mufg.com>. Completion and return of a Proxy Form will not prevent shareholders from attending in person and voting at the meeting should you subsequently decide to do so.

CREST members may use the CREST electronic proxy appointment service to submit their proxy appointment in respect of the Extraordinary General Meeting. Institutional investors may also be able to appoint a proxy electronically via the Proxymity platform – please go to www.proxymity.io as detailed in the Notes to the Notice of Extraordinary General Meeting.

5 Further information

Your attention is drawn to the further information contained in Parts II to IV of this document.

6 Recommendation

The Board has considered whether the First Resolution is in the best interests of the Company and can recommend that the Shareholders vote in favour of the First Resolution.

The Board has not considered whether the Second Resolution is in the best interests of the Company, given the interests of the Relevant Directors (who comprise all of the Board other than Mikkel Weider) in the Second Resolution. Accordingly, the Board cannot make any recommendation as to how Shareholders should vote in relation to the Second Resolution, but can recommend that Shareholders do vote.

The Board has taken steps to ensure that the issues referred to in this document do not arise again, including reviewing the Company's internal financial reporting procedures. We are sorry this has occurred and are grateful for Shareholders' understanding.

Yours faithfully

Frank Sagnier

Non-Executive Chair, everplay group plc

▶ PART II Summary of the arrangements

1 The Dividends

The Board has become aware of a technical issue in relation to the final dividend for FY24 of 2.7 pence per Share announced on 26 March 2025 and the interim dividend of 1 penny per Share announced on 2 September 2025. This issue resulted in each of the Dividends being made at times when the Company had insufficient distributable profits and therefore otherwise than in accordance with the Act.

2 Consequences of the Dividends being made other than in accordance with the Act

The Company has been advised that, as a consequence of the Dividends having been made otherwise than in accordance with the Act, it may have claims against past and present Shareholders who were recipients of the Dividends and against persons who were Directors of the Company at the time of payment of the Dividends.

The Board notes that the Company has no intention of bringing such claims.

3 Resolutions

In order to: (i) remedy the potential consequences of the Dividends having been made by the Company otherwise than in accordance with the Act and (ii) put all potentially impacted parties so far as possible in the position that they were intended to be had the Dividends been made in accordance with the requirements of the Act, the Company is proposing the First Resolution and the Second Resolution, the full texts of which are set out in the Notice of Extraordinary General Meeting.

If passed, the effect of the First Resolution and the Second Resolution, which will be proposed as special resolutions, will be to: (i) authorise and confirm the appropriation of the relevant distributable profits of the Company to the payment of each of the Dividends; and (ii) waive and release the Relevant Directors and those Shareholders who appeared on the record date for the Dividends from any and all claims which the Company has or may have in relation to the payment of the Dividends, such waivers and releases to be effected by way of entry by the Company into deeds of release.

The approach that the Company is proposing by way of the First Resolution and the Second Resolution in respect of the Dividends is consistent with the approach taken by other UK listed companies that have, similarly, made distributions otherwise than in accordance with the Act.

4 Appropriation of relevant distributable profits

The approach that the Company is proposing involves the authorisation of the appropriation of the distributable profits of the Company to the payment of each of the Dividends. As a matter of common law, it is necessary for the appropriation of distributable profits to be approved by Shareholders.

5 Release of claims against shareholders

The Company has been advised that it is preferable for Shareholders to approve the Company's entry into of the shareholders' deed of release since the release of those past and present Shareholders who appeared on the register of members on the record date for the Dividends (or their personal representatives (and their successors in title) if they are deceased) from any and all claims which the Company has or may have in respect of the payment of the Dividends will, insofar as those persons remain Shareholders of the Company, comprise a shareholder distribution. This will not however have any impact on the financial position of the Company because the aggregate amount of the Dividends is offset by the release of each relevant Shareholder from the liability to repay the amount already paid and the Company will not be required to make any further payments to shareholders in respect of the Dividends.

6 Release of claims against Relevant Directors

Under the Act it is necessary for Shareholders to approve the Company's waiver and release of any rights of the Company to make claims against the Relevant Directors in respect of the Dividends, since the Board would itself have a potential conflict of interest in approving such a waiver and release. This is because members of the Board are named as beneficiaries of the waiver and release.

The entry by the Company into the Directors' deed of release will not have any effect on the Company's financial position.

▶ PART III Additional information

1 Company

The Company was incorporated and registered in England and Wales on 14 February 2018 under the Companies Act 2006 as a private company limited by shares with registered number 11205116. It re-registered as a public company limited by shares on 17 May 2018. Its LEI number is 2138006EUUCCL4ZI5E51.

The registered office of the Company is 3 Red Hall Avenue, Paragon Business Park, Wakefield, England, WF1 2UL. The Company's website is at <https://everplaygroupplc.com/>. Information on the website does not form part of this document.

2 Relevant Directors' interests in shares

2.1 Shares

As at the Latest Practicable Date, the following Relevant Directors beneficially owned Shares (either directly or through connected persons):

Name	Number of ordinary shares held
Frank Sagnier	141,200
Penelope Judd	77,717
Deborah Bestwick	23,281,243
Peter Whiting	20,900

2.2 Share options

As at the Latest Practicable Date, the following options to acquire Shares had been granted to the following Relevant Directors and remained outstanding:

Name	Number of options granted
Rashid Varachia	386,716
Frank Sagnier	91,418
Penelope Judd	41,179
Deborah Bestwick	41,179
Peter Whiting	41,179

▶ PART IV Definitions

The following definitions apply throughout this document, unless stated otherwise:

AGM	the Annual General Meeting of Shareholders to be held at Peel Hunt, 7th Floor, 100 Liverpool Street, London, EC2M 2AT at 9:00am on Thursday 21 May 2026
Annual Report	the Company's report and accounts for the year ended 31 December 2025
Board	the Board comprising the Directors
Company	everplay group plc
Directors	the Directors of the Company
Dividends	collectively (i) the final dividend for FY24 of 2.7 pence per ordinary share of the Company announced on 26 March 2025 and (ii) the interim dividend of 1 penny per ordinary share of the Company announced on 2 September 2025
First Resolution	the resolution numbered (1) set out in the Notice of Extraordinary General Meeting
Extraordinary General Meeting	the Extraordinary General Meeting of the Company to be held at Peel Hunt, 7th Floor, 100 Liverpool Street, London, EC2M 2AT at 9:30am (or, if later, immediately following the conclusion or adjournment of the AGM) on Thursday 21 May 2026 or any adjournment thereof, notice of which is set out at the end of this document
Group	the Company and its subsidiary undertakings
Notice of Extraordinary General Meeting	the notice of the Extraordinary General Meeting which accompanies this document
Second Resolution	the resolution numbered (2) set out in the Notice of Extraordinary General Meeting
Shares	the ordinary shares of £0.01 each in the capital of the Company
Shareholders	the holders of the Shares

▶ Notice of Extraordinary General Meeting

everplay group plc

(Incorporated in England and Wales under the Companies Act 2006 with registered number 11205116)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of everplay group plc (the "**Company**") will be held at Peel Hunt, 7th Floor, 100 Liverpool Street, London, EC2M 2AT at 9:30am (or, if later, immediately following the conclusion or adjournment of the Company's annual general meeting of shareholders being held at 9:00am immediately before the Extraordinary General Meeting) on Thursday 21 May 2026 to consider and, if thought fit, pass the following resolutions, which will be proposed as special resolutions.

Special resolutions

THAT:

1. In relation to certain amounts paid by the Company, being the payment of 2.7 pence per ordinary share of the Company by way of final cash dividend announced on 26 March 2025 and 1 penny per ordinary share of the Company by way of interim cash dividend announced on 2 September 2025 (together the "**Dividends**"):
 - (a) the appropriation of distributable profits of the Company (as shown in the interim accounts of the Company for the period from 1 January 2025 to 17 March 2026) to the payment of the Dividends, be and is hereby authorised and confirmed by reference to the same record date as the original accounting entries for such dividends;
 - (b) any and all claims which the Company has or may have arising out of or in connection with the payment of the Dividends against those shareholders who appeared on the register of members of the Company on the relevant record date for the Dividends be waived and released, and that a deed of release in favour of such shareholders be entered into by the Company in the form of the deed produced to the Extraordinary General Meeting and initialled by the Chair for the purposes of identification and any Director in the presence of a witness, or any two Directors or any Director and the Group Company Secretary be authorised to execute the same as a deed poll for and on behalf of the Company; and
 - (c) any distribution involved in the giving of the release (referred to in paragraph (b) above) in relation to the Dividends be made out of the relevant distributable profits of the Company appropriated to the Dividends by reference to a record date identical to the record date for the Dividends. In relation to the Dividends.
2. Any and all claims which the Company has or may have against the directors of the Company at the time the Dividends were paid arising out of or in connection with the approval, declaration or payment of the Dividends be waived and released and the deed of release in favour of such persons be entered into by the Company in the form produced to the Extraordinary General Meeting and initialled by the Chair for the purposes of identification and any director in the presence of a witness, or any two directors or any director and the company secretary be authorised to execute the same as a deed poll for and on behalf of the Company.

By order of the Board of Directors

Richard Almond

Company Secretary, everplay group plc

24 April 2026

Registered Office
3 Red Hall Avenue
Paragon Business Park
Wakefield
England
WF1 2UL

▶ Notes

Entitlement to attend and vote

1. Only those shareholders registered in the Company's register of members at close of business on Tuesday 19 May 2026, or, if this meeting is adjourned, at close of business on the day which is two days prior to the adjourned meeting, shall be entitled to vote at the Extraordinary General Meeting. Changes to the register of members after this deadline shall be disregarded in determining the rights of any person to vote at the meeting.

Attending in person

2. If you wish to attend the meeting in person, please arrive by 8:15am on Thursday 21 May 2026 at Peel Hunt, 7th Floor, Liverpool Street, London, EC2M 2AT. Registration opens at 8:30am. The venue is wheelchair accessible.

Appointment of proxies

3. If you are a shareholder who is entitled to attend and vote at the Extraordinary General Meeting, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Extraordinary General Meeting. You can only appoint a proxy using the procedures set out in these Notes and the Notes to the Proxy Form.
4. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section. Please read the section "Nominated persons" below.
5. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. Additional Proxy Forms may be obtained by contacting 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 rates. Lines are open between 9:00am to 5:30pm Monday to Friday (excluding bank or public holidays in England & Wales). Please indicate in the space next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chair) and give your instructions directly to them.
6. Shareholders can:
 - Appoint a proxy and give proxy instructions by returning a Proxy Form by post (see Note 8).
 - Register their proxy appointment electronically (see Note 9).
 - If a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see Note 10).
 - Institutional investors may be able to appoint a proxy electronically via the Proximity platform (see Note 11).

Appointment of a proxy does not preclude you from attending the meeting and voting in person.

7. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolutions. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

Appointment of proxy by post

8. The Notes to the Proxy Form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the Proxy Form, the form must be:
 - completed and signed;
 - sent or delivered to the Company's Registrars, MUFG Corporate Markets at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL; and
 - received by MUFG Corporate Markets no later than 9:00am on Tuesday 19 May 2026 (or, if the meeting is adjourned, no later than 48 hours before the time of the adjourned meeting, excluding any part of that day that is not a business day).
9. In the case of a shareholder 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. If you require a hard-copy Proxy Form, please contact MUFG Corporate Markets at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL or 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 rates. Lines are open between 9:00am to 5:30pm Monday to Friday (excluding bank or public holidays in England & Wales).

Appointment of proxies electronically

10. As an alternative to a hard-copy Proxy Form, you can appoint a proxy electronically by visiting <https://uk.investorcentre.mpms.mufg.com> no later than 9:30am on Tuesday 19 May 2026 so as to have been received by the Company's registrars not less than 48 hours before the time appointed for the meeting or any adjournment of it.

► Notes continued

Appointment of proxies through CREST

11. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via www.euroclear.com).
12. 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 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 & Ireland Limited's (EU I) 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 MUFG Corporate Markets (ID: RA10) no later than 9:30am on 19 May 2026, or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting. 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 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.
13. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular message. 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/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).
14. 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.

Appointment of a proxy through Proximity

15. As an alternative to completing a hard-copy Proxy Form, if you are an institutional investor you can appoint a proxy electronically by the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 9:00am on Tuesday 19 May 2026 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

Changing proxy instructions

16. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using a hard-copy Proxy Form and would like to change the instructions using another hard-copy Proxy Form, please contact MUFG Corporate Markets at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL or 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 rates. Lines are open between 9:00am to 5:30pm Monday to Friday (excluding bank or public holidays in England & Wales).
17. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

18. A shareholder may terminate a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to MUFG Corporate Markets at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. In the case of a shareholder which is a company, the revocation notice 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 revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
19. The revocation notice must be received by MUFG Corporate Markets no later than 9:30am on Tuesday 19 May 2026. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

Corporate representatives

20. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
21. 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.

Questions at the meeting

22. Any member attending the meeting has the right to ask questions. The Company must answer any question you ask relating to the business being dealt with at the meeting unless: answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; the answer has already been given on a website in the form of an answer to a question; and it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
23. Shareholders who are unable to attend the Extraordinary General Meeting in person are invited to submit any questions via email to ir@everplaygroupplc.com

Nominated persons

24. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights ("**Nominated Person**"):
 25. You may have a right, under an agreement between you and the shareholder of the Company who has nominated you to have information rights ("**Relevant Shareholder**"), to be appointed or to have someone else appointed as a proxy for the meeting.
 26. If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Shareholder to give instructions to the Relevant Shareholder as to the exercise of voting rights.
 27. Your main point of contact in terms of your investment in the Company remains the Relevant Shareholder (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

Voting

28. Voting on the resolutions will be conducted by way of a poll rather than on a show of hands. This is a more transparent method of voting as shareholders' votes are counted according to the number of shares registered in their names. As soon as practicable following the meeting, the results of the voting will be announced via a regulatory information service and also placed on the Company's corporate website.

Website giving information regarding the meeting

29. A copy of this notice and other information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at <https://everplaygroupplc.com/>.

Communication

30. Except as provided above, shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):
 31. by contacting the Registrar's helpline 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 rates. Lines are open between 9:00am to 5.30pm Monday to Friday (excluding bank or public holidays in England & Wales); or
 32. in writing to: MUFG Corporate Markets at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.
 33. You may not use any electronic address provided either in this Notice of Extraordinary General Meeting or in any related documents (including the Letter from the Chair and Proxy Form) to communicate with the Company for any purposes other than those expressly stated.

