

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action to be taken, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all your ordinary shares of £0.001 each ("Ordinary Shares") in the capital of CentralNic Group Plc ("Company"), or will have sold or transferred all of your Ordinary Shares prior to the annual general meeting of the Company to be held at the registered address of the Company, 4th Floor, Saddlers House, 44 Gutter Lane, London, England, EC2V 6BR on Thursday, 4 June 2020 at 10.00am, please forward this document, together with the accompanying Form of Proxy, as soon as possible 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. If you have sold or otherwise transferred only some of your Ordinary Shares you should retain this document and consult with the stockbroker, bank or other agent through whom the sale or transfer was effected.

CentralNic Group Plc

(Incorporated and registered in England and Wales with registered number 8576358)

Notice of Annual General Meeting

Notice of the Annual General Meeting of CentralNic Group Plc (the "Company"), to be held at the registered address of the Company, 4th Floor, Saddlers House, 44 Gutter Lane, London, England, EC2V 6BR on Thursday, 4 June 2020 at 10.00am, is set out on pages 5-6 of this document.

Due to the coronavirus (COVID-19) outbreak, we have made changes to how we will conduct the Annual General Meeting. In light of the UK Government guidance on social distancing and prohibition of non-essential travel and gatherings, you should not attempt to attend the Annual General Meeting in person. Whilst we will hold a purely functional, quorate Annual General Meeting at the registered office of the Company, no admission will be permitted on the day of the meeting. Instead, you are strongly advised to vote by proxy, following the instructions set out below. We thank you for your co-operation during these unprecedented times.

Forms of Proxy accompany this document. The Form of Proxy for use in connection with the Annual General Meeting is enclosed with this document and should be returned as soon as possible and, in any event, so as to be received at the offices of the Company's registrars, Link Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU not later than 10.00am on 2 June 2020, being 48 working hours (excluding non-business days) before the time appointed for the holding of the Annual General Meeting.

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may use this service and should follow the relevant instructions set out in the notes to the notice of the Annual General Meeting on pages 5-6 of this document.

Directors

Iain McDonald (Non-Executive Chairman)
Ben Crawford (Chief Executive Officer)
Michael Riedl (Chief Financial Officer)
Donald Baladasan (Group Managing Director)
Samuel Dayani (Non-Executive Director)
Thomas Rickert (Non-Executive Director)
Tom Pridmore (Non-Executive Director)

Registered office
4th floor, Saddlers House
44 Gutter Lane
London EC2V 6BR

To the holders of ordinary shares of £0.001 each in the capital of CentralNic Group Plc (“Ordinary Shares”)

Dear Shareholder

Annual General Meeting of CentralNic Group Plc (the “Company”)

1. Introduction

I am pleased to be writing to you with the details of our Annual General Meeting (“AGM”), which we are holding on 4 June 2020 at 10.00am. The formal notice of the AGM (the “Notice”) is set out on pages 5-6 of this document.

2. COVID-19 related changes to the AGM

Due to the coronavirus (COVID-19) outbreak, we have made changes to how we will conduct the AGM. In light of the UK Government guidance on social distancing and prohibition of non-essential travel and gatherings, you should not attempt to attend the AGM in person. Whilst we will hold a purely functional, quorate AGM at the registered office of the Company, no admission will be permitted on the day of the meeting. Instead, you are strongly advised to vote by proxy, following the instructions set out below. We thank you for your co-operation during these unprecedented times.

If you would like to vote on the resolutions to be proposed at the AGM, please complete the Form of Proxy enclosed with this document and return it to the Company’s registrars, Link Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU as soon as possible but in any event not later than 10.00am on 2 June 2020. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so and should follow the relevant instructions set out in the notes to the Notice on pages 5-6 of this document. Alternatively you may vote online at www.signalshares.com citing your Investor Code (which can be located on your share certificate).

3. Business to be transacted at the AGM

Details of the resolutions to be proposed at the AGM are set out below. Resolutions 1 to 7 are proposed as ordinary resolutions and resolutions 8 to 10 are proposed as special resolutions.

Ordinary Resolution One: Annual Report and Accounts

In accordance with the requirements of section 437 of the Companies Act 2006 (“Act”), the Company will lay before the AGM the annual report and accounts of the Company for the year ended 31 December 2019 (the “Annual Accounts”). A copy of the Annual Accounts is enclosed with this document.

Ordinary Resolution Two: Directors’ Remuneration Report

In accordance with best practice, the Directors of the Company (“Directors”) will present to the meeting the Directors’ Remuneration Report for the year ended 31 December 2019.

Ordinary Resolutions Three and Four: Re-election of Directors

The Company’s articles of association (“Articles”) require that any Director who has not been appointed or reappointed at either of the two previous annual general meetings of the Company shall be required to retire, and if eligible and willing, seek re-election at the next AGM of the Company.

Accordingly, under resolutions three and four it is proposed that each of Ben Crawford and Samuel Dayani will separately retire and seek re-election at the AGM.

Ordinary Resolutions Five and Six: Re-appointment of Auditors and Remuneration

Shareholders will be asked to confirm the reappointment of Crowe U.K. LLP as the Company’s auditors to hold office until the conclusion of the next annual general meeting and to grant authority to the Directors to determine the auditors’ remuneration.

Ordinary Resolution Seven: Grant of authority to the Directors to allot Ordinary Shares

It is proposed to authorise the Directors to allot new shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal value of £62,900 (equivalent to 62,900,000 Ordinary Shares), which is approximately equal to thirty three per cent. of the issued share capital of the Company as at 11 May 2020 (being the latest practicable date prior to the publication of this document). The Directors currently intend only to make use of this authority (a) to issue Ordinary Shares as consideration in connection with any acquisitions of companies or businesses which the Company may wish to make; and/or (b) in connection with an offer for subscription or placing of Ordinary Shares with investors to raise additional funds for the Company.

Special Resolution Eight: Disapplication of pre-emption rights on allotment of Ordinary Shares

If the Directors wish to allot unissued shares or other equity securities for cash, the Act requires that such shares or other equity securities are offered first to existing shareholders in proportion to their existing holdings. It is proposed that the Directors be granted authority to allot equity securities for cash, without first being required to offer such securities to existing shareholders, by the limited disapplication of Section 561 of the Act.

The authority disapplies section 561 of the Act and grants the Directors authority to allot equity securities and/or disapplies section 563 of the Act to allow the Directors to sell shares held in treasury up to an aggregate nominal amount equal to £18,875 (equivalent to 18,875,000 Ordinary Shares, which would constitute approximately ten per cent. of the issued share capital of the Company as at 11 May 2020, being the latest practicable date prior to publication of this document) without first offering the securities to existing shareholders.

The total number of Ordinary Shares in issue as at 11 May 2020 (being the latest practicable date prior to publication of this document) is 188,843,484. The Company does not currently hold any treasury shares. The proposed resolution also disapplies the statutory pre-emption provisions in connection with a rights issue and allows the Directors, in the case of a rights issue, to make arrangements in relation to fractional entitlements or other legal or practical problems which might arise.

Special Resolution Nine: Authority for purchase of the Company's own shares

Shareholders will be asked to grant the Company the ability to purchase its own shares.

This resolution seeks to grant the Directors authority (until 1 July 2021 or the conclusion of the Company's next annual general meeting (if earlier), unless such authority is revoked or renewed prior to such time) to make market purchases of the Company's own shares up to an aggregate nominal amount of £18,875 (equivalent to 18,875,000 Ordinary Shares, which would constitute approximately ten per cent. of the issued share capital of the Company as at 11 May 2020, being the latest practicable date prior to publication of this document).

The maximum price payable would be an amount equal to 105 per cent. of the average of the middle market quotations for an Ordinary Share of the Company for the five business days immediately preceding the date of purchase and the minimum price would be the nominal value of £0.001 per Ordinary Share.

Although the Directors have no current intention to make such purchases, they consider that it is in the best interests of the Company and its shareholders to keep the ability to make market purchases of the Company's own shares in appropriate circumstances, without the cost and delay of a general meeting. The authority will be kept under review and would only be exercised after careful consideration and when the Directors are satisfied that to do so is in the best interests of the Company and the shareholders generally under the circumstances. Purchases would only be made after considering the effect on earnings per share.

The Company may hold in treasury any of its own shares that it purchases in accordance with the authority conferred by this resolution such that sales of shares from the treasury could also be made outside a pre-emptive rights offer. This would give the Company the ability to reissue treasury shares quickly and cost effectively and would provide the Company with greater flexibility in the management of its capital base.

Special Resolution Ten: Reduction of Capital

The Company wishes to increase its distributable reserves in order to facilitate making future distributions to its shareholders, including the payment of dividends.

The Directors believe it is an appropriate time to undertake a cancellation of its share premium reserve and thereby increase the Company's distributable reserves which would enable the payment of dividends in the future, subject to the continuing satisfactory financial performance of the Group. The Company has previously declared an intention to commence a dividend programme, subject to the availability of distributable reserves. The Directors do not, however, have a current intention to recommend a dividend be paid to shareholders, but are keeping the possibility under review. The completion of the proposed capital reduction would enable the recommendation of a dividend at a later date.

The capital reduction is proposed to be effected by cancelling the balance standing to the credit of the share premium account of the Company. Cancelling the balance of its share premium account will, subject to the discharge of any undertakings required by the High Court of Justice in England and Wales as explained below, would create additional positive distributable reserves.

It is therefore proposed that the amount standing to the credit of the Company's share premium account (such amount being £60,880,000) is cancelled.

The Act requires that if a company issues shares at a premium to the nominal value of those shares, whether for cash or otherwise, a sum equal to the aggregate amount or value of the premium must be transferred to the company's share premium account. Sums held in a company's share premium reserve is not a distributable reserve. The proposed cancellation of the Company's share premium reserve will not result in any diminution to the cash available to the Company nor will it require an entry to be made in the Company's profit and loss account.

There will be no change in the number of Ordinary Shares in issue (or their nominal value) following the implementation of the Capital Reduction. No new share certificates will be issued as a result of the proposed Capital Reduction.

The Capital Reduction itself will not involve any distribution or repayment of capital or share premium by the Company and will not reduce the underlying net assets of the Company.

Court approval

In addition to the approval by the Shareholders of Resolution 10, the capital reduction requires the approval of the High Court. Accordingly, following the AGM, it is expected that an application will be made to the High Court in order to confirm and approve the capital reduction.

In providing its approval of the capital reduction, the High Court may require protection for the creditors (including contingent creditors) of the Company whose debts remain outstanding on the relevant date, except in the case of creditors which have consented to the capital reduction. Any such creditor protection may include seeking the consent of the Company's creditors to the capital reduction or the provision by the Company to the High Court of an undertaking to deposit a sum of money into a blocked account created for the purpose of discharging the non-consenting creditors of the Company.

The Board reserves the right to abandon or to discontinue (in whole or in part) the application to the High Court in the event that the Board considers that the terms on which the capital reduction would be (or would be likely to be) confirmed would not be in the best interests of the Company and/or its Shareholders as a whole. The Board has undertaken a thorough and extensive review of the Company's liabilities (including contingent liabilities) and considers that the Company will be able to satisfy the High Court that, as at the date (if any) on which the court order relating to the capital reduction and the statement of capital in respect of the capital reduction are registered by the Registrar of Companies at Companies House and the capital reduction therefore becomes effective, the Company's creditors will be sufficiently protected.

4. Action to be taken

You are entitled to appoint a proxy to vote at the AGM on your behalf. You will find enclosed with this document a Form of Proxy for use in connection with the AGM. We strongly advise you to complete and return the Form of Proxy to the Company's registrars, Link Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU as soon as possible but in any event not later than 10.00am on 2 June 2020. If you appoint the Chairman of the meeting as your proxy, this will ensure your votes are cast in accordance with your wishes even though you may not attend the meeting. Alternatively you may vote online at www.signalshares.com citing your Investor Code (which can be located on your share certificate).

CREST members who wish to appoint a proxy by utilising the CREST electronic proxy appointment service may do so and should follow the relevant instructions set out in the notes to the Notice on pages 7-8 of this document.

5. Recommendation

The Directors consider that all of the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommend that shareholders vote in favour of all the resolutions, as the Directors intend to do in respect of their own beneficial holdings.

Yours faithfully



Iain McDonald Non-Executive Chairman

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of CentralNic Group Plc (the "Company") will be held at the registered office of the Company, 4th floor, Saddlers House, 44 Gutter Lane, London EC2V 6BR on Thursday, 4 June 2020 at 10.00am for the transaction of the following business:

To consider and, if thought fit, to pass the following resolutions (the "Resolutions") of which Resolutions 1 to 7 will be proposed as ordinary resolutions and Resolutions 8 to 10 will be proposed as special resolutions.

ORDINARY RESOLUTIONS

1. TO receive and adopt the audited accounts for the year ended 31 December 2019, together with the reports of the Directors and the auditors of the Company thereon.
2. TO receive the Directors' remuneration report for the year ended 31 December 2019.
3. THAT Ben Crawford, having retired as required by the Company's articles of association as part of a three year rotation, be re-elected as a Director of the Company.
4. THAT Samuel Dayani, having retired as required by the Company's articles of association as part of a three year rotation, be re-elected as a Director of the Company.
5. THAT Crowe U.K. LLP be re-appointed as auditors to the Company until the conclusion of the next annual general meeting of the Company.
6. THAT the Directors of the Company be authorised to fix the auditors' remuneration.
7. THAT, pursuant to the provisions of section 551 of the Companies Act 2006 ("Act"), the Directors of the Company be and are hereby generally and unconditionally authorised (in addition to and not in substitution for all previous authorities conferred upon the Directors of the Company pursuant to section 551 of the Act and without prejudice to the allotment of any relevant securities already made or offered or agreed to be made pursuant to such authorities) to exercise all or any of the powers of the Company to allot or grant rights to subscribe for relevant securities (within the meaning of section 560 of the Act) of up to an aggregate nominal value equal to £62,900 (equivalent to 62,900,000 Ordinary Shares), to such persons at such times and generally on such terms and conditions as the Directors of the Company may determine (subject always to the articles of association of the Company) provided that this authority, unless it is (prior to its expiry) duly revoked or varied or is renewed, shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, 15 months after the passing of this resolution, save that the Directors of the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors of the Company may allot relevant securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

SPECIAL RESOLUTIONS

8. THAT, subject to and conditional upon the passing of Resolution 7 above and in addition to and not in substitution for all existing and unexercised authorities and powers, the Directors of the Company be empowered pursuant to section 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by Resolution 7 above in the Notice as if section 561 of the Act did not apply to any such allotment, provided that this authority and power shall be limited to:
 - (a) the allotment of equity securities or the sale of treasury shares (in either case, other than pursuant to paragraph (b) below) up to an aggregate nominal amount equal to £18,875 (equivalent to 18,875,000 Ordinary Shares); and

- (b) the allotment of equity securities in connection with a rights issue, open offer or other offer of securities in favour of the holders of Ordinary Shares on the register of members at such record dates as the Directors of the Company may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the holders of Ordinary Shares are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares in the Company held or deemed to be held by them on any such record dates (which shall include the allotment of equity securities to any underwriter in respect of such issue or offer), subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatever, provided that this authority and power shall expire at the conclusion of the next annual general meeting or, if earlier, 15 months after the passing of this resolution, save that the Company may, before the expiry of such period, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.
9. THAT the Company be and is, pursuant to section 701 of the Companies Act 2006, generally and unconditionally authorised to make market purchases (as defined in section 693(4) of the Companies Act 2006) of its Ordinary Shares on such terms and in such manner as the Directors shall determine and to hold such Ordinary Shares as treasury shares provided that:
- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is limited to an aggregate nominal amount of £18,875 (equivalent to 18,875,000 Ordinary Shares);
- (b) the maximum price which may be paid for each Ordinary Share shall be the higher of five per cent. above the average of the middle market quotations for an Ordinary Share (as derived from The Stock Exchange Daily Official List) for the five business days immediately before the day on which the purchase is made and the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out, in each case exclusive of expenses;
- (c) the minimum price (exclusive of associated expenses) which may be paid for each Ordinary Share shall be the nominal value of each Ordinary Share; and
- (d) this authority shall expire (unless previously revoked, varied or renewed) on 1 July 2021 or, if sooner, at the end of the next annual general meeting of the Company except in relation to the purchase of Ordinary Shares the contract for which was concluded before such date and which will or may be executed wholly or partly after such date.
10. THAT the Company's share premium account of £60,880,000 be and is hereby cancelled.

By order of the Board



DWF Law LLP
Company Secretary

Dated: 12 May 2020

Registered office: 4th floor, Saddlers House, 44 Gutter Lane, London EC2V 6BR

Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, contact the Company's registrars, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU. Where more than one proxy is appointed, a member must specify the number of shares the rights in respect of which each proxy is entitled to exercise. A proxy need not be a shareholder of the Company. 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 joint holdings (the firstnamed being the most senior). A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this Notice.
2. To be valid, the Form of Proxy must be received by Company's registrars, Link Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU by 10.00am on 2 June 2020, being not less than 48 hours (excluding non-business days) before the time appointed for the holding of the meeting or any adjourned meeting. Alternatively you may vote online at www.signalshares.com citing your Investor Code (which can be located on your share certificate).
3. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of it 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 sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
4. In order for a proxy appointment 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 (EUI) 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 (CREST Participant ID RA10) by the latest time(s) for receipt of proxy appointments specified in this Notice. 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 agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
5. 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 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.
6. 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.
7. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only shareholders registered in the register of members of the Company as at close of business on 2 June 2020 (or in the event of any adjournment, at close of business on the day which is two days (excluding non-business days) before the date fixed for the adjourned meeting) shall be entitled to vote at the AGM in respect of the number of shares registered in their name at such time. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to vote at the meeting.
8. As at 11 May 2020 (being the latest practicable date prior to the publication of this document), the Company's issued share capital consists of 188,843,484 Ordinary Shares of £0.001 each which each carry one vote. Therefore, the total voting rights attaching to the Ordinary Shares in the Company as at 11 May 2020 are 188,843,484.
9. A corporation which is a member 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.



4th Floor
Saddlers House
44 Gutter Lane
London
EC2V 6BR

www.centralnic.com