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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the action you should take, you should immediately seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your ordinary shares in GAME Digital plc, please forward this document as soon as possible, but not the accompanying personalised form of proxy, to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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# **GAME Digital plc**

(Incorporated and registered in England and Wales under number 09040213)

## **Notice of Annual General Meeting to be held on 25 January 2018**

**GAME Digital plc**  
Unity House  
Telford Road  
Basingstoke  
Hampshire RG21 6YJ

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[www.gamedigitalplc.com](http://www.gamedigitalplc.com)

20 December 2017

Dear Shareholder,

### Notice of Annual General Meeting

I am pleased to be writing to you with details of GAME Digital plc's (the **'Company'**) upcoming annual general meeting (the **'AGM'**), which will be held at the Company's registered office at Unity House, Telford Road, Basingstoke, Hampshire RG21 6YJ on 25 January 2018 at 10:30 a.m.

We welcome your vote on the proposed resolutions at the AGM. Should you be unable to attend the AGM in person, a form of proxy (the **'Form of Proxy'**) is enclosed to enable you to record your vote(s) in relation to each element of the business to be conducted at the AGM. This can be carried out either by completion and return of the enclosed Form of Proxy directly to Computershare, the Company's registrars, at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, online, at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy), or via CREST. Please note that, in order for your vote(s) to be counted, Computershare must receive your completed Form of Proxy, online vote or CREST Proxy Instruction by not later than 10:30 a.m. on 23 January 2018.

### Recommendations

The directors of the Company (the **'Directors'**) consider that the resolutions set out in the Notice of AGM (set out on pages 3 and 4 below) are in the best interests of the Company and its shareholders (**'Shareholders'**) and accordingly are most likely to promote the success of the Company for the benefit of its Shareholders as a whole. Accordingly, my fellow Directors and I unanimously recommend that you vote in favour of those resolutions, as we each intend to do in respect of our own beneficial shareholdings, currently amounting to 0.87 per cent of the issued share capital of the Company.

### Board changes

Finally, as you may already be aware, Caspar Woolley informed the board of Directors (the **'Board'**) that he will be stepping down from the Board after the AGM to allow him to focus more fully on other business interests and, accordingly, he will not be standing for re-election this year. I am pleased to confirm that Dimitri Goulandris, who joined the Board on 18 December 2017 as Senior Independent Director, will also be a member of the Nomination, Remuneration and Audit and Risk Committees. Dimitri has also agreed to succeed Caspar as Chair of the Remuneration Committee. In addition, on 28 November 2017, we welcomed James Shinehouse to the Board as a non-executive director. James was appointed by Duodi Investments S.à r.l. (the Company's major shareholder) under the terms of a relationship agreement dated 6 June 2014.

In accordance with the UK Corporate Governance Code, Dimitri and James will stand for election by the Shareholders of the Company for the first time at the AGM. With the exception of Caspar Woolley, all other Directors will retire at the AGM and stand for re-election by Shareholders. The resolutions in relation to the Board members' election and re-election can be found on page 3.

Yours faithfully,



**John Jackson**  
Chairman, GAME Digital plc

**Registered Office**  
Unity House  
Telford Road  
Basingstoke  
Hampshire RG21 6YJ

**Registered in England**  
09040213

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the fourth annual general meeting of the Company will be held on 25 January 2018 at 10:30 a.m. at the registered office of the Company at Unity House, Telford Road, Basingstoke, Hampshire RG21 6YJ to transact the following business.

### Ordinary Resolutions

To consider and, if thought fit, to pass the following resolutions, which will be proposed as ordinary resolutions:

#### Resolution 1 – Annual Report and Accounts

TO receive and consider the audited accounts of the Company for the financial year ended 29 July 2017 and the reports of the directors of the Company (the 'Directors') and auditor thereon (the 'Annual Report').

#### Resolution 2 – Annual Report on Remuneration

TO receive and approve the Remuneration Committee's annual report on remuneration (as contained in the Directors' remuneration report set out on pages 90 to 103 of the Annual Report, but excluding the Directors' remuneration policy set out on pages 93 to 97 of the Annual Report) for the financial year ended 29 July 2017.

#### Resolution 3 – Directors' Remuneration Policy

TO receive and approve the Directors' remuneration policy set out on pages 93 to 97 of the Annual Report.

#### Resolutions 4 to 9 (inclusive) – Election and Re-election of Directors

##### Resolution 4

TO re-elect John Jackson as a Director of the Company.

##### Resolution 5

TO re-elect Martyn Gibbs as a Director of the Company.

##### Resolution 6

TO re-elect Mark Gifford as a Director of the Company.

##### Resolution 7

TO elect Dimitri Goulandris as a Director of the Company.

##### Resolution 8

TO re-elect Lesley Watkins as a Director of the Company.

##### Resolution 9

TO elect James Shinehouse as a Director of the Company.

#### Resolution 10 – Re-appointment of Auditor

TO re-appoint BDO LLP (the 'Auditor') as the auditor of the Company to hold office until the conclusion of the next annual general meeting.

#### Resolution 11 – Auditor's Remuneration

TO authorise the Directors to determine the remuneration of the Auditor.

#### Resolution 12 – Authority to Allot Shares

THAT the Directors be generally and unconditionally authorised, pursuant to Section 551 of the Companies Act 2006 (the 'Act') and in substitution for any existing authorities previously given, to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- (a) up to an aggregate nominal amount of £569,530 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of £569,530); and

- (b) comprising equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount of £1,139,060 (such amount to be reduced by the nominal amount allotted or granted under paragraph (a) above) in connection with an offer by way of a rights issue to:
  - i. the Company's shareholders ('Shareholders') in proportion (as nearly as may be practicable) to their existing holdings; and
  - ii. holders of other equity securities as required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) 15 months after the date of the passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution, save that the Company may before expiry of this authority make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after this authority ends.

#### Resolution 13 – Political Donations

THAT, in accordance with Sections 366 and 367 of the Act, the Company and all its subsidiaries during the period for which this resolution has effect be generally and unconditionally authorised to:

- (a) make political donations to political parties or independent election candidates not exceeding £50,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- (c) incur political expenditure not exceeding £50,000 in total,

(as such terms are defined in the Act) during the period beginning with the date of the passing of this resolution and ending at the conclusion of the next annual general meeting of the Company or, if earlier, 15 months after the date of the passing of this resolution, provided that the authorised sums referred to in paragraphs (a), (b) and (c) above may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sums, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day on which the Company enters into any contract or undertaking in relation to the same provided that, in any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to the authority granted by this resolution shall not exceed £150,000.

## Notice of Annual General Meeting

continued

### Special Resolutions

**To consider and, if thought fit, to pass the following resolutions, which will be proposed as special resolutions:**

#### **Resolutions 14 and 15 – Disapplication of statutory pre-emption rights**

##### **Resolution 14**

THAT, subject to the passing of resolution 12 and in substitution for any existing authorities granted, the Directors be empowered pursuant to Sections 570 and 573 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash, pursuant to the authority conferred by resolution 12, and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, provided that the power conferred by this resolution shall be limited to:

- (a) allotments of equity securities or sales of treasury shares in connection with a rights issue or otherwise in favour of holders of ordinary shares and in favour of all holders of any other class of equity securities in accordance with the rights attached to such class (in each case excluding any shareholder holding shares as treasury shares) where the equity securities offered to such persons are proportionate (as nearly as may be) to the respective existing holdings of equity securities held by them or are otherwise allotted in accordance with the rights attaching to such equity securities, provided that the Directors may make such arrangements as they consider necessary or expedient to deal with equity securities representing fractional entitlements or legal, practical or regulatory problems in any territory; and
- (b) allotments of equity securities or sales of treasury shares (otherwise than pursuant to sub-paragraph (a) above) for cash up to an aggregate nominal amount of £85,429,

provided that the power conferred by this resolution shall (unless previously renewed, varied or revoked by the Company in general meeting) expire 15 months after the date of the passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution, save that the Company may before expiry of this power make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the Directors may allot securities or sell treasury shares in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

##### **Resolution 15**

THAT, subject to the passing of resolution 12 and in substitution for any existing authorities granted, the Directors be empowered pursuant to Sections 570 and 573 of the Act, in addition to any power granted under resolution 14, to allot equity securities (within the meaning of Section 560 of the Act) for cash, pursuant to the authority conferred by resolution 12, and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, provided that the power conferred by this resolution shall be:

- (a) limited to allotments of equity securities or sales of treasury shares up to an aggregate nominal amount of £85,429; and
- (b) used only for the purposes of financing (or refinancing, if the power is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other 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 (the '**PEG Principles**'),

provided that the power conferred by this resolution shall (unless previously renewed, varied or revoked by the Company in general meeting) expire 15 months after the date of the passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution, save that the Company may before expiry of this power make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the Directors may allot securities or sell treasury shares in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

#### **Resolution 16 – Length of notice for general meetings (other than annual general meetings)**

THAT a general meeting (other than an annual general meeting) of the Company may be called on 14 clear days' notice, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company.

By order of the Board



**Ruth Cartwright ACIS**

Company Secretary  
20 December 2017

**Registered Office**  
Unity House  
Telford Road  
Basingstoke  
Hampshire RG21 6YJ

## Explanatory Notes to the Resolutions

In order to enable the Company to evidence compliance with Listing Rule 9.2.2E in relation to resolutions 4, 7 and 8, it is expected that the Chairman will exercise his discretion, in accordance with Article 32.1 of the Company's articles of association (the '**Articles of Association**'), to direct that the voting in relation to each of the resolutions shall be by way of a poll.

**You are requested to consider the following resolutions, which will be proposed as ordinary resolutions (which means that, for each of those resolutions to be passed, more than half of all votes cast at the AGM must be in favour of the relevant resolution):**

### Resolution 1 – Annual Report and Accounts

The Directors are required by the Act to present the Company's audited accounts and the directors' and auditor's reports thereon to the AGM. This allows Shareholders the opportunity to ask questions on the reports and accounts before they vote on them. The reports and accounts are available at <http://www.gamedigitalplc.com/investor-relations/results-reports-and-presentation/rrp-2017>.

### Resolutions 2 and 3 – Annual Report on Remuneration and Directors' Remuneration Policy

The Directors' remuneration report is presented in three sections:

- the annual statement by the chairman of the Remuneration Committee;
- the annual report on remuneration; and
- the Directors' remuneration policy, as set out in the remuneration policy report.

The annual statement by the chairman of the Remuneration Committee, set out on pages 91 and 92 of the Annual Report, summarises the major decisions taken on Directors' remuneration, any substantial changes relating to Directors' remuneration made during the Company's financial year, and the context in which those changes occurred and decisions took place.

The annual report on remuneration, set out on pages 90 to 103 of the Annual Report, provides details of the remuneration paid to Directors in respect of the Company's financial year, including: base salary, taxable benefits, short-term incentives (including percentage deferred), long-term incentives awarded in the year, pension-related benefits and any other items in the nature of remuneration and any sum(s) recovered or withheld during the year in respect of amounts paid in earlier years.

The Directors' remuneration policy, set out in the remuneration policy report on pages 93 to 97 of the Annual Report, provides details of the Company's proposed policy on Directors' remuneration (including the proposed policy on payments for loss of office).

Resolution 2 requests the approval of the annual report on remuneration. You should note that the vote on the annual report on remuneration is advisory in nature and the Directors' entitlement to receive remuneration is not conditional upon it being passed.

Resolution 3 requests the approval of the Directors' remuneration policy, which is subject to a binding shareholder vote by way of an ordinary resolution at least once every three years. The Directors' remuneration policy will, subject to shareholder approval, take effect from the conclusion of the AGM. Payments (including payments for loss of office) will continue to be made to the current and any former Directors in line with existing contractual arrangements until that time.

Once the new Directors' remuneration policy takes effect, all remuneration payments and payments for loss of office made by the Company to the current and any former (or future) Directors must be consistent with the new Directors' remuneration policy or, if inconsistent with the new Directors' remuneration policy, must have been separately approved by way of an ordinary resolution of the Shareholders in accordance with the relevant provisions of the Act.

The renewal of the Directors' remuneration policy will be sought at the Company's annual general meeting each year, unless the approved policy remains unchanged, in which case it will be valid for up to three years from approval without the requirement for a new Shareholder approval.

If the Directors' remuneration policy is not approved for any reason, the Company will, if and to the extent permitted by the Act, continue to make payments (including payments for loss of office) to the current and any former Directors in accordance with existing contractual arrangements and will seek the approval of a proposed revised Directors' remuneration policy from the Shareholders as soon as practicable.

### Resolutions 4 to 9 (inclusive) – Re-election of Directors

Resolutions 4 to 9 concern the election or re-election of each of the Directors named in the relevant resolution.

In accordance with the UK Corporate Governance Code and the Articles of Association, every Director must submit themselves for annual re-election by Shareholders.

John Jackson and Lesley Watkins were initially appointed as Directors on 16 May 2014 in preparation for the initial public offering of the Company (the '**IPO**') and, apart from this appointment, there are no existing or previous relationships, transactions or arrangements between any of them and the Company, the Company's other Directors, Duodi Investments S.à r.l. ('**Duodi**') or Baker Partners LP.

John Jackson was subsequently appointed to the role of Chairman on the departure of David Hamid upon the conclusion of the Company's 2016 annual general meeting held on 18 January 2017.

There are no existing or previous relationships, transactions or arrangements between Dimitri Goulandris and the Company, the Company's other Directors, Duodi or Baker Partners LP.

## Explanatory Notes to the Resolutions

continued

James Shinehouse was a Director of Capitex Holdings Limited ('Capitex'), the parent company of GAME Retail Limited, prior to the IPO. James is a Partner in, and majority owner of, Atlantic Financial Advisory Partners ('Atlantic'), a financial advisory firm with wide experience in specialist financial and operational matters, and has more than 25 years' experience across a variety of sectors including, retail, distribution and technology. Atlantic were previously engaged by, and provided consulting services to, CapiteX. In addition, under the terms of a relationship agreement dated 6 June 2014, James has previously served as Duodi's board observer at meetings of the board of Directors (the 'Board'). Aside from this, there are no existing or previous relationships, transactions or arrangements between James and the Company, the Company's other Directors, Duodi or Baker Partners LP.

The Board (on the recommendation of the Company's Nomination Committee) has determined that each of John Jackson, Lesley Watkins and Dimitri Goulandris are independent from the Company, by reference to the factors set out in Provision B.1.1 of the UK Corporate Governance Code.

In preparation for the IPO and prior to the appointment of a nomination committee, the Board undertook a thorough process, with the assistance of external search consultancy Korn Ferry, to identify appropriate non-executive Directors. Following the outcome of this year's internal board evaluation process, the Company's Nomination Committee concluded that the non-executive Directors have the correct balance of skill, knowledge and experience to be relevant to the Group and to drive it forward. It further found that all Directors in office at the Company's financial year end had been effective and had demonstrated appropriate commitment to their roles and should be put forward for re-election at the AGM.

Dimitri Goulandris was initially proposed for appointment by Duodi. Following Duodi's proposal, the Company followed its usual procedure for the identification and appointment of suitable non-executive directors, with the Company's Nomination Committee considering Dimitri's suitability for appointment and, subsequently, making a recommendation to the Board that Dimitri be appointed.

As set out on page 80 of the Annual Report, the Company's Nomination Committee is satisfied that each of John Jackson and Lesley Watkins continue to fulfil the criteria for independence and are able to commit the required time for the proper performance of their duties. In addition, the Board is satisfied that all Directors standing for election or re-election have the appropriate balance of skills, experience and diversity of background to enable them to discharge their skills and responsibilities effectively.

The biographies of the Directors standing for election at the AGM can be found in the Schedule to this document on page 10. The biographies of the Directors standing for re-election at the AGM can be found on pages 70 and 71 of the Annual Report.

### Resolutions 10 and 11 – Re-appointment of the auditor and auditor's remuneration

At each meeting at which the Company's accounts are presented to its Shareholders, the Company is required to appoint an auditor to serve until the next such meeting. The Company's Audit and Risk Committee has reviewed the effectiveness, performance, independence and objectivity of the existing external auditor and has recommended the re-appointment of the Auditor to hold office until the conclusion of the Company's next annual general meeting.

Shareholders may further grant the Directors authority to set the level of remuneration payable to the auditor of the Company and resolution 11 seeks that authority. Details of the remuneration paid to the auditor during the Company's financial year ended 29 July 2017 can be found on page 85 of the Annual Report.

### Resolution 12 – Allotment of share capital

Paragraph (a) of resolution 12 would give the Board the authority to allot shares or grant rights to subscribe for or convert any securities into shares up to an aggregate nominal amount equal to £569,530. This amount represents approximately one-third of the Company's issued share capital as at 20 December 2017.

In line with guidance issued by the Investment Association ('IA'), paragraph (b) of this resolution would give the Board the authority to allot shares or grant rights to subscribe for or convert any securities into shares in connection with a rights issue in favour of Shareholders up to an aggregate nominal amount equal to £1,139,060, as reduced by the nominal amount of any shares issued under paragraph (a) of this resolution. This amount (before any reduction) represents an amount equal to approximately two-thirds of the Company's issued share capital as at 20 December 2017.

The authorities sought under paragraphs (a) and (b) of resolution 12 are in substitution for all existing authorities, granted by the Articles of Association or otherwise, and without prejudice to previous allotments made under such existing authorities. The authorities sought under this resolution will expire at the earlier of the conclusion of the next annual general meeting of the Company and 24 April 2019 (being 15 months after the passing of this resolution). Other than in relation to the Company's employee share plans, the Directors have no present intention of exercising the authority, but believe that it is in the best interests of the Company to have the authority available. This gives the Directors the flexibility to issue further shares at short notice and without the need for a general meeting should they determine that it would be in the best interests of the Company and the Shareholders as a whole to do so.

The guidance issued by the IA supersedes and replaces the previous guidance issued by the Association of British Insurers in relation to the subject matter of resolution 12.

As at 20 December 2017, the Company held no shares in treasury.

### **Resolution 13 – Political donations**

This resolution deals with political donations. The Company does not make, and does not intend to make, any political donations (to political parties or other political organisations) or incur political expenditure. However, as the provisions in the Act that relate to political expenditure are very widely drafted, what may constitute a political donation, a political party, a political organisation or political expenditure for the purposes of the relevant legislation is not easily identifiable and unintended activities may otherwise be prohibited. Sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling public duties, and support for bodies representing the business community in policy review or reform may fall within this regime. Under the Act, any such deemed political expenditure is prohibited unless authorised by Shareholders in advance.

Therefore, notwithstanding that the Company has not made a political donation in the past, and has no intention either now or in the future of making any political donation or incurring any political expenditure in respect of any political party, political organisation or independent election candidate, the Board has decided to put forward this resolution to enable the Company to continue to support the community and put forward its views to wider business and government entities as part of its normal business activities without running the risk of being in breach of the law.

This resolution does not, if passed, authorise any specific donations or expenditure. The authority will cover the period from the date this resolution is passed until the conclusion of the next annual general meeting of the Company or, if earlier, 24 April 2019 (being 15 months after the passing of this resolution). As permitted under the Act, this resolution also covers any political donations made, or political expenditure incurred, by any subsidiaries of the Company.

**You are requested to consider the following resolutions, which will be proposed as special resolutions (which means that, for each of the resolutions to be passed, at least three-quarters of all votes cast at the AGM must be in favour of the relevant resolution):**

### **Resolutions 14 and 15 – Disapplication of statutory pre-emption rights**

These resolutions seek shareholder approval to grant the Directors the power to allot equity securities of the Company and/or sell treasury shares pursuant to Sections 570 and 573 of the Act without first offering them to existing Shareholders in proportion to their existing shareholdings.

The power in resolution 14 will be limited to allotments of equity securities and/or sales of treasury shares (i) for cash in connection with pre-emptive offers, subject to any arrangements that the Directors consider appropriate to deal with fractions and overseas requirements and (ii) otherwise for cash up to a maximum nominal value of £85,429 (representing approximately 5 per cent of the Company's issued ordinary share capital as at 20 December 2017), which is in accordance with the guidelines set out in the PEG Principles (as updated in May 2016).

The PEG Principles also support, in addition to the power granted under resolution 14, the annual disapplication of pre-emption rights in respect of allotments of equity securities and/or sales of treasury shares for cash pursuant to the authority given in resolution 12 in respect of transactions which the Directors determine to be an acquisition or other capital investment as defined by the PEG Principles. Accordingly, and in line with the guidelines set out in the PEG Principles, resolution 15 is proposed as a separate resolution to authorise the Directors to allot equity securities and/or sell treasury shares for cash up to a further amount equal to 5 per cent of the Company's issued ordinary share capital, to be used for transactions which the Directors determine to be an acquisition or other capital investment as defined by the PEG Principles.

If the additional 5 per cent disapplication power envisaged by resolution 15 is used, the Company intends to disclose, in the announcement regarding the issue, the circumstances that have led to its use and the consultation process undertaken. In addition, where the Company undertakes a placing using the disapplication of pre-emption rights, the Company intends to publish in its next annual report (i) the actual level of discount achieved, (ii) the net proceeds raised, (iii) how those net proceeds were used and (iv) the percentage increase in issued share capital due to non-pre-emptive issuance for cash over the three-year period preceding the issue.

Other than in relation to the Company's employee share plans, the Directors have no present intention of exercising the powers contained in resolutions 14 and 15, but believe that it is in the best interests of the Company to have the powers available so that the Directors have flexibility in the management of the Company's capital resources to finance business opportunities as they may arise. The Company does not intend to issue more than 7.5 per cent of its issued share capital on a non-pre-emptive basis in any rolling three-year period without consulting Shareholders first, in line with the PEG Principles.

The powers contained in resolutions 14 and 15 will expire upon the expiry of the general authority conferred in resolution 12 (i.e., at the conclusion of the next annual general meeting of the Company or, if earlier, on 24 April 2019 (being 15 months after the passing of this resolution)).

### **Resolution 16 – Length of notice for general meetings (other than annual general meetings)**

The Company must call general meetings (other than annual general meetings) on not less than 21 clear days' notice unless (i) Shareholders consent annually to a shorter period (which cannot be less than 14 clear days) and (ii) the facility to vote by electronic means is accessible for all Shareholders. This resolution is proposed to allow the Company to hold general meetings (other than annual general meetings) on 14 clear days' notice so long as both conditions are met. Annual general meetings will continue to be held on at least 21 clear days' notice.

The Directors do not expect that the shorter notice period would be used as a matter of routine, but will instead only be used where the flexibility is merited by the business of the relevant meeting and if it is thought likely to be for the benefit of Shareholders as a whole.

## Explanatory Notes as to the Proxy, Voting and Attendance Procedures at the AGM

1. A member of GAME Digital plc (the **'Company'**) entitled to attend and vote at the annual general meeting (the **'AGM'**) is entitled to appoint a proxy to exercise all or any of his rights to attend, speak and vote at the AGM. A proxy need not be a member of the Company. A member may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares. A proxy form should accompany this notice. If you did not receive a proxy form and believe that you should have one, or if you require additional proxy forms, please call 0345 002 1125. Alternatively, your proxy may be appointed online by visiting [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). If you hold your shares through a nominee service, please contact your nominee service provider regarding the process for appointing a proxy. In the case of joint holders of any share, where more than one of the joint holders purports to appoint a proxy in respect of the same share, only the appointment submitted by the person whose name stands first in the register as one of the joint holders will be accepted.
2. Under Section 146 of the Companies Act 2006 (the **'Act'**), a person who is not a member of the Company, but has been nominated by a member of the Company (the **'relevant member'**) to enjoy information rights (the **'nominated person'**), does not have a right to appoint any proxies under the procedure specified in note 1 above. A nominated person may have a right under an agreement with the relevant member to be appointed or to have somebody else appointed as a proxy for the AGM. If a nominated person does not have such a right, or has such a right and does not wish to exercise it, he may have a right under an agreement with the relevant member to give instructions as to the exercise of voting rights.
3. To be effective, the online proxy appointment or the instrument appointing a proxy and any authority under which it is executed (or a notarially certified copy of such authority) must be received by the Company's registrars by **10:30 a.m. on 23 January 2018**. A form of proxy is enclosed with this notice. Completion and return of the form of proxy or online proxy appointment will not preclude Shareholders from attending and voting in person at the AGM.
4. To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent (ID number 3RA50) by **10:30 a.m. on 23 January 2018**. 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. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s), should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual on the Euroclear website ([www.euroclear.com](http://www.euroclear.com)). We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. In any case, your proxy form must be received by the Company's registrars by not later than **10:30 a.m. on 23 January 2018**.
5. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001 and Section 360B(2) of the Act, only those members entered on the relevant register of members of the Company as at the close of business on the day which is two days before the day of the meeting shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
6. As at 20 December 2017, the issued share capital of the Company consisted of 170,859,106 ordinary shares of £0.01p each, carrying one vote per ordinary share. Therefore, the total voting rights in the Company as at 20 December 2017 were 170,859,106. As at 20 December 2017, the Company held no shares in treasury.
7. A corporate member may authorise a person or persons to act as its representative(s) at the AGM. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual Shareholder in the Company, provided that they do not do so in relation to the same shares.

8. Under Section 527 of the Act, the Company may be required by members meeting the threshold set out in that section to publish on a website a statement setting out any matter relating to (i) the audit of the Company's accounts (including the audit report and the conduct of the audit) that are to be laid before the meeting or (ii) any circumstances connected with the auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Act, in each case which they intend to raise at the meeting. The Company may not require the members requesting any such website publication to pay its expenses in complying with the relevant requirements of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's auditor by no later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under Section 527 of the Act to publish on a website.
9. Any member attending the AGM has a right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM, but no such answer need be given if (i) to do so would interfere unduly with the preparation for the AGM or would involve the disclosure of confidential information, (ii) the answer has already been given on the Company's website in the form of an answer to a question or (iii) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.
10. You may not use any electronic address provided in this notice of general meeting or any related documents (including the form of proxy) for communicating with the Company for any purposes other than those expressly stated.
11. Copies of the service agreements of the Company's directors and the letters of appointment of the Company's non-executive directors will be available for inspection at the registered office of the Company and at the offices of Macfarlanes LLP, 20 Cursitor Street, London EC4A 1LT during usual business hours from the date of this document until the conclusion of the AGM.
12. A copy of this notice, and other information required by Section 311A of the Act, can be found at <http://www.gamedigitalplc.com/investor-relations/shareholder-services/aggm.aspx>.

## Schedule

### **Biographical details of new non-executive directors**

#### **James Shinehouse**

James Shinehouse joined the Board as a representative of the Company's major shareholder, Duodi, on 28 November 2017. James is a Partner with Atlantic Financial Advisory Partners, a professional advisory firm which focuses on cross-border management, corporate governance, financial investigations and business advisory. Prior to this, James was Managing Director of PI Power International Ltd from 2009 to 2017, and of AI Airports International Ltd from 2009 to 2015. He was also the Executive Vice Chairman and Chair of the Audit Committee of GIA from 2010 to 2017.

Previous roles include Global Head of the Financial Advisory Services Group at Kroll and President of the US division of Ferranti International plc. James has also served as a Partner in the London based firm of Talbot Hughes McKillop, a corporate restructuring and advisory firm and with KPMG and Arthur Andersen.

#### **Dimitri Goulandris**

Dimitri Goulandris joined the Board as Senior Independent Director on 18 December 2017. Dimitri runs The Cycladic Group, an investor in, and creator of, businesses. Founded in 2002 to invest capital on behalf of his family and other investors, the Group has invested in over 40 businesses and founded five in the U.S., Europe, India, Africa and Latin America. Cycladic works closely with its investee partners to help them achieve their ambitious goals.

Previously Dimitri set up and ran the European operations of the private equity firm, Whitney & Company, and spent eight years at Morgan Stanley in its private equity group, structuring derivative products and executing mergers and acquisitions both in New York and in London. Dimitri has an MBA from the Harvard Business School and a MA and BA in Electrical and Information Sciences from Cambridge University.

Dimitri is the Company's Senior Independent Director and a member of the Company's Nomination Committee, Remuneration Committee and Audit and Risk Committee. He will also succeed Caspar Woolley, non-executive director, as Chair of the Company's Remuneration Committee from the conclusion of the AGM.



**GAME Digital plc**

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