



Notice of Annual General Meeting 2020

Important information

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you have any doubts about the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, or other professional independent adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or otherwise transferred all of your shares, please pass this document (but not the personalised proxy form or voting instruction form) to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Annual General Meeting of Gamesys Group plc to be held at:

10 Piccadilly, London W1J 0DD

**on Wednesday 3 June 2020
at 2:00 pm (UK time)**

In light of government guidance prohibiting (among other things) all non-essential travel and public gatherings of more than two people (the “**Stay at Home Measures**”), shareholders are advised not to attend the AGM in person.

YOUR VOTE IS IMPORTANT. We strongly encourage shareholders to vote on all resolutions in advance of the AGM by completing an online proxy appointment form appointing the Chair of the meeting as your proxy, to register any questions in advance and not to attend the meeting in person. Further details are set out in this document.

Annual General Meeting 2020

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KEY TIMES AND DATES

Please complete and submit a proxy form in accordance with the instructions printed on the proxy form.

Event	Time and date
Last time/day for receipt of proxy forms from ordinary Shareholders	2:00 pm (UK time) on 1 June 2020 ¹
Annual General Meeting	2:00 pm (UK time) on 3 June 2020

1. Proxy forms received after 2:00 pm (UK time) on this date will be disregarded; ordinary shareholders are encouraged to review the information under 'Voting information for shareholders' for additional information.

Chair's letter



Dear Shareholder

I am pleased to invite you to the Annual General Meeting (the 'AGM' or 'Meeting') of Gamesys Group plc (the 'Company'). The Meeting will be held at 10 Piccadilly, London W1J 0DD on Wednesday 3 June 2020 at 2:00 pm (UK time). This will be my fourth AGM as your Chair and I am looking forward to responding to any questions on the Company's performance and future prospects, raised via our dedicated email address, AGM2020@gamesysgroup.com. Responses to questions raised by you will be published on the Company's website on 4 June 2020.

Resolutions

The Notice of Meeting (the 'Notice') contains the resolutions on which shareholders are asked to vote. These are set out on pages 3 to 5 of this document. It is important that you read the entire document before deciding how to vote. The document contains Explanatory Notes (contained on pages 6 to 10) which provide detailed information about the business to be conducted at the AGM. All of the resolutions are matters typically sought at an AGM for a UK public listed company.

Shareholders' participation

The AGM is a valuable opportunity for your Board of Directors (the 'Board') to review the performance of the Company and your participation is therefore important to us. I would like to encourage all shareholders to express their views and to submit their votes by proxy in advance of the AGM. As more fully explained below, shareholders should not attend this year's AGM in person and only the Chair should be appointed as a proxy. All resolutions will be decided on a poll based on the results of proxy votes received in advance of the AGM, which will deliver a fair representation of shareholder views.

The results of voting on all the resolutions will be announced via the Regulatory News Service for the London Stock Exchange and published on our website (www.gamesysgroup.com) as soon as possible after the AGM.

Voting

Please read carefully the information on pages 12 and 13 and on your proxy form to ensure you are aware of the way in which you are able to vote.

If you have any enquiries about the AGM or about your shareholding, please contact the Company's Registrar, Computershare Investor Services PLC ('Computershare'). Computershare will endeavour to provide you with a response as soon as possible. The relevant contact details are listed on page 14.

Annual Report and Accounts

I am pleased to enclose a printed copy, if applicable, of the Company's Annual Report and Accounts 2019 with this document. These are also available at www.gamesysgroup.com/investors/financial-reports-and-presentations/.

Recommendation

Your Board considers that all of the resolutions set out in the Notice are in the best interests of the Company and its shareholders as a whole. Accordingly, the Board intends to vote in favour of all of them in respect of their own beneficial holdings and unanimously recommends that you do so as well.

Response to Coronavirus (COVID-19)

The health and well-being of our colleagues, shareholders and the communities in which we operate is a priority for us. However, we are also committed to ensuring that shareholders can exercise their right to vote in the upcoming AGM. Shareholders are strongly encouraged to complete and return a proxy form appointing the Chair as proxy as early as possible in advance of the AGM in accordance with the procedures set out on pages 12 and 13 in order to vote remotely at the AGM.

In light of government guidance prohibiting (among other things) all non-essential travel and public gatherings of more than two people (the "**Stay at Home Measures**"), shareholders are advised not to attend the AGM in person. Please be aware that, in order to preserve order at the AGM, ensure the safety of the two attendees and to allow the business of the Meeting to be transacted in accordance with government guidelines, any shareholder who attempts to attend the AGM in person will be excluded from the AGM by the Chair. It is currently proposed that only one of the Directors and the Company Secretary attend the Meeting in person in order to satisfy the quorum requirement for the AGM.

Shareholders should continue to monitor and act in accordance with guidance issued by the government and relevant health authorities. Shareholders should also continue to monitor the Company's website and exchange news services for any updates in relation to the AGM arrangements that may need to be provided.

Yours faithfully

Neil Goulden
Chair
1 May 2020

Notice of Annual General Meeting 2020

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the 'AGM') of Gamesys Group plc (the 'Company') will be held at 10 Piccadilly, London W1J 0DD on Wednesday 3 June 2020 at 2:00 pm (UK time). Shareholders will be asked to consider and, if thought fit, pass the resolutions below.

Resolutions 18 to 21 (inclusive) will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions. Explanations of the resolutions (the 'Explanatory Notes') are given on pages 6 to 10 of this Notice of AGM (the 'Notice') and additional information for those entitled to attend and/or vote in respect of the AGM can be found on pages 11 to 14.

ORDINARY RESOLUTIONS

1. To receive the reports of the Directors and of the auditor and the audited financial statements of the Company for the financial year ended 31 December 2019.
2. To approve the Directors' Remuneration Report which is set out on pages 73 to 91 of the Company's Annual Report and Accounts for the financial year ended 31 December 2019 (the 'Annual Report') (although shareholders are not approving the policy, summarised on pages 77 to 80).
3. To re-appoint BDO LLP as auditor to hold office from the conclusion of this Meeting until the conclusion of the next general meeting of the Company at which accounts are laid.
4. To authorise the Audit and Risk Committee for and on behalf of the Board to determine the remuneration of the auditor.
5. To re-appoint Neil Goulden as a Director of the Company.
6. To appoint Lee Fenton as a Director of the Company.
7. To re-appoint Keith Laslop as a Director of the Company.
8. To appoint Robeson Reeves as a Director of the Company.
9. To re-appoint Simon Wykes as a Director of the Company.
10. To re-appoint Nigel Brewster as a Director of the Company.
11. To re-appoint Jim Ryan as a Director of the Company.
12. To re-appoint Colin Sturgeon as a Director of the Company.
13. To re-appoint Andria Vidler as a Director of the Company.
14. To appoint Katie Vanneck-Smith as a Director of the Company.
15. That, in accordance with sections 366 and 367 of the Act, the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect, be and are hereby authorised to:
 - (a) make political donations to political parties and/or independent election candidates (as such terms are defined in sections 363 and 364 of the Act), not exceeding £50,000 in total;
 - (b) make political donations to political organisations other than political parties (as such terms are defined in sections 363 and 364 of the Act), not exceeding £50,000 in total; and
 - (c) to incur political expenditure (as such term is defined in section 365 of the Act), not exceeding £50,000 in total,
 during the period beginning with the date of the passing of this resolution 15 and until the end of the Company's next AGM (or, if earlier, until the close of business on 30 June 2021) unless previously renewed, varied or revoked by the Company in a general meeting, and provided that the aggregate of (a), (b) and (c) shall not exceed £50,000 and provided that the maximum amounts referred to in (a), (b) and (c) may comprise sums in different currencies which shall be converted at such rate as the Directors may in their absolute discretion determine to be appropriate.
16. To approve, for the purposes of satisfying the requirements of US tax legislation: (i) the establishment of a schedule to the Gamesys Group plc Share Incentive Plan (the "SIP") (authority for which was given at the Company's Annual General Meeting on 13 June 2019 (the "2019 AGM")) the terms of which shall apply to grants of awards to US tax resident participants (the "US Schedule"), (ii) the maximum number of shares which may be issued pursuant to awards granted under the US Schedule and (iii) the corporations or class of corporations whose employees may be offered options under the US Schedule. Such number shall be 10% of the shares in issue at the date of adoption of the US Schedule by the Company's remuneration committee, provided that any shares issued or which might be issued under the US Schedule shall count against the overall dilution limit approved by the Company's shareholders at the 2019 AGM for the SIP, and set out in the main body of the SIP. The participating subsidiary corporations will include certain Group companies described in the resolution as well as other subsidiaries employing mostly US tax residents as may be designated in the future by the Company.

Notice of Annual General Meeting 2020 continued

17. That, in addition to the Option Authority and the Warrant Authority (as such terms are defined in the Explanatory Notes), the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company:

- (a) up to an aggregate nominal amount of £3,585,953 being an amount equal to approximately one-third of the issued ordinary share capital of the Company as at the latest practicable date before publication of this Notice; and
- (b) comprising equity securities (as defined in section 560(1) of the Act) up to a further aggregate nominal amount of £3,585,953 being an amount equal to approximately one-third of the issued ordinary share capital of the Company as at the latest practicable date before publication of this Notice in connection with an offer by way of a rights issue,

such authorities to apply until the end of the Company's next AGM after this resolution 17 is passed (or, if earlier, until the close of business on 30 June 2021) unless previously renewed, varied or revoked by the Company in a general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires 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 the authority expires, and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired. References in this resolution 17 to the nominal amount of rights to subscribe for or to convert any security into shares (including where such rights are referred to as equity securities as defined in section 560(1) of the Act) are to the nominal amount of shares that may be allotted pursuant to the rights.

For the purposes of this resolution 17, 'rights issue' means an offer to:

- (a) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (b) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, including an offer to which the Directors may impose any limits or restrictions or make any other 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.

SPECIAL RESOLUTIONS

18. That, in addition to the existing powers of pre-emption disapplication in relation to the Option Authority (as such term is defined in the Explanatory Notes) and subject to the passing of resolution 17, the Directors be generally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority granted by resolution 17 and/or pursuant to section 573 of the Act to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Act, such authority to be limited:

- (a) to the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of resolution 17, by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions or make any other 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; and

- (b) to the allotment of equity securities pursuant to the authority granted by paragraph (a) of resolution 17 and/or sale of treasury shares for cash (in each case otherwise than in the circumstances set out in paragraph (a) of this resolution 18) up to a nominal amount of £543,326 (representing approximately 5% of the issued ordinary share capital of the Company, calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights),

such authority to apply until the end of the Company's next AGM after this resolution 18 is passed (or, if earlier, until the close of business on 30 June 2021) unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purpose of this resolution 18, 'rights issue' has the same meaning as in resolution 17 above.

19. That, in addition to any authority granted under resolution 18, and subject to the passing of resolution 17, the Directors be generally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority granted by resolution 17 and/or pursuant to section 573 of the Act to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Act, such authority to be:

- (a) limited to the allotment of equity securities and/or sale of treasury shares for cash up to an aggregate nominal amount of £543,326 (representing approximately 5% of the issued ordinary share capital of the Company, calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights); and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors of the Company 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,

such authority to apply until the end of the Company's next AGM after this resolution 19 is passed (or, if earlier, until the close of business on 30 June 2021) unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the Directors of the Company may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority conferred hereby had not expired.

20. That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares in the capital of the Company ('ordinary shares') provided that:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 10,866,524 (representing approximately 10% of the issued ordinary share capital of the Company);
- (b) the minimum price (excluding expenses) which may be paid for an ordinary share is its nominal value;

(c) the maximum price which may be paid for an ordinary share shall be the higher of:

- (i) an amount equal to 105% of the average middle market quotations for an ordinary share as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
- (j) an amount equal to the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out, in each case exclusive of expenses;

(d) this authority applies until the end of the Company's next AGM after this resolution 20 is passed (or, if earlier, until the close of business on 30 June 2021); and

(e) the Company may make a contract to purchase ordinary shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of ordinary shares in pursuance of any such contract as if the authority had not expired.

21. To authorise the Directors to call a general meeting other than an AGM on not less than 14 clear days' notice provided that this authority shall expire at the conclusion of the next AGM of the Company after the date of the passing of this resolution 21.

1 May 2020

By order of the Board

Daniel Talisman
Company Secretary

Registered Office
10 Piccadilly,
London
W1J 0DD

Registered in England and Wales No. 10303804

Explanatory Notes to resolutions

The Explanatory Notes that follow form part of this Notice and provide important information regarding the items of business to be considered at the AGM.

Resolutions 1 to 17 (inclusive) are proposed as ordinary resolutions. This means that for each of these resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 18 to 21 (inclusive) are proposed as special resolutions. This means that for each of these resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1 – Annual Report and Accounts

The Directors are required to present to the AGM the Company's audited financial statements, Directors' reports and auditor's report for the financial year ended 31 December 2019.

Resolution 2 – Directors' Remuneration Report

The Directors are required to present to the AGM for approval a Directors' Remuneration Report. The Directors' Remuneration Report is set out on pages 73 to 91 of the Annual Report (although shareholders are not approving the Remuneration Policy this year, this has been summarised for shareholders on pages 77 to 80) and gives details of Directors' remuneration for the year ended 31 December 2019. The vote on resolution 2 is advisory and does not directly affect the remuneration paid to any Director.

Resolution 3 – Re-appointment of the auditor

At each general meeting at which the accounts are presented to its shareholders, the Company is required to appoint an auditor to hold office until the end of the next such meeting.

BDO LLP has been auditor to the Company since 15 August 2016 and was originally appointed as the auditor of The Intertain Group Limited ('Intertain'), now an indirect subsidiary of the Company, in 2014 following the formation of Intertain.

Resolution 3 seeks shareholder approval for the re-appointment of BDO LLP as the Company's auditor to hold office from the end of this AGM until the end of the Company's next AGM.

Resolution 4 – Remuneration of the auditor

Resolution 4 seeks shareholder approval for the Audit and Risk Committee (for and on behalf of the Board) to be authorised to determine the remuneration of the auditor, BDO LLP.

Resolutions 5 to 14 – Appointment and re-appointment of Directors

In accordance with the Company's Articles of Association, at this year's AGM, Lee Fenton, Robeson Reeves and Katie Vanneck-Smith will stand for appointment by the shareholders for the first time following their appointments during 2019, and all other Directors will stand for re-appointment by the shareholders. The Company complies with the UK Corporate Governance Code and intends for all Directors to retire and submit themselves for re-appointment at each future AGM.

Biographical information relating to each of the Directors standing for appointment is set out on pages 6 to 8 of this Notice.

The Board is satisfied that each of the Directors proposed for appointment or re-appointment has the appropriate balance of skills, experience, independence and knowledge of the Company to enable such Director proposed for appointment or re-appointment to discharge the duties and responsibilities of a Director effectively. All three members of the Audit & Risk Committee, Nigel Brewster, Colin Sturgeon and Jim Ryan, are financially literate and have recent and relevant financial expertise.

Following a performance evaluation conducted during the year, the Board considers that each Director proposed for appointment and re-appointment continues to contribute effectively and to demonstrate commitment to the role. The Board considers each of the independent Non-Executive Directors proposed for appointment or re-appointment to be independent in character and judgement and that there are no relationships or circumstances likely to affect (or appear to affect) his or her judgement. The Board unanimously recommends the appointment and re-appointment of these Directors.

Resolution 5

Neil Goulden, Executive Chair and Director

Mr Goulden is the Executive Chair of the Board. Mr Goulden was appointed to the Board as Non-Executive Chair on 15 August 2016 and became Executive Chair on 1 November 2017. Mr Goulden was Group Managing Director, CEO, Chair and Chair Emeritus of Gala Coral Group from 2001 to 2014. Mr Goulden advised the government on gambling matters as a member of the Responsible Gambling Strategy Board (2008 to 2011), as Chair of the Responsible Gambling Trust (2011 to 2016) and as a member of the Horserace Betting Levy Board (2015 to 2017). Mr Goulden is a seasoned business leader with a strong track record in chairing a range of organisations. The breadth of Mr Goulden's knowledge and operational experience with large listed groups, building teams and culture, and growing businesses are all hugely beneficial to the Company, and enables Mr Goulden to contribute to the strategic direction and long-term sustainable success of the Company. Mr Goulden graduated from the University of Southampton in 1975 with a BSc in Politics and Law.

Resolution 6

Lee Fenton, Chief Executive Officer and Director

Mr Fenton was appointed to the Board as the Company's Chief Executive Officer in September 2019. Mr Fenton has been Chief Executive Officer of Gamesys Limited since July 2015. Mr Fenton initially joined Gamesys Limited in November 2008 as Chief Operating Officer. Prior to Gamesys Mr Fenton was the Chief Operating Officer of the mobile division at 20th Century Fox and, before that, he was the Global Director of Consumer Products & Content at Vodafone Group plc. Mr Fenton brings extensive gaming industry knowledge to the Board. Mr Fenton contributes to and leads a strong executive team and his contributions are reflected in the Company's new strategy. Mr Fenton also brings deep experience of working with global brands and managing operations across multiple markets. Mr Fenton graduated in 1992 with a BA (Hons) in Media & Cultural Studies from the University of the West of England.

Resolution 7**Keith Laslop, Chief Financial Officer and Director**

Mr Laslop is the Company's Chief Financial Officer. Mr Laslop was appointed to the Board on 5 September 2016. Mr Laslop previously served as Principal of Newcourt Capital, a boutique private equity group. From 2004 to 2008, Mr Laslop served as the CFO, then President, of Prolexic Technologies, Inc., the world's largest distributed denial-of-service mitigation provider. From 2001 to 2004, Mr Laslop served as the CFO and Business Development Director of Elixir, a London-based video gaming software developer. Mr Laslop brings over 15 years of strategic financial management, investment banking, operational and investor relations experience, which enables him to contribute to the long-term sustainable success and strategy of the business. Mr Laslop is a Chartered Accountant and holds the Chartered Financial Analyst accreditation.

Resolution 8**Robeson Reeves, Chief Operating Officer and Director**

Mr Reeves is the Company's Chief Operating Officer. Mr Reeves was appointed to the Board as Chief Operating Officer on 26 September 2019. Mr Reeves has been Chief Operating Officer of Gamesys Limited since July 2015. Mr Reeves originally joined Gamesys Limited in September 2005 and held a number of positions, most recently Director of Gaming Operations from May 2010, and as a Board member from August 2010. Since joining Gamesys Limited, Mr Reeves has built a strong record in cohesively connecting player and product experiences to marketing and business KPIs, ensuring sustainable growth. Mr Reeves brings significant entrepreneurial and executive leadership experience, with a particular focus on global player engagement and business development. Mr Reeves graduated in 2005 with a BSc in Statistics, Operations, Research and Management Studies from the University College, London.

Resolution 9**Simon Wykes, Transition Director**

Mr Wykes is the Company's Transition Director and was appointed to the Board on 1 November 2017. Mr Wykes was Chief Executive Officer at Gala Leisure (2015 to 2016) and Managing Director at Gala Coral Group (2010 to 2015), where he oversaw the execution of a successful strategic turnaround plan of its Bingo division, culminating in a management buyout. Mr Wykes also served as Managing Director of Rank Group for four years (2005 to 2009). Mr Wykes is a highly experienced gaming industry executive. He contributes to the strong executive leadership of the business and heads up the transitional activities. Mr Wykes graduated from Nottingham Trent University in 1994 with a BA in Business Studies.

Resolution 10**Nigel Brewster, Independent Non-Executive Director**

Mr Brewster is an Independent Non-Executive Director and was appointed to the Board on 19 January 2017. Mr Brewster is an experienced finance and management executive who has held senior roles in private equity-backed companies in the leisure industry and holds a number of private company non-executive directorships. From November 2015 to April 2016, Mr Brewster was CFO of Parkdean Resorts Limited, where he oversaw the merger of Park Resorts and Parkdean Holidays, where he had previously served as CFO from April 2012. Mr Brewster's role included a £570 million senior debt raise and various aspects of post-merger integration. Mr Brewster previously served as CFO of ADP Dental Group and has held several senior roles at Gala Coral Group, one of Europe's largest integrated gaming businesses. The Board benefits from Mr Brewster's wide-ranging experience in accounting, auditing and financial reporting as well as his industry experience and this enables him to continue to contribute to the long-term sustainable success of the Company. Mr Brewster holds a Bachelor of Science and a Chartered Accountant qualification from the Institute of Chartered Accountants in England and Wales, having qualified with PricewaterhouseCoopers.

Resolution 11**Jim Ryan, Independent Non-Executive Director**

Mr Ryan is an Independent Non-Executive Director and was appointed to the Board on 5 September 2016. Mr Ryan is an experienced online gaming executive who is currently CEO of Pala Interactive LLC. He has also held a number of other roles within the online gaming sector, including Co-Chief Executive Officer of bwin.party digital entertainment plc, Chief Executive Officer at PartyGaming plc, St Minver Limited and Excapsa Software Limited, and Chief Financial Officer of Cryptologic Software Limited. Mr Ryan's continued contribution to the Company's strategy and long-term sustainable success comes from his extensive gaming industry experience, knowledge of gaming regulation, as well as an understanding of key investor issues.

Mr Ryan also currently sits on the boards of Gaming Realms plc and Fralis LLC and has served on the boards of several public and private companies.

Mr Ryan holds Chartered Accountant and Certified Professional Accountant qualifications from the Canadian Institute of Chartered Professionals and a degree in business from the Goodman School of Business at Brock University.

Explanatory Notes to resolutions continued

Resolution 12

Colin Sturgeon, Independent Non-Executive Director

Mr Sturgeon is a Senior Independent Director and was appointed to the Board on 19 January 2017. Mr Sturgeon has extensive experience leading and managing the origination and execution of corporate and government finance. In July 2005, he retired from RBC Capital Markets after more than 20 years of service, having held various roles in Europe. He was Deputy Chair, Royal Bank of Canada Europe Limited, and Chair of the European Banking and Trading Risk Management Committees. Mr Sturgeon's extensive business and management experience at executive and board level is beneficial to the Board, supporting the Company's strategy and long-term sustainable success with his key understanding of stakeholder needs and his experience in international organisations, strong leadership and strategic decision-making.

Mr Sturgeon has served on the boards of several other companies, including Krupaco Finance UK Limited, Channel Services Limited and RBC Pension Trustees Limited. He also acted as a senior adviser to the Financial Services Authority.

Resolution 13

Andria Vidler, Independent Non-Executive Director

Ms Vidler is an Independent Non-Executive Director and was appointed to the Board on 7 May 2018. Ms Vidler is currently CEO Tag EMEA, the global marketing-content production group which supports businesses by producing marketing assets that ignite brand ideas across all media and all channels. Ms Vidler has extensive public markets experience and was previously Chief Executive of Centaur Media PLC, the leading business information group. Appointed to this role in 2013, she oversaw its radical transformation from a publishing company to an insight-led business information group. Ms Vidler brings a wide-range of experience in managing business operations, client services and marketing across a number of industries, which enables her to robustly challenge the Group's strategy and support the long-term sustainable success of the Company.

Previously, Ms Vidler was Chief Executive of EMI, UK and Ireland, from 2009 to 2013, where she grew market share significantly by driving consumer focus and digital innovation. Prior to this, she held senior roles in marketing and commerce for Bauer Media, Capital Radio and the BBC.

Ms Vidler is a Council member for The Marketing Group of Great Britain, a member of Tech London Advocates, an advisory group of tech experts.

Ms Vidler completed her MBA in 2000 from the University of Bradford.

Resolution 14

Katie Vanneck-Smith, Independent Non-Executive Director

Ms Vanneck-Smith is an Independent Non-Executive Director and was appointed to the Board on 1 October 2019. Ms Vanneck-Smith is currently the co-founder and publisher of Tortoise Media, the slow-news start up, launched in January 2019. Ms Vanneck-Smith spent over 20 years in various senior executive roles at News Corp, where she gained significant digital and marketing experience while working for some of the largest UK and US national publications, including the Times and Wall Street Journal. Ms Vanneck-Smith was most recently President of Dow Jones, publisher of The Wall Street Journal. Ms Vanneck-Smith's acute knowledge and understanding of digital and marketing strengthens the Board's capacity for overseeing the strategic direction and development of the Group and enables her to contribute to the long-term sustainable success of the business.

Resolution 15 – Authority to make political donations

It is the Company's policy not to make donations to political parties or incur political expenditure and the Board does not intend to change that policy.

Part 14 of the Act requires companies to obtain shareholders' authority for donations to registered parties and other political organisations totalling more than £5,000 in any 12-month period and for any political expenditure, subject to limited exceptions.

The definition of donations and political expenditure in this context is very wide and extends to bodies such as those concerned with policy review and law reform, with the representation of the business community or sections of it. It can also include activities such as communicating with government at local, national and European level or funding seminars to which politicians are invited.

The Board considers that it would be prudent to avoid inadvertent infringement of the Act, to obtain authority in accordance with sections 366 and 367 of the Act for the Company and its subsidiaries to incur political expenditure or make political donations, as defined in section 365 of the Act, not exceeding £50,000 in aggregate during the period from the date of this year's AGM to the conclusion of the Company's next AGM, or 30 June 2021, whichever is earlier. This authority is being sought for prudence and will not be used to make political donations within the normal meaning of that expression.

Resolution 16 – New US Schedule to the Gamesys Group plc Share Incentive Plan

At the Company's Annual General Meeting on 13 June 2019, the Company's shareholders approved the establishment of the Gamesys Group plc Share Incentive Plan (the 'SIP'), and authorised the directors to adopt share plans based on the SIP to enable the grant of awards to employees outside of the UK, taking account of local tax, exchange control and securities laws issues in the relevant jurisdiction.

The Company proposes to establish the Gamesys Group plc International Share Incentive Plan (the "International SIP"), pursuant to such authority, under a Schedule to the SIP. Grants of awards under the International SIP to US tax-resident employees are intended to be made under a separate Schedule to the International SIP (the "US Schedule") so as to qualify for beneficial tax treatment as an "employee stock purchase plan" pursuant to section 423 of the United States Internal Revenue Code 1986 (as amended). One of the conditions for awards granted under the US Schedule to qualify for the intended beneficial tax treatment is that the establishment of the US Schedule, and specifically the maximum number of shares which may be the subject of awards pursuant to the US Schedule, be approved by the Company's shareholders. Another condition is that the Company's shareholders approve the corporations or class of corporations whose employees may be offered options under the US Schedule.

Notwithstanding that shareholders have previously approved the establishment of the International SIP, shareholder approval is now sought to approve the establishment of the US Schedule, and the specific limit for the US Schedule, being 10% of the shares in issue at the date of adoption of the US Schedule by the Company's remuneration committee, to satisfy the requirements of the relevant US legislation.

The SIP and the International SIP, including the US Schedule, operate within the overall 10% limit on using new issue and treasury shares which applies to the other share plans operated by the Company. The Company will manage its remaining capacity within this limit carefully and may use new issue shares, treasury shares and shares purchased in the market to satisfy awards.

The corporations or class of corporations whose employees may be offered options under the US Schedule will include Gamesys US LLC and such other "subsidiary corporations" (within the meaning of the US tax laws governing employee stock purchase plans) as may be designated in writing from time to time by the remuneration committee of the Company.

Resolution 17 – Authority to allot shares

Resolution 17 seeks shareholder approval to renew the Directors' authority to allot shares.

The Investment Association's share capital management guidelines on directors' authority to allot shares state that its members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to two-thirds of the Company's issued share capital. The guidelines provide that any routine authority to allot shares representing in excess of one-third of the Company's issued share capital should only be used to allot shares pursuant to a fully pre-emptive rights issue.

In accordance with these guidelines, the Board seeks the shareholders' authority to allot shares in the capital of the Company up to a maximum nominal amount of £7,171,906, representing approximately two-thirds of the Company's issued ordinary share capital (equivalent to 71,719,063 shares) as at 20 April 2020 (being the latest practicable date before publication of this Notice). Of this amount, £3,585,953 (representing approximately one-third of the Company's issued ordinary share capital and equivalent to 35,859,531 shares) can only be allotted pursuant to a rights issue.

It is the Company's policy to seek renewal of these authorities annually and the authorities sought under paragraphs (a) and (b) of resolution 17 will expire at the end of the Company's next AGM or, if earlier, 30 June 2021.

The Directors have no present intention to exercise this authority. However, the Directors consider it appropriate to maintain the flexibility that this authority provides to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

If passed, the authority granted pursuant to resolution 17 will exist in addition to the allotment authorities currently in existence relating to (i) the issue of shares up to an aggregate nominal amount of £336,615 pursuant to options granted by the Company (the 'Option Authority') and (ii) the issue of shares up to an aggregate nominal amount of £30,000 in connection to the acquisition of Gamesys (Holdings) Limited in 2019 (the 'Warrant Authority').

As at 20 April 2020 (being the latest practicable date before publication of this Notice), the Company does not hold any ordinary shares in the capital of the Company in treasury.

Resolutions 18 and 19 (special resolutions) – General and additional authority to disapply pre-emption rights

If the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to the shareholders, in proportion to their existing holdings. The Directors have no present intention to exercise this authority. However, the Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. This cannot be done under the Act unless the shareholders have first waived their pre-emption rights. The purpose of resolutions 18 and 19, which are each proposed as special resolutions, is to enable shareholders to waive their pre-emption rights.

Resolution 18 authorises the Directors to allot new shares, pursuant to the authority given by resolution 17, or to sell treasury shares for cash:

- (a) up to a nominal amount of £7,171,906 (representing approximately two-thirds of the Company's issued ordinary share capital and equivalent to 71,719,063 shares) to existing shareholders on a pre-emptive basis in connection with a rights issue. Where shares are to be issued in connection with an open offer, this amount is reduced to up to a nominal amount of £3,585,953 (representing approximately one-third of the Company's issued ordinary share capital and equivalent to 35,859,531 shares) and, in either case, both are subject to any limits, restrictions or arrangements, such as for fractional entitlements and overseas shareholders, as the Directors consider necessary or appropriate; and/or
- (b) otherwise up to a nominal value of £543,326, equivalent to approximately 5% of the total issued ordinary share capital of the Company as at 20 April 2020 (equivalent to 5,433,262 shares),

in each case without the shares first being offered to shareholders in proportion to their existing holdings.

Resolution 19 additionally authorises the Directors to allot new shares (or sell treasury shares) for cash, without the shares first being offered to existing shareholders in proportion to their existing holdings, in connection with the financing (or refinancing, if the authority is to be used within six months after the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment. The authority under resolution 19 is limited to a nominal value of £543,326, equivalent to approximately 5% of the nominal value of the ordinary share capital of the Company in issue on 20 April 2020 (equivalent to 5,433,262 shares).

Explanatory Notes to resolutions continued

The Directors intend to adhere to the provisions in the Pre-Emption Group's Statement of Principles, as updated in March 2015, and not to allot shares for cash on a non-pre-emptive basis pursuant to the authority in resolution 18 either in excess of an amount equal to:

- (a) 5% of the total issued ordinary share capital of the Company (excluding treasury shares); or
- (b) 7.5% of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling three-year period,

without prior consultation with shareholders. Adherence to the Pre-Emption Group's Statement of Principles would not preclude issuances under the authority sought under resolution 19.

Resolutions 18 and 19 comply with the Investment Association's share capital management guidelines and follow the resolution templates issued by the Pre-Emption Group in May 2016.

If passed, the authorities granted pursuant to resolutions 18 and 19 will exist in addition to the disapplication of pre-emption rights authorities currently in existence relating to the Option Authority.

If the resolutions are passed, the authorities will expire at the end of the Company's next AGM or, if earlier, 30 June 2021.

Resolution 20 (special resolution) – Authority to purchase own shares

Resolution 20 seeks shareholder approval to authorise the Company to make market purchases of its own shares for up to 10,866,525 shares, representing approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 20 April 2020 (being the latest practicable date before publication of this Notice). The resolution specifies the minimum and maximum prices at which such shares may be purchased under this authority.

No market purchases were made during the year ended 31 December 2019. The Directors have no present intention to exercise the authority sought by this resolution. The Company will only exercise this authority to purchase shares in the market after careful consideration by the Directors (taking into account market conditions, other investment opportunities, appropriate gearing levels and the overall financial position of the Company) and in circumstances where to do so would result in an increase in earnings per share and would be in the best interests of shareholders generally.

The Directors intend that any shares purchased in the market under this authority will be cancelled or held as treasury shares, which may then be cancelled, sold for cash or used to meet the Company's obligations under its share schemes. Whilst held in treasury, the shares are not entitled to receive any dividends and have no voting rights. The Directors believe that it is appropriate for the Company to have the option to hold its own shares in treasury and that doing so enables the Company to sell the shares quickly and cost effectively or use them to satisfy awards under the Company's employee share schemes and provides the Company with additional flexibility in the management of its capital base. The Directors will have regard to investor group guidelines which may be in force at the time of any such purchase, holding or re-sale of shares held in treasury. As at 20 April 2020, no shares were held in treasury by the Company.

If approved, this authority will expire at the end of the Company's next AGM or on 30 June 2021, whichever is sooner. The Directors intend to seek renewal of this authority at each AGM of the Company.

On 20 April 2020 (being the latest practicable date before publication of this Notice), the Company had 2,867,184 options outstanding over the Company's ordinary shares, representing approximately 2.6% of the Company's issued ordinary share capital. If the existing authority given at the Company's general meeting last year and the authority now being sought by this resolution were to be exercised in full, these options (assuming no further ordinary shares are issued after 20 April 2020) would represent approximately 2.4% of the Company's issued ordinary share capital at that date.

Resolution 21 (special resolution) – Calling a general meeting at short notice

Under the Companies Act 2006, all general meetings must be held on 21 clear days' notice unless the shareholders approve a shorter notice period, subject to a minimum of 14 clear days. AGMs must continue to be held on at least 21 clear days' notice. Resolution 21, proposed as a special resolution, seeks shareholder approval to call general meetings (other than an AGM) on 14 clear days' notice and it is equivalent to the authority granted to the Directors at last year's annual general meeting.

In order to allow for the shorter notice period, the Company will continue to make electronic voting available to all shareholders.

The shorter notice period would not be used as a matter of routine for general meetings, but only where flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole.

If approved, this authority will expire at the end of the Company's next AGM, when it is intended that a similar resolution will be proposed.

General information

Publication of audit concerns

Under section 527 of the Act, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstance connected with an 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. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 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 not 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.

Asking questions

Any shareholder will have the opportunity to ask questions in advance of the Meeting by emailing any questions to AGM2020@gamesysgroup.com. Responses to questions raised by shareholders will be published on the Company's website at www.gamesysgroup.com/investors/shareholder-information on 4 June 2020.

The Company must cause to be answered any such question relating to the business of the Meeting being dealt with at the AGM but no such answer needs to be given if (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

Electronic publication

A copy of this document, and other information required by section 311A of the Act, can be found at www.gamesysgroup.com/investors/shareholder-information.

Electronic addresses

Shareholders of the Company are advised that they may not use any electronic address provided in this document or any related documents (including the proxy form or voting instruction form) to communicate with the Company for any purpose other than those expressly stated.

Documents on display

The following documents will be available for inspection at the offices of the Company, 10 Piccadilly, London W1J 0DD, from 1 May 2020 until the time of the Meeting and at the Meeting venue for at least 15 minutes prior to the start of the Meeting until the end of the Meeting:

- copies of the letters of appointment of the Non-Executive Directors; and
- copies of the service contracts of the Executive Directors.

Total voting rights

As at 20 April 2020 (being the last practicable date prior to the publication of this document), the Company's issued share capital consisted of 108,665,248 ordinary shares, carrying one vote each.

There were no shares held in treasury. Therefore, the total voting rights in the Company as at 20 April 2020 are 108,665,248.

Voting information for shareholders

The following notes explain your general rights as a shareholder and your rights to attend and vote at the AGM or to appoint someone else to vote on your behalf. In light of the Stay at Home Measures which prohibit all non-essential travel and public gatherings of more than two people, shareholders should not attend the Company's 2020 AGM. Instead, you are strongly encouraged to appoint the Chair of the Meeting as your proxy as soon as possible and in any event by no later than 2:00 pm (UK time) on 1 June 2020. If you appoint someone other than the Chair of the Meeting as your proxy, it is likely that they will not be able to attend or vote at the Meeting because of the Stay at Home Measures. Any shareholders or proxies (other than the Chair of the Meeting) who attempt to attend the Meeting will be refused entry. Accordingly, while you may have the right to attend and vote at the Meeting in person, you will not be able to exercise those rights because of the government's Stay at Home Measures. In order to ensure your vote is counted, you must return your proxy to the Company not later than 2:00 pm (UK time) on 1 June 2020.

1. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this document. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Computershare in the UK. Computershare's contact details are located on page 14. Note that at this year's AGM, due to the Stay at Home Measures implemented by the government to combat the Coronavirus pandemic, shareholders and/or their proxies (other than the Chair of the Meeting) will not be able to attend the Meeting in person. Accordingly, shareholders will need to appoint a proxy who will be attending the Meeting to exercise their voting rights at the Meeting. If shareholders appoint the Chair of the Meeting as their proxy, this will ensure that their votes are cast in accordance with their wishes given that, in light of the restrictions on public gatherings, only one other person will be attending the Meeting in person in order to satisfy the quorum requirement for the Meeting.
2. To be valid, any proxy form or other instrument appointing the Chair of the Meeting as a proxy must be received by post or (during normal business hours only) by hand at Computershare Investor Services PLC of The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom. Completion and return of a proxy form will not prevent shareholders from attending and voting in person should they wish to do so. Alternatively, shareholders may lodge their votes electronically by visiting the website www.investorcentre.co.uk/eproxy (the on-screen instructions will detail how to complete the instruction process). You will be asked to enter the Control Number, the Shareholder Reference Number ('SRN') and PIN as provided on your proxy form and agree to certain terms and conditions. All proxy appointments must be received no later than 2:00 pm (UK time) on 1 June 2020. A proxy form lodged electronically will be invalid unless it is lodged at the electronic address specified in the proxy form (www.investorcentre.co.uk/eproxy). Any electronic communication sent by a shareholder to the Company or to the Registrar which is found to contain a computer virus will not be accepted. We strongly encourage you to submit your proxy form or other instrument appointing the Chair of the Meeting as proxy electronically in the event that: (i) there are any delays in or suspension of the postal service or (ii) The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom is closed as a result of Coronavirus.
3. The return of a completed proxy form or any CREST Proxy Instruction (as described in paragraph 10 below) will not prevent a shareholder from attending the Meeting and voting in person should the situation change and the restrictions on non-essential travel and public gatherings be lifted if he/she wishes to do so.
4. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same shares.
5. Any person to whom this document is sent who is a person nominated under section 146 of the Act to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. However, in light of the restrictions on non-essential travel and public gatherings, Nominated Persons and any person appointed as a proxy (other than the Chair of the Meeting) will not be admitted to the Meeting.

6. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
7. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6:30 pm (UK time) on 1 June 2020 (or, in the event of any adjournment, on the date which is two days (excluding any part of a day that is not a working day) before the time of the adjourned Meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting. Note that the restrictions on non-essential travel and public gatherings mean that shareholders, proxies and others will not be able to attend the Meeting in person.
8. 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 the joint holding (the first-named being the most senior).
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com). 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.
10. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by 2:00 pm (UK time) on 1 June 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
11. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited 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, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
12. 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.
13. All exchangeable shares in The Intertain Group Limited were redeemed on 13 January 2020 in exchange for the right to receive ordinary shares of the Company as part of the early redemption of exchangeable shares by The Intertain Group Limited. Certain former holders of exchangeable shares in The Intertain Group Limited have not yet been entered in the register of members of the Company but will nevertheless receive a proxy form and be able to vote at the AGM as they are able to exercise certain rights attached to the Company's ordinary shares in an attorney capacity (pursuant to the power of attorney given to such persons by Intertain JerseyCo Ltd), including the right to vote the relevant number of shares and attend the AGM. Such persons should follow the instructions set out on their proxy form in order to exercise their right to vote at the AGM.

Shareholder queries

Holders of ordinary shares in Gamesys Group plc please contact:

Phone: Shareholder helpline +44 (0370) 889 4098

Online: webqueries@computershare.co.uk

Post: Computershare Investor Services PLC, The Pavilions,
Bridgwater Road, Bristol BS99 6ZY, United Kingdom

Schedule A

Proxy solicitation

Revocability of proxy

A shareholder who has submitted a proxy may revoke it prior to the exercise thereof by any of the following means:

- delivering by mail or by hand to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom, a revocation that is received at any time up to the deadline for receiving proxies (being 2:00 pm (UK time) on 11 June 2020);
- in the case of a proxy appointment or instruction made via CREST, amending the instruction given to a previously appointed proxy, to the issuer's agent (ID 3RA50) by 2:00 pm (UK time) on 11 June 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST;
- attending the AGM and voting in person (only if you are a registered shareholder of the Company as of 1 June 2020 at 6:30 pm (UK time), or, in the event of any adjournment, on the date which is two days (excluding any part of the day that is not a working day) before the time of the adjourned meeting). Note that at this year's AGM, due to the Stay at Home Measures implemented by the government, shareholders and/or their proxies (other than the Chair of the Meeting) will not be able to attend the Meeting in person; or
- signing the enclosed proxy or any other proper form of proxy, bearing a later date and depositing it in the manner and within the time described in the Notice.

Persons making the solicitation

This Notice is furnished in connection with the solicitation of proxies by the Company's management for use at the AGM and at any adjournment or postponement thereof. The solicitation of proxies will be done primarily by mail, and may be supplemented by telephone or other means of contact, and all of the costs associated with such solicitations to registered shareholders will be paid by the Company.

Eligibility to vote

To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6:30 pm (UK time) on 1 June 2020 (the 'Voting Record Date') (or, in the event of any adjournment, on the date which is two days (excluding any part of a day that is not a working day) before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting. The record date for determining the shareholders entitled to receive notice of the AGM or any adjournment or postponement thereof was the close of business (UK time) on 20 April 2020.

The Company will cause the Company's Registrar to make a list of all persons who are registered shareholders on the Voting Record Date and the number of ordinary shares registered in the name of each holder on that date. Each shareholder is entitled to one vote on each matter to be acted on by a shareholder at the AGM for each ordinary share registered in its name as it appears on the list.

Notes



Registered and Corporate office

10 Piccadilly
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W1J 0DD
+44 (0)20 7478 8100

www.gamesysgroup.com