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If you have sold or otherwise transferred all of your ordinary shares in the Company, please send this document and your proxy form as soon as possible 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. If you have sold or otherwise transferred some (but not all) of your ordinary shares in the Company, please retain these documents and consult the stockbroker or other agent through whom the sale or transfer was effected.

GAMES WORKSHOP GROUP PLC

(Registered in England and Wales with company number 02670969)

Notice of Annual General Meeting

Proposed Related Party Transactions

This document should be read as a whole. Your attention is drawn to the letter from the Senior Independent Director of the Company set out on page 2 of this document, which contains the recommendation by the Directors of the Company to shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting ("**AGM**").

Notice of the AGM (the "AGM Notice"), which will take place at Willow Road, Lenton, Nottingham, NG7 2WS on 20 September 2023 at 10.00 a.m., is set out on page 9 of this document.

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Part I

Letter from the Senior Independent Director

GAMES WORKSHOP GROUP PLC

(Registered in England and Wales with company number 02670969)

Directors:

John Brewis (Non-Executive Chair)
Kevin Rountree (Chief Executive Officer)
Rachel Tongue (Chief Financial Officer)
Karen (Kate) Marsh (Non-Executive Director)
Randal Casson (Non-Executive Director)
Mark Lam (Non-Executive Director)

Registered office:

Willow Road
Lenton
Nottingham
Nottinghamshire
NG7 2WS

25 July 2023

Dear Shareholder

Notice of Annual General Meeting and Proposed Related Party Transactions

I am pleased to send you notice convening the Annual General Meeting of Games Workshop Group PLC (the "**Company**"). The meeting will be held at Willow Road, Lenton, Nottingham, NG7 2WS, at 10.00 am on 20 September 2023. As you will see from the formal notice of meeting which follows this letter, there are a number of items of business to be considered and the purpose of each resolution to be proposed is set out below.

Summary of the resolutions to be proposed at the AGM

Resolution 1 - Financial statements

This is a standard resolution common to all annual general meetings, whereby members will be asked to receive the Company's annual financial statements for the 52 weeks ended 28 May 2023 together with the relevant reports thereon.

Resolutions 2 to 7 - Election and re-election of directors

The following directors will stand for election or re-election in accordance with the UK Corporate Governance Code and the Company's articles of association:

- K D Rountree
- R F Tongue
- J R A Brewis
- K E Marsh
- R L Casson
- M Lam

Each of the above directors (the "**Directors**") has indicated their willingness to offer themselves for re-election. The board of Directors (the "**Board**"), having considered the mix of skills, knowledge and experience of the Directors confirms that each Director continues to perform their duties effectively, showing integrity and high ethical standards whilst maintaining sound, independent judgement in respect of all decisions taken at Board level.

Biographical details for each of the Directors can be found on pages 16 and 17 of the 2023 annual report.

Resolutions 8 and 9 - Re-appointment of auditors and auditors' remuneration

The Company is required to appoint an auditor at each meeting at which financial statements are presented and KPMG LLP have indicated their willingness to continue in office. Accordingly, resolutions 8 and 9, subject to the approval of the shareholders of the Company, re-appoints KPMG LLP as auditors of the Company and authorises the directors to determine the remuneration of the auditors.

Resolution 10 - Directors' remuneration

Shareholders will be requested to approve the directors' remuneration report (excluding the directors' remuneration policy) for the financial period ended 28 May 2023.

Resolution 11 - Directors' power to allot relevant securities

Generally, the Directors may only allot shares in the Company (or grant rights to subscribe for, or to convert any security into, shares in the Company) if they have been authorised to do so by shareholders.

If passed, resolution 11 will authorise the Directors to allot ordinary shares in the Company (and to grant rights to subscribe for, or to convert any security into, ordinary shares in the Company) (i) up to an aggregate nominal amount equal to £548,566 (representing 10,971,320 ordinary shares) as reduced by allotment or grant of rights under paragraph (b) of the resolution in excess of this amount. This amount (before any reduction) represents approximately one-third of the Company's ordinary share capital (excluding treasury shares) as at 21 July 2023, being the latest practicable date before publication of the notice; and (ii) comprising equity securities in connection with a fully pre-emptive offer only, up to a nominal amount equal to £1,097,133 (representing 21,942,660 of ordinary shares) as reduced by any allotment or grant of rights under paragraph (a) of the resolution. This amount represents approximately two-thirds of the Company's ordinary share capital (excluding treasury shares) as at 21 July 2023, the latest practicable date before publication of this notice.

If granted, this authority will expire at the conclusion of the Company's next annual general meeting or 15 months from the passing of the resolution (whichever is earlier). It is the Directors' intention to renew the allotment authority each year.

The Directors have no current intention to exercise either of the authorities sought under resolution 11. However, the Directors consider that it is in the best interests of the Company to have the authorities available so that they have the maximum flexibility permitted by institutional shareholder guidelines to allot shares or grant rights without the need for a general meeting should they determine that it is appropriate to do so to respond to market developments or to take advantage of business opportunities as they arise.

This resolution complies with the Investment Association Share Capital Management Guidelines issued in February 2023 (the "Investment Association Guidelines").

Resolutions 12 and 13 - Disapplication of pre-emption rights on equity issues for cash

If the Directors wish to allot new shares and other equity securities, or to sell treasury shares for cash (other than in connection with an employee share scheme), company law requires that these shares or securities are offered first to shareholders in proportion to their existing holdings (known as pre-emption rights). These pre-emption rights can be modified and/or disapplied, in line with investor recommendations, to give the Directors greater flexibility in raising capital for the Company. The authorities set out in resolutions 12 and 13 are consistent with the Pre-Emption Group's Statement of Principles and follow the same format as its template resolutions which were updated in November 2022 and which are supported generally by representatives of share owners and investment managers, including the Pensions and Lifetime Savings Association and the Investment Association (the 'Pre-Emption Principles').

The Pre-Emption Principles allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include an authority up to 10% of a company's issued share capital for use on an unrestricted basis, and an additional authority up to a further 10% of a company's issued share capital for use in connection with an acquisition or specified capital investment announced contemporaneously with the issue, or that has taken place in the twelve-month period preceding the announcement of the issue. In both cases, an additional authority of up to 2% may be sought for the purposes of making a follow-on offer and this is intended to help smaller existing and retail investors to participate in equity issues.

Resolution 12 seeks shareholder approval to allot a limited number of shares or other equity securities, or to sell treasury shares, for cash on a pre-emptive basis but subject to such exclusions or arrangements as the Directors may deem appropriate to deal with certain legal, regulatory or practical difficulties. Accordingly, in line with the Pre-Emption Principles, the purpose of resolution 12 is to empower the Directors to allot new shares and other equity securities pursuant to the allotment authority given by resolution 11, or to sell treasury shares, for cash up to a nominal value of £164,569 equivalent to approximately 10% of the total issued share capital of the Company (excluding treasury shares) as at 21 July 2023, without the shares first being offered to existing shareholders in proportion to their existing holdings and without restriction as to the use of the proceeds of those allotments. Resolution 12 also provides the flexibility for the Directors to issue equity securities or sell treasury shares for cash in a follow-on offer up to a further nominal value of £32,913, equivalent to approximately 2% of the total issued share capital of the Company as at 21 July 2023.

The Pre-Emption Principles also support a limited annual disapplication of pre-emption rights in connection with an acquisition or specified capital investment (meaning one or more specific capital investment related uses for the proceeds of an issue of equity securities, in respect of which sufficient information regarding the effect of the transaction on the Company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return). Accordingly, and also in line with the template resolutions published by the Pre-Emption Group in November 2022, the purpose of resolution 13 is to empower the Directors to allot new shares and other equity securities pursuant to the allotment authority given by resolution 11, or to sell treasury shares for cash up to a further nominal amount of £164,569 equivalent to approximately 10% of the total issued share capital of the Company as at 21 July 2023, only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding twelve-month period and is disclosed in the announcement of the issue. Resolution 13 also provides the flexibility for the Directors to issue equity securities or sell treasury shares for cash in a follow-on offer up to a further nominal value of £32,913, equivalent to approximately 2% of the total issued share capital of the Company as at 21 July 2023.

The Board has no current intention of exercising the powers in resolutions 12 and 13 but considers them to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions.

The Directors confirm that they intend to follow the shareholder protections set out in Section 2B of the Pre-Emption Group's Statement of Principles and, for any follow-on offer made, the expected features set out in paragraph 3 of Section 2B of the Pre-Emption Group's Statement of Principles.

Resolutions 12 and 13 are conditional upon the passing of resolution 11. No other resolutions are inter-conditional. In the event that resolution 11 is not passed by the requisite majority, then the Company will not have an existing authority to issue new Ordinary Shares, nor to do so for cash free of pre-emption rights. Accordingly, should the Company in future wish to issue new Ordinary Shares for any reason requiring an authority under section 551 of the Act (and to do so for cash pursuant to section 570 of the Act), then it would be required to request specific authority to do so from shareholders at a later date.

Resolution 14 - Market purchase of own shares

A company may only purchase its own shares by either an off-market purchase, in pursuance of a contract approved in advance in accordance with section 694 of the Act or by a market purchase, authorised in accordance with section 701 of the Act. A 'market purchase' is one made through a 'recognised investment exchange'. Although the Act only requires an ordinary resolution, LR 12.4.7 of the Listing Rules requires the resolution to be passed as a special resolution (the Investment Association Guidelines also recommend that the resolution should be passed as a special resolution). Resolution 14 authorises market purchases of the Company's own shares to be made but only within the limitations specified. In accordance with Investment Association Guidelines the maximum number of shares purchased under this authority must not exceed 3,291,399 ordinary shares (representing 10 per

cent. of the Company's issued ordinary shares (disregarding any shares held in treasury) as at 21 July 2023). The resolution also states the minimum price which may be paid (being the nominal value of 5p per ordinary share) and the maximum price being the higher of: (i) an amount equal to 105 per cent of the average market value of an ordinary share in the Company for the five business days prior to the day on which the purchase is made; and (ii) the value of an ordinary share calculated on the basis of the higher of the price quoted for: (a) the last independent trade of; and (b) the highest current independent bid for, any number of the Company's ordinary shares on the trading venue where the purchase is carried out.

As recommended by the Investment Association Guidelines, the Company renews this authority on an annual basis at each annual general meeting.

The Directors have no current intention of exercising this authority to purchase the Company's ordinary shares. As recommended by the Investment Association Guidelines, the Company will only exercise this authority to make such a purchase in the market if the directors consider it is in the best interests of the shareholders generally to do so and only if they considered the effect would be an increase in earnings per share.

The Company is permitted to hold shares it has purchased in treasury, as an alternative to cancelling them. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy options exercised under any of the Company's share schemes. Whilst held in treasury, the shares are not entitled to receive any dividend or dividend equivalent (apart from any issue of bonus shares) and have no voting rights. The Directors believe it is appropriate for the Company to have the option to hold its own shares in treasury if, at a future date, the directors exercise this authority. 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.

If granted, this authority will expire at the conclusion of the Company's next annual general meeting or 15 months after the passing of the resolution (whichever is earlier). It is the directors' intention to renew this authority each year.

Resolution 15 - dividend ratification and release of claims

The Directors have become aware of a technical issue with regard to the interim dividend of 45 pence per ordinary share paid by the Company to shareholders on 25 November 2022 (the "**Interim Dividend**").

When the Company paid the Interim Dividend, the Company had sufficient distributable profits to do so and had prepared interim accounts showing the same. However, those interim accounts were not filed at Companies House prior to the payment of the dividend. As a result, the Interim Dividend was paid in technical contravention of the Companies Act 2006 (the "**Act**"). The interim accounts were subsequently filed on 16th January 2023. The Interim Dividend amounts to an unlawful dividend by the Company only to the extent that it exceeded the amount of distributable reserves available to pay the Interim Dividend shown in the prior audited accounts, being approximately £700,000.

As a result of what is a minor technical breach, it is understood that the Company may have potential claims against shareholders who were recipients of the dividend and against its directors for declaring the dividend. The Company has no intention of bringing these claims.

This matter can be remedied by the shareholders passing a resolution which puts shareholders and Directors into the position which they were intended to be. Accordingly, in addition to the normal business of the AGM, shareholders are being asked to vote on resolution 15 (the "**Dividend Rectification Resolution**"), which is proposed as a special resolution, and which will ratify the appropriation of profits to the payment of the Interim Dividend, waive any rights of the Company against the shareholders who received the Interim Dividend and against the current Directors and those persons who were directors of the Company at the time of the declaration and making of the Interim Dividend, and to approve the Company entering into deeds of release in favour of such shareholders (the "**Shareholders' Deed of Release**") and such directors (the "**Directors' Deed of Release**") (together, the "**Deeds of Release**").

By entering into the Deeds of Release, the Company shall: (i) release those shareholders who received the Interim Dividend from any liability to repay any amounts received; and (ii) release the current Directors (and those persons who were directors at the time of declaring and making the Interim Dividend) from any right the Company may have to pursue them in respect of that decision, in each case up to the total value of the Interim Dividend. The material terms of the Deeds of Release are summarised in paragraph 6.2 of Part II of this document and copies of the deeds themselves will be available for inspection as set out in paragraph 11 of Part II of this document.

The entry by the Company into the Directors' Deed of Release constitutes a related party transaction (as defined in the Listing Rules) as the current Directors and those persons who were directors at the time of declaring and making the Interim Dividend (being persons who are, or were within the last 12 months, directors of the Company and whose names are detailed in paragraph 2.1 of Part II of this document) are considered related parties under the Listing Rules and each of them is a beneficiary of the deed. In addition, the entry by the Company into the Shareholders' Deed of Release constitutes a related party transaction (as defined in the Listing Rules) as the Substantial Shareholder who received the Interim Dividend (being a person who is (or was within the 12 months before the date of the transaction or arrangement) entitled to exercise (or to control the exercise of) 10% or more of the votes able to be cast on all (or substantially all) matters at general meetings) and whose name is detailed in paragraph 2.2 of Part II of this document) is also considered a related party under the Listing Rules and is a beneficiary of the deed.

Therefore, the Dividend Rectification Resolution will seek the specific approval of the Company's shareholders for the entry into the Directors' Deed of Release as a related party transaction and the Shareholders' Deed of Release as a related party transaction, because each is an arrangement and/or a transaction with a related party or related parties as described above, in accordance with the requirements of the Listing Rules.

The approach that the Company is proposing is in line with the approach taken by other UK-incorporated listed companies which have discovered past dividends were made otherwise in strict accordance with the Act. Since discovering the issues with the Interim Dividend, the Board, Audit Committee and finance teams have implemented a revised set of procedures which the Company will

follow for all future dividend payments to ensure that all technical requirements of the Act are met. This includes following a specific checklist which the Company has prepared with the benefit of legal advice.

Action to be taken

You can vote in respect of your shareholding by attending the meeting or by appointing one or more proxies to attend the meeting and vote on your behalf.

Proxies may be appointed by either:

- completing and returning your proxy form; or
- using the CREST electronic proxy appointment service (for CREST members only); or
- by visiting www.sharevote.co.uk. Shareholders will need their Voting ID, Task ID and Shareholder Reference Number (this is the series of numbers printed under their name on the proxy form). Alternatively, if a shareholder has already registered with Equiniti Limited's online portfolio service, Shareview, they can submit a proxy form at www.shareview.co.uk. Full instructions are given on both websites; or
- if you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by Equiniti Limited. For further information regarding Proxymity, please go to www.proxymity.io.

In any case, the notice of appointment of a proxy should reach the Company's registrar, Equiniti Limited, by no later than 10.00 a.m. on 18 September 2023 (or if the meeting is adjourned, no later than 48 hours before the meeting). Please refer to the Notes to the Notice of Meeting and your proxy form for detailed instructions.

Recommendations

In respect of all resolutions other than the Dividend Rectification Resolution

It is the Board's opinion that (other than in respect of the Dividend Rectification Resolution) all of the other proposals to be considered at the Annual General Meeting are in the best interests of the Company's shareholders as a whole. The Board therefore unanimously recommends that (other in respect of the Dividend Rectification Resolution) you vote in favour of such resolutions as the members of the Board intend to do so in respect of their own beneficial holdings.

In respect of the Dividend Rectification Resolution

Given the interests of the Board in the Dividend Rectification Resolution, and as required by the Listing Rules, the Board are unable to take part in the consideration of the matters dealt with by the Dividend Rectification Resolution and therefore cannot recommend that shareholders vote in favour of the Dividend Rectification Resolution but do recommend that shareholders vote on it.

However, it is the Board's opinion that, having been advised accordingly by Peel Hunt in its capacity as the Company's sponsor, that: (i) the waiver of claims against the Relevant Directors and shareholders pursuant to the Dividend Rectification Resolution; and (ii) the entry into the Deeds of Release, are fair and reasonable so far as the Company's shareholders are concerned.

As none of the Board are deemed to be independent for the purposes of the Dividend Rectification Resolution, the Relevant Directors are precluded, and have undertaken to abstain, from voting on the Dividend Rectification Resolution. The Relevant Directors have also undertaken to take all reasonable steps to ensure that their associates (as defined in the Listing Rules) abstain from voting.

In accordance with the Listing Rules, the other related party (being the Substantial Shareholder identified in paragraph 2.2 of Part II of this document) will not vote on the Dividend Rectification Resolution and has undertaken to take all reasonable steps to ensure that its associates (as defined in the Listing Rules) will not vote on the Dividend Rectification Resolution at the meeting.

Importance of your vote

Shareholders are reminded that if any of the resolutions are not passed by the requisite majority, the Company will not have the necessary approvals in place to effect the matter set out in such resolution. In particular, if the Dividend Rectification Resolution is not passed, the risk remains that the Company may continue to have claims against the Directors and those shareholders who received the Interim Dividend. The Company does not have any intention of ever bringing such a claim. The entry into the Deeds of Release will have no impact on the financial condition of the Company, as such this risk is immaterial. However, the Company would like to put its Directors and shareholders in the position they were always intended to be.

On behalf of the Board, thank you for your continued support of the Company.

Yours sincerely

Mark Lam
Senior Independent Director

Part II Additional information

1. The Company

- 1.1 The Company's legal and commercial name is Games Workshop Group PLC.
- 1.2 The Company was incorporated and registered in England and Wales on 9 December 1991 with registered number 02670969 as a private limited company under the name Games Workshop Group Limited. On 8 September 1994, the Company was re-registered as a public limited company under the Companies Act 1985 and changed its name to Games Workshop Group PLC.
- 1.3 The principal legislation under which the Company operates is the Act and the laws of England and Wales.
- 1.4 The Company's registered office and place of domicile is at Willow Road, Lenton, Nottingham, Nottinghamshire, NG7 2WS (tel. +44 (0) 115 900 4000).
- 1.5 The Company's website is <http://investor.games-workshop.com>. The information contained in the Company's website does not form part of this document, save to the extent that such information has been expressly incorporated by reference into this document.

2. Related party disclosures

- 2.1 Each of Kevin Rountree, Rachel Tongue, John Brewis, Randal Casson, Mark Lam, and Karen (Kate) Marsh, are beneficiaries of the Directors' Deed of Release and are related parties for the purposes of the Listing Rules (LR 11.1.4 R) as they are the current directors of the Company. Elaine O'Donnell was also a director of the Company at the time of the declaration and payment of the Interim Dividend (being 12 months before the date of the transaction or arrangement) and as such is also a related party for the purposes of the Listing Rules. The Directors in addition to Elaine O'Donnell are the "Relevant Directors".
- 2.2 Baillie Gifford (the "Substantial Shareholder") is a beneficiary of the Shareholders' Deed of Release and is a related party for the purposes of the Listing Rules (LR 11.1.4 R) as it received the Interim Dividend and is (or was within the 12 months before the date of the transaction or arrangement) a Substantial Shareholder of the Company (as defined in the Listing Rules, being broadly persons who are entitled to exercise (or to control the exercise of) 10% or more of the votes able to be cast on all (or substantially all) matters at general meetings).
- 2.3 Save as set out in this document, the Company has not entered into any other related party transactions with the Relevant Directors or Substantial Shareholder.

3. Interests in Ordinary Shares

- 3.1 The interests of the Relevant Directors referred to in paragraph 2.1 above in the Ordinary Shares in the capital of the Company as at 21st July 2023 (being the latest practicable date before the date of this document), are as follows:

| Name | Number of Ordinary Shares | Percentage of issued share capital |
|--------------------|---------------------------|------------------------------------|
| Kevin Rountree | 12,499 | 0.04 |
| Rachel Tongue | 9,561 | 0.03 |
| John Brewis | 213 | 0.00 |
| Randal Casson | - | - |
| Mark Lam | - | - |
| Karen (Kate) Marsh | 378 | 0.00 |
| Elaine O'Donnell | 5,800* | 0.02 |

*3,193 of these shares are owned by family members of Elaine O'Donnell

- 3.2 In addition to the above, share options granted to the Directors under the Sharesave Scheme as at 21st July 2023 (being the latest practicable date before the date of this document) are as follows:

| Name | Number of options as at 21 July 2023 | Commencement | Expiry | Exercise price |
|--------------|--------------------------------------|--------------|----------|----------------|
| K D Rountree | 252 | Nov 2023 | Apr 2024 | £71.4627 |
| R F Tongue | 252 | Nov 2023 | Apr 2024 | £71.4627 |

The options above were granted under the Games Workshop Group PLC 2015 Sharesave Scheme which grants options at a 20% discount on the market price at grant. Participants save a fixed amount monthly for three years in order to fund the exercise of the option. At exercise an individual may choose to exercise their option or have their savings repaid to them. This scheme is open to all eligible employees and directors who satisfy a service qualification of at least three months. There are no performance targets associated with these options. No other Directors have been granted share options in the shares of the Company.

- 3.3 Other than the above, the Relevant Directors do not have any other rights, interests or options over the share capital of the Company.

4. Service Contracts and Letters of Appointment

- 4.1 Each of the Executive Directors of the Company, being Kevin Rountree and Rachel Tongue has entered into a service contract with the Company dated 25 February 2009 and 25 March 2015 respectively. Each service contract can be terminated on 12 months' written notice by either party and the Company's Remuneration Committee has the discretion to make a payment in lieu of notice, which would consist of one year's base salary only.

- 4.2 Each of the Non-Executive Directors of the Company, being John Brewis, Randal Casson, Mark Lam and Karen (Kate) Marsh, has been engaged pursuant to letters of appointment dated 6 December 2022, 16 June 2023, 11 April 2023 and 14 September 2022 respectively. Each appointment can be terminated on 6 months' written notice by either party. The Company's Remuneration Committee has the discretion to make a payment in lieu of notice.
- 4.3 Other than as disclosed in this paragraph 4, none of the Directors' service contracts or letters of appointment provide for any benefits upon termination of employment or service.
- 4.4 In the last full financial year of the Company (ending 28 May 2023), the Directors were granted the following remuneration (including contingent or deferred compensation) and benefits in kind by the Company and its subsidiaries for services in all capacities to the Company and its subsidiaries:

| Name | Salary/fees | Pension related benefits | Total fixed pay | Exceptional Bonus Award | Total variable pay | Total |
|-------------------|-------------|--------------------------|-----------------|-------------------------|--------------------|-------|
| | £000 | £000 | £000 | £000 | £000 | £000 |
| Kevin Rountree | 715 | 5 | 720 | 675 | 675 | 1,395 |
| Rachel Tongue | 478 | 5 | 483 | 450 | 450 | 933 |
| Elaine O'Donnell* | 84 | - | 84 | - | - | 84 |
| John Brewis | 96 | - | 96 | - | - | 96 |
| Kate Marsh | 54 | - | 54 | - | - | 54 |
| Randal Casson** | 49 | - | 49 | - | - | 49 |
| Mark Lam *** | 8 | - | 8 | - | - | 8 |
| Total | 1,483 | 10 | 1,493 | 1,125 | 1,125 | 2,618 |

*Elaine O'Donnell stepped down from the board on 31 December 2022

**Randal Casson was appointed to the board on 1 July 2022

***Mark Lam was appointed to the board on 11 April 2023

The figures in the single figure tables above are derived as follows:

Salary/fees - the amount of salary/fees received in the year including any additional salary due in excess of the pension tapering limits.

Pension related benefits - the cash value of pension contributions received by the executive directors. This includes the Company's contribution into the group personal pension scheme.

Exceptional Bonus Award - 67% of the maximum potential award of 150% of salary was accrued in relation to performance in 2022/23.

No taxable benefits, payments for loss of office or sharesave option benefits were paid during 2022/23.

5. Major shareholders

In so far as is known to the Company, as at the date of this document, other than a member of the Company's administrative, management or supervisory bodies, the following persons were interested, directly or indirectly, in three per cent. or more of the voting rights attaching to the Ordinary Shares:

| Name | Number of Ordinary Shares | Percentage of issued share capital |
|--------------------------------|---------------------------|------------------------------------|
| Baillie Gifford | 4,196,784 | 12.8 |
| BlackRock | 2,225,114 | 6.8 |
| Schroder Investment Management | 1,646,014 | 5.0 |
| Vanguard Group | 1,547,368 | 4.7 |
| abrdn | 1,354,641 | 4.1 |
| Capital Group | 1,037,079 | 3.1 |

6. Material contracts

- 6.1 Other than in respect of the Deeds of Release, there are no material contracts to which the Company or any member of the Company's Group (being the Company and its subsidiaries and subsidiary undertakings (in each case as defined in the Act)) is a party which contain information that shareholders of the Company would reasonably require to make a properly informed assessment of how to vote.
- 6.2 The Deeds of Release contain provisions which will, when entered into and subject to the passing of the Dividend Rectification Resolution, have the following effect:
- Shareholders' Deed of Release: the Company shall unconditionally and irrevocably waive and release each shareholder who received the Interim Dividend (or, as the case may be, their personal representatives and their successors in title if they are deceased and/or the successors in title or assignees for corporate shareholders (as appropriate)) from any liability that such person has or may have to the Company and all claims and demands the Company has or may have against each of them in connection with the receipt by them in whole or in part of the Interim Dividend, in all such cases up to the aggregate amount of the Interim Dividend, being approximately £14.8 million;
 - Directors' Deed of Release: the Company shall unconditionally and irrevocably waive and release each Relevant Director (or their personal representatives and their successors in title (as appropriate) of his or her estate if any such director is deceased) from any liability that any of them has or may have to the Company and all claims and demands the Company has or may have against each of them in connection with the same, including (but not limited to) any derivative action from or on behalf of shareholders of the Company, in connection with the making

and payment of all or part of the Interim Dividend, in all such cases up to the aggregate amount of the Interim Dividend, being approximately £14.8 million.

The Deeds of Release shall be governed by the laws of England and Wales.

7. Significant change

There has been no significant change in the financial position of the Group since 28 May 2023, being the end of the last financial period for which audited financial statements have been published.

8. Consent

Peel Hunt has given and has not withdrawn its written consent to the inclusion in this document of the references to its name and to the inclusion of its advice in relation to the related party transactions in the form and context in which they are included

9. Tax position of UK shareholders

9.1 It is the Company's expectation that the tax position of UK shareholders should not be impacted by any procedural irregularity in relation to the Interim Dividend, therefore, the Company does not expect the passing of the Dividend Rectification Resolution to have an effect on the UK tax position of such persons.

9.2 **If any UK tax resident shareholder has any doubts about his or her tax position, he or she should consult with an independent professional adviser.**

10. Tax position of non-UK shareholders

10.1 It is also the Company's expectation that the tax position of non-UK shareholders should not be impacted by any procedural irregularity in relation to the Interim Dividend, therefore, the Company does not expect the passing of the Dividend Rectification Resolution to have an effect on the non-UK tax position of such persons.

10.2 **If any non-UK tax resident shareholder has any doubts about his or her tax position, he or she should consult with an independent professional adviser.**

11. Documents available for inspection

In addition to this document, the following documents will be available for inspection on the Company's website at <http://investor.games-workshop.com> and, during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays), at the Company's registered office at Willow Road, Lenton, Nottingham, Nottinghamshire, NG7 2WS, from the date of this document up to and including the date of the Annual General Meeting:

- (a) the Company's articles of association;
- (b) the Shareholders' Deed of Release;
- (c) the Directors' Deed of Release; and
- (d) the written consent referred to in paragraph 8 of this Part II of this document.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Games Workshop Group PLC (the 'Company') will be held at Willow Road, Lenton, Nottingham, NG7 2WS, at 10.00 am on 20 September 2023 for the following purposes:

Ordinary business

As ordinary business to consider and, if thought fit, to pass the following resolutions 1 to 10 as ordinary resolutions:

Resolution 1

To receive the Company's annual financial statements for the 52 weeks ended 28 May 2023 together with the directors' report, the remuneration report and the independent auditors' report on those financial statements, the auditable part of the remuneration report and the directors' report.

Resolution 2

To re-elect K D Rountree as a director.

Resolution 3

To re-elect R F Tongue as a director.

Resolution 4

To re-elect J R A Brewis as a director.

Resolution 5

To re-elect K E Marsh as a director.

Resolution 6

To re-elect R L Casson as a director.

Resolution 7

To elect M Lam as a director.

Resolution 8

To re-appoint KPMG LLP as independent auditors to hold office until the conclusion of the next general meeting at which financial statements are laid by the Company.

Resolution 9

To authorise the directors to fix the auditors' remuneration.

Resolution 10

To approve the remuneration report (excluding the directors' remuneration policy set out on pages 37 to 38 of the Annual Report) for the 52 weeks ended 28 May 2023.

Special business

To consider and, if thought fit, pass the following resolutions, of which resolution 11 will be proposed as an ordinary resolution and resolutions 12, 13, 14 and 15 will be proposed as special resolutions.

Resolution 11

That, in accordance with section 551 of the Companies Act 2006 (the "Act"), the directors of the Company (the "Directors" or the "Board") be generally and unconditionally authorised 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 £548,566 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (b) below in excess of such sum); and
- (b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £1,097,133 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (a) above) in connection with a fully pre-emptive offer:
 - (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange.

The authorities conferred on the Directors under paragraphs (a) and (b) shall, unless renewed, varied or revoked by the Company, expire on 19 December 2024 or, if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares or grant rights to subscribe for or convert securities into shares but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

Resolution 12

That, if resolution 11 is passed, the Board be authorised to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited:

- (a) allotments for rights issues and other pre-emptive issues;
- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £164,569; and
- (c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 19 December 2024 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 13

That, if resolution 11 is passed, the Board be authorised in addition to any authority granted under resolution 12 to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £164,569, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and
- (b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 19 December 2024 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired

Resolution 14

That the Company be and is hereby granted general and unconditional authority for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 5p each in the capital of the Company ('ordinary shares') on such terms and in such manner as the directors may from time to time determine provided that:

- (a) the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company or on 19 December 2024 whichever is the earlier;
- (b) the maximum aggregate number of ordinary shares that may be purchased is 3,291,399;
- (c) the minimum price which may be paid for an ordinary share is 5p;
- (d) the maximum price which may be paid for an ordinary share is the higher of: (i) an amount equal to 105 per cent of the average market value of an ordinary share in the Company for the five business days prior to the day on which the purchase is made; and (ii) the value of an ordinary share calculated on the basis of the higher of the price quoted for: (a) the last independent trade of; and (b) the highest current independent bid for, any number of the Company's ordinary shares on the trading venue where the purchase is carried out; and
- (e) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares in pursuance of any such contract.

Resolution 15

That:

- (a) the payment of 45 pence per ordinary share by way of interim dividend on 25 November 2022 (the "Interim Dividend") and the entry in the audited accounts of the Company for the year ended 28 May 2023 whereby distributable profits of the Company were appropriated to the payment of the Interim Dividend, be and is hereby ratified and confirmed;
- (b) any and all claims up to the total amount of the Interim Dividend which the Company may have in respect of the payment of the Interim Dividend against its shareholders who appeared on the register of shareholders on the relevant record date be

released with effect from 25 November 2022 and a deed of release in favour of such shareholders be entered into by the Company in the form of the deed produced to the meeting and signed by the Chair for the purposes of identification;

- (c) any distribution involved in the giving of any such release in relation to the Interim Dividend be made out of the profits appropriated to the Interim Dividend as aforesaid by reference to a record date identical to the record date for the Interim Dividend; and
- (d) any and all claims up to the total amount of the Interim Dividend which the Company has or may have against its current directors and those who were directors at the time of declaring and making the Interim Dividend arising in connection with the payment of the Interim Dividend be released and that a deed of release in favour of such directors be entered into by the Company in the form of the deed produced to the meeting and signed by the Chair for the purposes of identification.

By order of the board

R Matthews

Company secretary

25 July 2023

Registered office:

Willow Road, Lenton

Nottingham, NG7 2WS

Registered in England and Wales under number 2670969

Notes

1. Only those members registered on the Company's register of members at 6.30 pm on 18 September 2023 or, if this meeting is adjourned, at 6.30pm on the day two days (excluding any day that is not a working day) prior to the adjourned meeting, shall be entitled to attend and vote at the meeting.
2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. Details of how to appoint more than one proxy are set out in the notes to the proxy form.
5. The notes to the proxy form explain how to direct your proxy to vote on each resolution or withhold their vote. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy using the proxy form, the form must be completed and signed and sent or delivered to the Company's registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, BN99 6DA so as to be received no later than 48 hours before the time fixed for holding the meeting. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company.
7. 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).
8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. The cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
9. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, BN99 6DA. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by the Company's registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, BN99 6DA no later than the time fixed for holding the meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
10. Appointment of a proxy does not preclude you from attending the meeting and voting in person.
11. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
12. As at 21 July 2023 (being the last practical date prior to the publication of this notice), the Company's issued share capital comprised 32,913,994 ordinary shares of 5 pence each. The Company holds no shares in treasury. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 21 July 2023 is 32,913,994. The website referred to in note 21 will include information on the number of shares and voting rights.
13. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') you may have a right under an agreement between you and the member of the Company who has nominated you (a 'Relevant Member') to have information rights to be appointed or to have someone else appointed as a proxy for the meeting. If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights. Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.
14. You may not use any electronic address provided either in this notice of annual general meeting or any related documents (including the proxy form), to communicate with the Company for any purposes other than those expressly stated.
15. Under section 338 of the Companies Act 2006, a member or members meeting the qualification criteria set out at note 18 below, may, subject to conditions, require the Company to give to members notice of a resolution which may properly be moved and is intended to be moved at that meeting. The conditions are that: (a) the resolution must not, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) the resolution must not be defamatory of any person, frivolous or vexatious; (c) the request may be in hard copy form or in electronic form (see note 19 below), must identify the resolution of which notice is to be given by either setting out the resolution in full or, if supporting a resolution sent by another member, clearly identifying the resolution which is being supported, must be authenticated by the person or persons making it (see note 19 below); and must be received by the Company not later than 6 weeks before the meeting to which the request relates.
16. Under section 338A of the Companies Act 2006, a member or members meeting the qualification criteria set out at note 18 below, may, subject to conditions, require the Company to include in the business to be dealt with at the meeting a matter (other than a proposed resolution) which may properly be included in the business (a matter of business). The conditions are that: (a) the matter of business must not be defamatory of any person, frivolous or vexatious, (b) the request may be in hard copy form or in electronic form (see note 19 below), must identify the matter of business by setting it out in full or, if supporting a statement sent by another member, clearly identify the matter of business which is being supported, must be accompanied by a statement setting out the grounds for the request, must be authenticated by the persons or person

making it (see note 19 below) and must be received by the Company not later than 6 weeks before the meeting to which the request relates.

17. Pursuant to Chapter 5 of Part 16 of the Companies Act 2006 (sections 527 to 531), where requested by a member or members meeting the qualification criteria set out at note 18 below, the Company must publish on its website, a statement setting out any matter that such members propose to raise at the meeting relating to the audit of the Company's financial statements (including the auditors' report and the conduct of the audit) that are to be laid before the meeting. Where the Company is required to publish such a statement on its website, it may not require the members making the request to pay any expenses incurred by the Company in complying with the request, it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website, and the statement may be dealt with as part of the business of the meeting. The request may be in hard copy form or in electronic form (see note 19 below), either set out the statement in full, or if supporting a statement sent by another member, clearly identify the statement which is being supported, must be authenticated by the person or persons making it (see note 19 below), and be received by the Company at least one week before the meeting.
18. In order to be able to exercise the members' right to require circulation of a resolution to be proposed at the meeting (see note 15); a matter of business to be dealt with at the meeting (see note 16) or the Company to publish audit concerns (see note 17), the relevant request must be made by a member or members having a right to vote at the meeting and holding at least 5% of total voting rights of the Company, or at least 100 members having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital. For information on voting rights, including the total number of voting rights, see note 12 above and the website referred to in note 21.
19. Where a member or members wishes to request the Company to circulate a resolution to be proposed at the meeting (see note 15), include a matter of business to be dealt with at the meeting (see note 16) or publish audit concerns (see note 17) such request must be made in accordance with one of the following ways: (a) a hard copy request which is signed by you, which states your full name and address and is sent to Ross Matthews, Games Workshop Group PLC, Willow Road, Lenton, Nottingham NG7 2WS; or (b) a request which states your full name and address, and is sent to ross.matthews@gwplc.com. Please state 'AGM' in the subject line of the e-mail.
20. Under section 319A of the Companies Act 2006 the Company must answer any question you ask relating to the business being dealt with at the meeting unless answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, the answer has already been given on a website in the form of an answer to a question or it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
21. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, is available from <http://investor.games-workshop.com>.
22. The following documents will be available for inspection for at least 15 minutes prior to the meeting and during the meeting: (a) copies of the service contracts of executive directors of the Company, (b) copies of the service agreements of the independent directors of the Company, and, for the purposes of resolution 15: (c) copies of the Deeds of Release; (d) the Company's articles of association; and (e) the written consent referred to in paragraph 8 of Part II of the circular of which this notice of meeting forms part.
23. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website (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. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's ('EUI') specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 RA19) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
24. As an alternative to completing a hard copy proxy form, a shareholder can appoint a proxy or proxies electronically by visiting www.sharevote.co.uk. Shareholders will need their Voting ID, Task ID and Shareholder Reference Number (this is the series of numbers printed under their name on the proxy form). Alternatively, if a shareholder has already registered with Equiniti Limited's online portfolio service, Shareview, they can submit a proxy form at www.shareview.co.uk. Full instructions are given on both websites. To be valid, your proxy appointment(s) and instructions should reach Equiniti Limited no later than 48 hours before the time fixed to hold the meeting. Any electronic communication sent by a shareholder to the Company or the registrar that is found to contain a computer virus will not be accepted.
25. If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by Equiniti Limited. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged no later than 48 hours before the time fixed for holding the meeting in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.