

Arena Events Group plc Arena Events Group plc Court Meeting

IN THE HIGH COURT OF JUSTICE BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES IN
THE MATTER OF ARENA EVENTS GROUP PLC AND IN THE MATTER OF THE COMPANIES ACT 2006

Attendance Card Arena Events Group plc Court Meeting

A Court Meeting of Arena Events Group plc (the **Company**) convened with the permission of the Court under Part 26 of the Companies Act 2006 will be held on 7 December 2021 at 11.00 a.m. at the Company's registered office

Meeting Venue:

The Company's registered office,
4 Deer Park Road,
London,
United Kingdom, SW19 3GY.

Shareholder Reference Number:

If you would like to attend the General Meeting remotely, you will require the following details:

Lumi Meeting ID: 190-174-137

SRN:

PIN:

Further details on how to attend the General Meeting remotely are set out on pages 2 to 3 of the Scheme Document.

Form of Proxy – Court Meeting to be held at 11.00 a.m. on 7 December 2021



Cast your Proxy online...It's fast, easy and secure!
www.eproxyappointment.com

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 917526

SRN:

PIN:

Lumi Virtual Meeting ID: 190-174-137



View the Scheme Document online: <https://arenagroup.com/investors/acquisition-of-arena-events-group-plc>

Kindly Note: This Form of Proxy is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised Form of Proxy is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare accept no liability for any instruction that does not comply with these conditions.

**To be effective, all proxy appointments must be lodged at the office of the Company's Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 11.00 a.m. on 3 December 2021**

Notes to the Form of Proxy:

- Full details of the Court Meeting, with explanatory notes, are set out in the Notice of Court Meeting which is set out in Part Nine of the Scheme Document. Before completing this Form of Proxy please also read "Actions to be taken" set out in paragraph 14 of Part Two of the Scheme Document. Terms defined in the Scheme Document sent to Scheme Shareholders on 12 November 2021 shall apply in this Form of Proxy unless the context otherwise requires.
- Only Scheme Shareholders, or their duly appointed representatives, are entitled to attend, speak and vote at the Court Meeting in each case either physically in person or remotely via the Virtual Meeting Platform. A Scheme Shareholder may appoint one or more proxies (provided that each proxy is appointed to exercise rights attached to a different share or shares), who need not be Scheme Shareholders, to exercise all or any of his/her rights to attend, speak and vote on his/her behalf. Proxies may only be appointed using the procedures set out in this Form of Proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for a Scheme Shareholder, the full voting entitlement for that designated account). The Form of Proxy gives your proxy(ies) full rights to attend, speak and vote. If you wish to restrict the rights of your proxy(ies) please cross out either or both of the words 'speak' or 'vote' as you feel appropriate. Any proxy appointed pursuant to this Form of Proxy will vote as indicated by this Form of Proxy on the Scheme. For any other business arising at the Court Meeting (including any procedural motion or resolution not listed in the notice of the Court Meeting) the proxy appointed pursuant to this Form of Proxy will vote at his sole discretion.
- This Form of Proxy (i) in the case of an individual must either be signed by the appointor or his attorney or authenticated in accordance with the Company's articles; and (ii) in the case of a corporation must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation or authenticated in accordance with the Company's articles. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notarially or in some other way approved by the directors must (unless previously registered with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
- The appointment of a proxy will not prevent a Scheme Shareholder from subsequently attending and voting at the Court Meeting physically in person or remotely via the Virtual Meeting Platform. If a Scheme Shareholder appoints a proxy or proxies and then decides to attend the Court Meeting physically in person or remotely via the Virtual Meeting Platform and vote on a poll using his poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the Scheme Shareholder's entire holding then all proxy votes will be disregarded. If, however, the Scheme Shareholder votes at the meeting in respect of less than the Scheme Shareholder's entire holding, and the Scheme Shareholder indicates on his polling card that all proxies are to be disregarded, that shall be the case; but if the Scheme Shareholder does not specifically revoke proxies, then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the Scheme Shareholder's entire holding.
- To be valid, the Form of Proxy, and any power of attorney or other authority under which it is executed (or duly certified copy of any such power or authority), must either be (a) sent (or delivered by hand during normal business hours) to the Company's Registrars, Computershare, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or lodged electronically by accessing the shareholder portal on the Computershare website www.eproxyappointment.com (you will need your control number, shareholder reference number and your PIN number) or (b) lodged using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual, in each case, so as to arrive no later than 11.00 a.m. (London time) on 3 December 2021 or, if the Court Meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned Court Meeting. If the Form of Proxy is not returned by the specified time, it may be handed to the Chairman of the Court Meeting or the Company's Registrars, Computershare, before the start of the Court Meeting. A stamp is not required if this Form of Proxy is posted in Great Britain, the Channel Islands or Northern Ireland. A proxy appointment sent by CREST may be treated as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. The CREST Manual is available by logging on to www.euroclear.com.
- Please indicate how you wish to vote with a signature in either the box marked "FOR the Scheme" or the box marked "AGAINST the Scheme". Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on the resolution and on any other business (including amendments to the resolution and any procedural business, including any resolution to adjourn) which may come before the Court Meeting.
- Only those Scheme Shareholders registered in the register of shareholders of the Company as at 6.00 p.m. on 3 December 2021 or, if the Court Meeting is adjourned, as at 6.00 p.m. on the day that is two days (excluding non-working days) prior to the Court Meeting, will be entitled to attend or vote at the Court Meeting physically in person or remotely via the Virtual Meeting Platform in respect of the number of Scheme Shares registered in their name at that time. Changes to entries on the relevant register of shareholders after 6.00 p.m. on 3 December 2021, or, if the Court Meeting is adjourned, after 6.00 p.m. on the day that is two days (excluding non-working days) prior to the Court Meeting, will be disregarded in determining the rights of any person to attend or vote at the Court Meeting.
- If you wish to appoint more than one proxy in respect of your shareholding, mark the box where indicated and photocopy the Form of Proxy or contact the shareholder helpline operated by Computershare on +44 (0)370 702 0000 for further Forms of Proxy. Lines are open from 9.00 a.m. to 5.30 p.m. (London time) Monday to Friday excluding public holidays in England and Wales. Calls to this number from outside the UK will be charged at the applicable international rate plus your phone company's access charge. Different charges may apply to calls from mobile telephones. Please note that calls may be recorded and Computershare cannot provide legal, tax or financial advice, or advice on the merits of the Scheme. Please ensure that all of the multiple Forms of Proxy in respect of one registered holding of Scheme Shares are sent to the Company's Registrars, Computershare, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or lodged electronically by accessing the shareholder portal on the Computershare website www.eproxyappointment.com.
- In the case of joint holders, any one holder may vote. If more than one holder is present at the meeting, or purports to appoint a proxy, only the vote of, or appointment made by, the senior holder will be accepted, seniority being determined by the order in which the names appear on the register.
- A Scheme Shareholder which is a corporation may authorise a person or persons to act as its representative(s) at the Court Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual Scheme Shareholder of the Company, provided that it does not do so in relation to the same shares.
- Any alterations to this Form of Proxy must be initialed by the person who signs it.
- You may not use any electronic address provided either in this Form of Proxy, in the Notice of Court Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
- The Court has appointed Ken Hanna, or failing him, Greg Lawless, or failing him, Steve Trowbridge to act as Chairman of the Court Meeting.
- If you have any questions relating to the Form of Proxy, please call the shareholder helpline operated by Computershare between 9.00 a.m. and 5.30 p.m. Monday to Friday (except public holidays in England and Wales) on +44 (0)370 702 0000. Calls to this number from outside the UK will be charged at the applicable international rate plus your phone company's access charge. Different charges may apply to calls from mobile telephones. Please note that calls may be recorded and Computershare cannot provide legal, tax or financial advice, or advice on the merits of the Scheme.

Poll Card

To be completed only at the Court Meeting if a poll is called.

PLEASE SIGN IN THE APPROPRIATE BOX BELOW EITHER FOR OR AGAINST THE SCHEME

**FOR the Scheme
Signature**

**AGAINST the Scheme
Signature**

Signature

Please detach this portion before returning the form to the registrar

Form of Proxy – Arena Events Group plc Court Meeting

Shareholder Reference Number:

Please use a **black** pen.

*IN THE HIGH COURT OF JUSTICE BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES
IN THE MATTER OF ARENA EVENTS GROUP PLC AND IN THE MATTER OF THE COMPANIES ACT 2006*

Court Meeting

Please read the notice of the Court Meeting in the Scheme Document and the explanatory notes below before completing this form.

By an order dated 10 November 2021 made in the matter of Arena Events Group plc (the **Company**), the Court has granted permission for a meeting of the Scheme Shareholders (as defined in the scheme document of the Company dated 12 November 2021 (the **Scheme Document**)) to be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (the **Scheme**) between the Company and the Scheme Shareholders (as defined in the Scheme Document) and that such court meeting shall be held at the Company's registered office at 4 Deer Park Road, London, United Kingdom, SW19 3GY on 7 December 2021 at 11.00 a.m. (London time) (the **Court Meeting**) at which place and time all Scheme Shareholders are requested to attend.

I/We, being a holder of Scheme Shares (as defined in the Scheme Document) of the Company entitled to attend, speak and vote at the Court Meeting, hereby appoint the Chairman of the Court Meeting or the following person as my/our proxy to attend, speak and vote for me/us on my/our behalf in respect of the following number of Scheme Shares.

Please leave this box blank if you have selected the Chairman. (see note 4)
Do not insert your own name(s).

Number of Scheme
Shares proxy
is appointed over

IMPORTANT: If you wish to vote for the Scheme, insert your signature in the box marked "FOR the Scheme". If you wish to vote against the Scheme, insert your signature in the box marked "AGAINST the Scheme". Only insert your signature once. If you sign in both boxes, or if you do not sign in either, then this Form of Proxy shall be invalid.

FOR the Scheme

AGAINST the Scheme

Signature:

Date:

If signing on behalf of a company, please enter the company name below in block letters and state your official capacity.

Company name:

Official capacity:

(see note 9)

Please return by post or, during normal business hours, by hand, to Computershare Investor Services PLC ("**Computershare**"), The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to arrive by 11.00 a.m. on 3 December 2021. Alternatively, this Form of Proxy may be handed to a representative of Computershare or the Chairman of the Court Meeting at the start of the Court Meeting. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST electronic proxy voting service in accordance with the procedure set out in the CREST Manual.

Notice of the Court Meeting and details of the business to be transacted are contained in the circular to shareholders containing the Scheme.



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