

# Notice of the Annual General Meeting

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of Ten Entertainment Group plc (the "Company") will be held at 6 Stratton Street, London W1J 8LD on Wednesday 9 May 2018 at 10.00 a.m. (London time) to consider and, if thought appropriate, pass the following resolutions, of which Resolutions 1 to 15 will be proposed as ordinary resolutions and Resolutions 16 to 19 will be proposed as special resolutions.

# Notice of Annual General Meeting

To the members of Ten Entertainment Group plc

## Ordinary resolutions

### Reports and Accounts

1. To receive the Directors' report and the accounts for the Company for the year ended 31 December 2017.

### Dividends

2. To declare a final dividend of 7.0 pence per ordinary share for the year ended 31 December 2017 which shall be paid on 5 July 2018 to shareholders on the register at close of business on 25 May 2018.

### Directors' remuneration

3. To approve the Directors' Remuneration Report for the year ended 31 December 2017, excluding the Directors' Remuneration Policy, set out on pages 47 to 55 of the Annual Report.
4. To approve the Directors' Remuneration Policy, the full text of which is set out on pages 49 to 50 of the Company's Annual Report for the year ended 31 December 2017.

### Directors

5. To elect Nick Basing as a Director.
6. To elect Alan Hand as a Director.
7. To elect Graham Blackwell as a Director.
8. To elect Mark Willis as a Director.
9. To elect Rob McWilliam as a Director.
10. To elect Christopher Mills as a Director.
11. To elect Julie Sneddon as a Director.
12. To elect David Wild as a Director.

### Auditors

13. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM at which accounts are laid before the Company.
14. To authorise the Directors to fix the remuneration of the auditors.

### Directors' authority to allot shares

15. To generally and unconditionally authorise the Directors, pursuant to and in accordance with Section 551 of the Companies Act 2006 (the "2006 Act"), to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares in the Company:

15.1 up to an aggregate nominal amount of £216,667; and

15.2 comprising equity securities (as defined in Section 560(1) of the 2006 Act) up to a further aggregate nominal amount of £216,667 in connection with an offer by way of a rights issue,

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the 2006 Act and to expire at the end of the next Annual General Meeting or on 31 July 2019, whichever is the earlier, but in each case so that the Company may make offers and enter into agreements during the relevant period 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 ends.

For the purposes of this Resolution, **rights issue** means an offer to:

15.2.1 ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

15.2.2 holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

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

### **Special resolutions**

#### **Disapplication of pre-emption rights**

16. THAT, if Resolution 15 is passed, the Directors be authorised to allot equity securities (as defined in the 2006 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 2006 Act did not apply to any such allotment or sale, such authority to be limited:

16.1 to allotments for rights issues and other pre-emptive issues; and

16.2 to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 16.1 above) up to a nominal amount of £32,500,

such authority to expire at the end of the next AGM of the Company or, if earlier, at the close of business on 31 July 2019 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 Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

17. THAT, if Resolution 15 is passed, the Directors be authorised in addition to any authority granted under Resolution 16 to allot equity securities (as defined in the 2006 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 2006 Act did not apply to any such allotment or sale, such authority to be:

17.1 limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £32,500; and

17.2 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 Board of the Company determines 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 expire at the end of the next AGM of the Company or, if earlier, at the close of business on 31 July 2019 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 Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

# Notice of Annual General Meeting continued

To the members of Ten Entertainment Group plc

## Authority to purchase own shares

18. To unconditionally and generally authorise the Company for the purpose of section 701 of the 2006 Act to make market purchases (as defined in Section 693(4) of the 2006 Act) of ordinary shares of £0.01 each in the capital of the Company provided that:

18.1 the maximum number of ordinary shares which may be purchased is 6,500,000;

18.2 the minimum price which may be paid for each share is £0.01;

18.3 the maximum price which may be paid for an ordinary share is an amount equal to the higher of (i) 105% of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System; and

18.4 this authority shall expire at the conclusion of the Company's next Annual General Meeting or, if earlier, 31 July 2019 (except in relation to the purchase of ordinary shares, the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

## Notice of general meetings

19. To authorise the Directors to call a general meeting other than an annual general meeting on not less than 14 clear days' notice.

By order of the Board

### Mark Willis

Company Secretary

4 April 2018

Registered in England and Wales No. 10672501

Registered Office:

Aragon House, University Way, Cranfield Technology Park, Cranfield, Bedford, England MK43 0EQ

### **Explanatory notes to the Notice of Annual General Meeting**

#### **The notes on the following pages give an explanation of the proposed Resolutions.**

Resolutions 1 to 15 are proposed as ordinary resolutions. For each of these Resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 16 to 19 are proposed as special resolutions. 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: Report and Accounts**

The first item of business is the receipt by the shareholders of the Directors' report and the accounts of the Company for the year ended 31 December 2017. The Directors' report, the accounts and the report of the Company's auditors on the accounts and on those parts of the Directors' Remuneration Report that are capable of being audited are contained within the Annual Report.

#### **Resolution 2: Declaration of Dividend**

Resolution 2 deals with the recommendation of the Directors that a final dividend of 7.0 pence per ordinary share be paid. If approved, it is intended that the dividend will be paid to ordinary shareholders on 5 July 2018 that were on the register at the close of business on 25 May 2018.

#### **Resolution 3: Annual Remuneration Report**

This resolution seeks shareholder approval of the Directors' Remuneration Report, excluding the summary Directors' Remuneration Policy, for the year ended 31 December 2017 as set out on pages 47 to 55 of the Annual Report. The Company's auditors, PricewaterhouseCoopers LLP, have audited those parts of the Directors' Remuneration Report that are required to be audited and their report may be found on pages 63 to 68 of the Annual Report.

This resolution is subject to an "advisory vote" by shareholders: in the event that the resolution is not passed, the Directors' Remuneration Policy would normally need to be reconsidered by shareholders at the next AGM. As this is the first occasion that the Company has been required to submit its Directors' Remuneration Policy for shareholder approval, the approval of the new policy (per Resolution 4 below) would remain in force, notwithstanding any failure to pass this Resolution.

#### **Resolution 4: Directors' Remuneration Policy**

The Directors' Remuneration Policy is contained in the Directors' Remuneration Report and can be found at pages 49 to 50 of the Annual Report. It sets out the policy of the Company with respect to the making of remuneration payments and payments for loss of office to the Directors. Under Section 439A of the 2006 Act, there must be a binding shareholder vote on the Directors' Remuneration Policy at least once every three years (unless the Directors wish to change the policy within that three-year period). Therefore, this Resolution 4 seeks shareholder approval of the Directors' Remuneration Policy which, if passed, will take effect at the conclusion of the meeting. Once effective, all future payments to Directors, past and present, must normally comply with the terms of the policy, unless specifically approved by shareholders in a general meeting.

#### **Resolutions 5 to 12: Election of Directors**

In accordance with the Company's Articles of Association all Directors of the Company, having not previously been elected by shareholders, are required to submit themselves for election by shareholders. Separate resolutions are proposed for each of these elections.

Biographical details of each of the Directors who are seeking election appear on pages 10 and 11 of this document. The Board believes that each Director standing for election brings considerable and wide-ranging skills and experience to the Board as a whole and continues to make an effective and valuable contribution to the deliberations of the Board. Each individual proposed for election has continued to perform effectively and demonstrate commitment to their role.

The Board carries out a review of the independence of its Directors on an annual basis. In considering the independence of the independent Non-Executive Directors proposed for election, the Board has taken into consideration the guidance provided by the UK Corporate Governance Code. Accordingly, the Board considers David Wild, Julie Sneddon and Rob McWilliam to be independent in accordance with Provision B.1.1 of the UK Corporate Governance Code.

# Notice of Annual General Meeting continued

To the members of Ten Entertainment Group plc

## **Explanatory notes to the Notice of Annual General Meeting** continued

### **Resolutions 5 to 12: Election of Directors** continued

Members of the Board who are also shareholders (i.e. Nick Basing, Christopher Mills, Alan Hand, Graham Blackwell, Mark Willis and Rob McWilliam) cannot be counted in the voting of Resolutions 9, 11 and 12 (the election of the independent Directors), pursuant to Article 25.1 of the Company's Articles of Association, which requires the passing of both an ordinary resolution of independent shareholders, as well as an ordinary resolution of the Company. Otherwise, the Company must propose a further resolution for the election of the proposed independent Director, which must be approved by an ordinary resolution of the Company at a meeting of the Company held at least 90 days after the original vote but within 120 days of the original vote.

It is the intention of the Board that all Directors will continue to submit themselves for annual re-election by shareholders in accordance with Provision B.7.1 of the UK Corporate Governance Code.

### **Resolution 13: Re-appointment of Auditors**

The auditors of a company must be appointed or re-appointed at each general meeting at which the accounts are laid. Resolution 13 proposes, on the recommendation of the Directors, the appointment of PricewaterhouseCoopers LLP as the Company's auditors, until the conclusion of the next general meeting of the Company at which accounts are laid.

### **Resolution 14: Remuneration of Auditors**

This Resolution seeks shareholder consent for the Directors to set the remuneration of the auditors.

### **Resolution 15: Directors' authority to allot**

The purpose of Resolution 15 is to renew the Directors' power to allot shares. The authority in paragraph 15.1 will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to approximately one-third (33.3%) of the total issued ordinary share capital of the Company (exclusive of treasury shares), which as at 3 April 2018, being the latest practicable date prior to publication of this Notice of Annual General Meeting, is equivalent to a nominal value of £216,667.

The authority in paragraph 15.2 will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a rights issue up to a further nominal value of £216,667, which is equivalent to approximately one-third (33.3%) of the total issued ordinary share capital of the Company (exclusive of treasury shares) as at 3 April 2018. The Company currently holds no shares in treasury.

There are no present plans to undertake a rights issue or to allot new shares other than in connection with employee share incentive plans. 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 as they arise.

If the Resolution is passed the authority will expire on the earlier of 31 July 2019 or the end of the Annual General Meeting in 2019.

### **Resolutions 16 and 17: Disapplication of 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 shareholders in proportion to their existing holdings.

Resolution 16 deals with the authority of the Directors to allot new shares or other equity securities pursuant to the authority given by Resolution 15, or sell treasury shares, for cash without the shares or other equity securities first being offered to shareholders in proportion to their existing holdings. Such authority shall only be used in connection with a pre-emptive offer or, otherwise, up to an aggregate nominal amount of £32,500, being approximately 5% of the total issued ordinary share capital of the Company as at 3 April 2018. As at 3 April 2018 the Company holds no treasury shares.

The Pre-emption Group's Statement of Principles supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities (and sales of treasury shares for cash) representing no more than an additional 5% of issued ordinary share capital (exclusive of treasury shares), to be used only in connection with an acquisition or specified capital investment. The Pre-emption Group's Statement of Principles defines "specified capital investment" as meaning one or more specific capital investment-related uses for the proceeds of an issuance 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 in line with the template resolutions published by the Pre-emption Group, Resolution 17 seeks to authorise the Directors to allot new shares and other equity securities pursuant to the authority given by Resolution 15, or sell treasury shares, for cash up to a further nominal amount of £32,500, being approximately 5% of the total issued ordinary share capital of the Company as at 3 April 2018, 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 six-month period and is disclosed in the announcement of the issue. If the authority given in Resolution 17 is used, the Company will publish details of the placing in its next annual report.

If these resolutions are passed, the authorities will expire at the end of the next AGM or on 31 July 2019, whichever is the earlier.

The Board considers the authorities in Resolutions 16 and 17 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a rights issue or other pre-emptive offer without the need to comply with the strict requirements of the statutory pre-emption provisions.

The Board intends to adhere to the provisions in the Pre-emption Group's Statement of Principles not to allot shares for cash on a non-pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company within a rolling three-year period other than (i) after prior consultation with shareholders or (ii) in connection with 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.

#### **Resolution 18: Purchase of own shares**

The effect of Resolution 18 is to renew the authority granted to the Company to purchase its own ordinary shares, up to a maximum of 6,500,000 ordinary shares, until the Annual General Meeting in 2019 or 31 July 2019, whichever is the earlier. This represents 10% of the ordinary shares in issue (excluding shares held in treasury) as at 3 April 2018, being the latest practicable date prior to the publication of this Notice. The Company's exercise of this authority is subject to the stated upper and lower limits on the price payable, the upper limit being the price stipulated in Commission Delegated Regulation (EU) 2016/1052, as referred to in Article 5(6) of the EU Market Abuse Regulations, and the Listing Rules.

Pursuant to the 2006 Act, the Company can hold any shares which are repurchased as treasury shares and either re-sell them for cash, cancel them, either immediately or at a point in the future, or use them for the purposes of its employee share schemes. Holding the repurchased shares as treasury shares will give the Company the ability to re-sell or transfer them in the future and will provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares. Shares held as treasury shares will not automatically be cancelled and will not be taken into account in future calculations of earnings per share (unless they are subsequently re-sold or transferred out of treasury).

The Directors consider it desirable and in the Company's interests for shareholders to grant this authority. The Directors have no present intention to exercise this authority, and will only do so if and when conditions are favourable with a view to enhancing net asset value per share.

The Company will not, save in accordance with a predetermined, irrevocable and non-discretionary programme, repurchase shares in the period immediately preceding the preliminary announcement of its annual or interim results as dictated by the Listing Rules or Market Abuse Regulations or, if shorter, between the end of the financial period concerned and the time of a relevant announcement or, except in accordance with the Listing Rules and the Market Abuse Regulations, at any other time when the Directors would be prohibited from dealing in shares.

As at 3 April 2018, being the latest practicable date prior to publication of this Notice, there were no outstanding warrants or options to subscribe for ordinary shares in the Company and the Company did not hold any treasury shares.

#### **Resolution 19: Notice of general meetings**

Under the 2006 Act, as amended, the notice period required for all general meetings of the Company is 21 days, though shareholders can approve a shorter notice period for general meetings that are not Annual General Meetings, which cannot, however, be less than 14 clear days. Annual General Meetings will continue to be held on at least 21 clear days' notice. The shorter notice period, for which shareholder approval is sought under Resolution 19, would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. In the event that a general meeting is called on less than 21 days' notice, the Company will meet the requirements for electronic voting under The Companies (Shareholders' Rights) Regulations 2009. Shareholder approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

# Notice of Annual General Meeting continued

To the members of Ten Entertainment Group plc

## Important Notes

- (a) The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members entered in the register of members of the Company at 10.00 a.m. on 4 May 2018, or, if this meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their name at that time. Changes to the entries in the register of members after 10.00 a.m. on 4 May 2018 or, if this meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- (b) The accompanying form of proxy invites members to vote in one of three ways: "for", "against" and "vote withheld". Please note that a "vote withheld" has no legal effect and will count neither for nor against a resolution.
- (c) A member entitled to attend and vote at the Annual General Meeting may appoint a proxy (who need not be a member of the Company) to attend and to speak and vote on his or her behalf. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a share or shares held by that shareholder. A form of proxy, which may be used to make such appointment and give proxy instructions, accompanies this Notice. Lodging a form of proxy will not prevent a member from attending the meeting and voting in person. In order to be valid an appointment of proxy must be returned by one of the following methods:
- by sending the form of proxy enclosed with this document by post or (during normal business hours only) by hand to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, not fewer than 48 hours before the time of the meeting; or
  - electronically, by logging onto the Computershare website at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). An identifying Control Number, together with your unique Shareholder Reference Number ("SRN") and PIN (all of which are printed on your attendance card/form of proxy) will be required. Full details of the procedure are given on the website. The proxy appointment and/or voting instructions must be received by the Company's registrars not later than 10.00 a.m. on 4 May 2018; or
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below. To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent, Computershare Investor Services PLC (under CREST ID number 3RA50), no later than 10.00 a.m. on 4 May 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST Sponsored Members, and those CREST Members who have appointed voting service provider(s), should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.
- (d) Any person to whom this Notice is sent who is a person nominated under Section 146 of the 2006 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 Annual General 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.
- (e) If you are a Nominated Person, the statement of the rights of shareholders in relation to the appointment of proxies in note (c) above does not apply. The rights described in those paragraphs may only be exercised by registered shareholders of the Company.
- (f) As at 3 April 2018, being the latest practicable date prior to the publication of this Notice, the Company's issued share capital consisted of 65,000,000 ordinary shares carrying one vote each. Therefore, the total voting rights of the Company as at 3 April 2018 were 65 million shares.

- (g) Copies of Directors' service contracts and Non-Executive Directors' letters of appointment with the Company are available for inspection at the registered office of the Company during normal business hours on any day, except Saturdays, Sundays and public holidays, and at the Annual General Meeting location on the date of the meeting for at least 15 minutes prior to and during the meeting.
- (h) Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.
- (i) Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that they do not do so in relation to the same shares.
- (j) Under Section 527 of the 2006 Act members 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 Annual General 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 2006 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 2006 Act. Where the Company is required to place a statement on a website under Section 527 of the 2006 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 Annual General Meeting includes any statement that the Company has been required under Section 527 of the 2006 Act to publish on a website.
- (k) You may not use any electronic address provided either in this Notice of Meeting or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
- (l) Any member, corporate representative or appointed proxy attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- (m) A copy of this Notice, and other information required by Section 311A of the 2006 Act, can be found at [www.tegplc.co.uk](http://www.tegplc.co.uk).
- (n) Under Section 338 and Section 338A of the 2006 Act, members meeting the threshold requirements in those sections have the right to require the Company (i) to give to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting, and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (i) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (ii) it is defamatory of any person or (iii) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person or persons making it, must be received not later than the date six clear weeks before the meeting and, in the case of a matter to be included in the business only, must be accompanied by a statement setting out the grounds for the request.

# Notice of Annual General Meeting continued

To the members of Ten Entertainment Group plc

## **Board of Directors**

### **Alan Hand**

Alan has 29 years' experience in the leisure and restaurant sectors, which include Paramount, The Restaurant Group and My Kinda Town. Alan has board level experience in operational roles at Paramount and the Group and was appointed Managing Director of the Group in September 2015 following five years of being the Operations Director of the Group's bowling operations. Alan has over eight years' experience working directly in the bowling industry and was appointed as Chief Executive Officer of the Company on 15 March 2017.

### **Mark Willis**

Mark began his career in industry, training with the Chartered Institute of Management Accountants. He held a variety of roles at Lloyds TSB, Mercedes-Benz, Tesco and Home Retail Group. Prior to joining the Group, Mark was finance director for Argos and during his time at Home Retail Group, Mark held roles as director of group finance and director of investor relations. He was appointed as Chief Financial Officer of the Company on 15 March 2017.

### **Graham Blackwell**

Graham has over 26 years' experience in the bowling industry following his roles at Granada, Allied, Georgica and Essenden Limited. He was appointed to his current position as Chief Commercial Officer of the Group in 2013 following his nine-year period as Operations Director of the Group's bowling business. He is also a member of the executive committee of the UK Bowling Industry Association. Graham was appointed as Chief Commercial Officer of the Company on 15 March 2017.

### **Nick Basing**

Nick is a highly experienced industry figure with a successful track record of over 30 years of operational experience in the leisure industry. Nick was responsible for the operational turnaround and subsequent growth, both organically and via acquisition, beginning with Paramount plc and subsequently Paramount Holdings ("Paramount") including Chez Gerard, Bertorelli and Caffe Uno, where he was chief executive officer for over six years. Prior to Paramount he held a number of senior management positions with leading companies such as Rank, First Leisure, Unilever and Granada. Nick was awarded UK Retailers' Retailer of the Year in 2006. He was appointed to the board of Essenden Limited as chief executive officer on 18 August 2009. He is also a non-executive director of Goals Soccer Centres plc and chairman of Goals City US Limited, and has served as a non-executive director on the board of the following companies: Brakes Brothers Holdings Ltd, Elegant Hotels Group plc and The All England Lawn Tennis and Croquet Club ("Wimbledon"). Nick was appointed as Chairman of the Company on 15 March 2017.

### **David Wild**

David was appointed to the board of Domino's Pizza Group plc as a non-executive director in November 2013, before being appointed as its chief executive officer in 2014. David was previously the chief executive officer of Halfords Group plc and has held senior roles within Walmart and Tesco. David was also a non-executive director of the multi-channel consultancy Practicology Limited. David was appointed Senior Independent Non-Executive Director and Chair of the Remuneration Committee of the Company on 15 March 2017.

**Rob McWilliam**

Rob has over 25 years of finance, strategy and digital leadership experience in some of the world's largest retail businesses, including ASDA/Walmart and Amazon. Rob's executive experience includes being UK finance director for ASDA/Walmart and Amazon, and his most recent role as vice president for the consumables division at Amazon UK. Rob spent his early career at Bass plc where he qualified as an accountant, having graduated in Mathematics from Durham University. Rob is currently a non-executive director of Jisc, a provider of digital infrastructure to universities in the UK and was appointed Non-Executive Director and Chair of the Audit Committee of the Company on 15 March 2017.

**Christopher Mills**

Christopher is a director and the sole shareholder of Harwood Capital Management Limited, which is a designated corporate member and the controller of Harwood. Harwood Capital Management Group was formed in 2011 by Christopher on his acquisition of Harwood from J O Hambro Capital Management Group Limited. He is also the chief executive officer and director of NASCIT (a UK-listed investment trust) and a director and investment manager of Oryx. He has a long and successful investing track record and is a non-executive director of a number of both public and private companies. Prior to joining J O Hambro Capital Management Group Limited, which he co-founded in 1993, he worked from 1975 to 1993 for Samuel Montagu Limited, Montagu Investment Management Limited and its successor company, Invesco MIM, latterly as head of North American investments and head of North American venture capital. Christopher was appointed as a Non-Executive Director of the Company on 15 March 2017.

**Julie Sneddon**

Julie has 20 years' experience in senior executive roles with the Walt Disney Company, including most recently as executive vice president of Disney Stores Worldwide, which carried responsibility for over 330 stores across North America, Europe and Japan. Julie has led multiple strategic business development and organisation transformation change initiatives for Disney with a focus on retail, brand development and digital transformation. Julie was appointed Non-Executive Director of the Company on 22 March 2017.



**Ten Entertainment Group plc**

Aragon House  
University Way  
Cranfield Technology Park  
Cranfield  
Bedford MK43 0EQ