

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

If you are in any doubt as to the action to be taken, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom or, if not, another appropriately authorised independent financial advisor.

If you have sold or otherwise transferred all your Ordinary Shares of £0.001 each ("Ordinary Shares") in the capital of CentralNic Group Plc ("Company"), or will have sold or transferred all of your Ordinary Shares prior to the annual general meeting of the Company to be held at the offices of DWF LLP, Capital House, 85 King William Street, London, EC4N 7BL on 11 June 2014 at 10.00am, please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank 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 only some of your Ordinary Shares you should retain this document and consult with the stockbroker, bank or other agent through whom the sale or transfer was effected.

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## CentralNic Group Plc

(Incorporated and registered in England and Wales with registered number 8576358)

# Notice of Annual General Meeting

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Notice of the Annual General Meeting of CentralNic Group Plc (the "Company"), to be held at the offices of DWF LLP, Capital House, 85 King William Street, London, EC4N 7BL on 11 June 2014 at 10.00am, is set out on pages 4-5 of this document.

**Forms of Proxy accompany this document. The Form of Proxy for use in connection with the Annual General Meeting is enclosed with this document and should be returned as soon as possible and, in any event, so as to be received at the offices of the Company's registrars, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham BR3 4ZF not later than 10.00am on 9 June 2014, being 48 hours before the time appointed for the holding of the Annual General Meeting. The completion and depositing of a Form of Proxy will not preclude a shareholder from attending and voting in person at the Annual General Meeting.**

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may use this service and should follow the relevant instructions set out in the notes to the notice of the Annual General Meeting on pages 6-7 of this document.

**Directors**

John Swingewood (Non-Executive Chairman)  
Ben Crawford (Chief-Executive Officer)  
Glenn Hayward (Chief Financial Officer)  
Robert Pooke (Executive Director)  
Samuel Dayani (Non-Executive Director)  
Thomas Rickert (Non-Executive Director)  
Tom Pridmore (Non-Executive Director)

**Registered office**

35-39 Moorgate  
London EC2R 6AR

**To the holders of ordinary shares of £0.001 each in the capital of CentralNic Group Plc (“Ordinary Shares”)**

Dear Shareholder

## Annual General Meeting of CentralNic Group Plc (the “Company”)

**1. Introduction**

I am pleased to be writing to you with the details of our Annual General Meeting (“AGM”), which we are holding on 11 June 2014 at 10.00 am. The formal notice of the AGM (the “Notice”) is set out on pages 4-5 of this document.

If you would like to vote on the resolutions to be proposed at the AGM but cannot attend the AGM, please complete the Form of Proxy enclosed with this document and return it to the Company’s registrars, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham BR3 4ZF as soon as possible but in any event not later than 10.00am on 9 June 2014. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so and should follow the relevant instructions set out in the notes to the Notice on pages 6-7 of this document.

**2. Business to be transacted at the AGM**

Details of the resolutions to be proposed at the AGM are set out below. Resolutions 1 to 12 are proposed as ordinary resolutions and resolution 13 is proposed as a special resolution.

**Ordinary Resolution One: Annual Report and Accounts**

In accordance with the requirements of section 437 of the Companies Act 2006, the Company will lay before the AGM the annual report and accounts of the Company for the year ended 31 December 2013 (the “Annual Accounts”). A copy of the Annual Accounts is enclosed with this document.

**Ordinary Resolution Two: Directors’ Remuneration Report**

In accordance with best practice, the directors of the company (“Directors”) will present to the meeting the directors’ remuneration report for the year ended 31 December 2013.

**Ordinary Resolutions Three to Nine: Re-election of Directors**

The Company’s articles of association require that a director appointed by the board shall hold office until the annual general meeting following his appointment, when he shall retire and seek re-election. Accordingly, resolutions three to nine will be proposed pursuant to which each of John Swingewood, Ben Crawford, Robert Pooke, Samuel Dayani, Thomas Rickert, Tom Pridmore and Glenn Hayward will separately retire and seek election at the AGM.

**Ordinary Resolutions Ten and Eleven: Re-appointment of Auditors and Remuneration**

Shareholders will be asked to confirm the re-appointment of Crowe Clark Whitehill LLP as the Company’s auditors to hold office until the conclusion of the next annual general meeting and to grant authority to the Directors to determine the auditors’ remuneration.

**Ordinary Resolution Twelve: Grant of authority to the Directors to allot Ordinary Shares**

It is proposed to authorise the Directors to allot new shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal value of £18,000 (equivalent to 18,000,000 Ordinary Shares), which is approximately equal to thirty per cent. of the issued share capital of the Company as at 16 May 2014 (being the latest practicable date prior to the publication of this document). The Directors currently intend only to make use of this authority (a) to issue Ordinary Shares as consideration in connection with any acquisitions of companies or businesses which the Company may wish to make; and (b) in connection with an offer for subscription or placing of Ordinary Shares with investors to raise additional funds for the Company.

### Special Resolution Thirteen: Dis-application of pre-emption rights on allotment of Ordinary Shares

If the Directors wish to allot unissued shares or other equity securities for cash, the Companies Act 2006 requires that such shares or other equity securities are offered first to existing shareholders in proportion to their existing holdings. It is proposed that the Directors be granted authority to allot equity securities for cash, without first being required to offer such securities to existing shareholders, by the limited dis-application of Section 561 of the Companies Act 2006.

The authority is sought to grant the Directors authority to allot equity securities and/or sell shares held in treasury up to an aggregate nominal amount equal to £6,000 (equivalent to 6,000,000 Ordinary Shares, which would constitute approximately ten per cent. of the issued share capital of the Company as at 16 May 2014, being the latest practicable date prior to publication of this document) without first offering the securities to existing shareholders.

The total number of Ordinary Shares in issue as at 16 May 2014 (being the latest practicable date prior to publication of this document) is 59,090,909. The Company does not currently hold any treasury shares. The proposed resolution also dis-applies the statutory pre-emption provisions in connection with a rights issue and allows the Directors, in the case of a rights issue, to make arrangements in relation to fractional entitlements or other legal or practical problems which might arise.

### 3. Action to be taken

You are entitled to appoint one or more proxies to attend and vote at the AGM on your behalf. You will find enclosed with this document a Form of Proxy for use in connection with the AGM. Whether or not you propose to attend the AGM in person, you are requested to complete and return the Form of Proxy to the Company's registrars, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham BR3 4ZF as soon as possible but in any event not later than 10.00am on 9 June 2014. Completion and return of a Form of Proxy will not prevent you from attending the AGM and voting in person should you wish to do so. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so and should follow the relevant instructions set out in the notes to the Notice on pages 6-7 of this document.

### 4. Recommendation

The Directors consider that all of the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommend that shareholders vote in favour of all the resolutions, as the Directors intend to do in respect of their own beneficial holdings.

Yours faithfully



**John Swingewood**  
Non-Executive Chairman

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of CentralNic Group Plc (the "Company") will be held at the offices of DWF LLP, Capital House, 85 King William Street, London, EC4N 7BL on 11 June 2014 at 10.00am for the transaction of the following business:

To consider and, if thought fit, to pass the following resolutions (the "Resolutions") of which Resolutions 1 to 12 will be proposed as ordinary resolutions and Resolution 13 will be proposed as a special resolution.

## **ORDINARY RESOLUTIONS**

1. TO receive and adopt the audited accounts for the year ended 31 December 2013, together with the reports of the directors and the auditors thereon.
2. TO receive the directors' remuneration report for the year ended 31 December 2013.
3. THAT John Swingewood, having not previously sought re-election since his appointment on the Company's incorporation on 19 June 2013, be re-elected as a director of the Company.
4. THAT Ben Crawford, having not previously sought re-election since his appointment on the Company's incorporation on 19 June 2013, be re-elected as a director of the Company.
5. THAT Robert Pooke, having not previously sought re-election since his appointment on the Company's incorporation on 19 June 2013, be re-elected as a director of the Company.
6. THAT Samuel Dayani, having not previously sought re-election since his appointment on the Company's incorporation on 19 June 2013, be re-elected as a director of the Company.
7. THAT Thomas Rickert, having been appointed by the board on 2 September 2013 and having not previously sought re-election, be re-elected as a director of the Company.
8. THAT Tom Pridmore, having been appointed by the board on 2 September 2013 and having not previously sought re-election, be re-elected as a director of the Company.
9. THAT Glenn Hayward, having been appointed by the board on 10 February 2014 and having not previously sought re-election, be re-elected as a director of the Company.
10. THAT Crowe Clark Whitehill LLP be re-appointed as auditors to the Company until the conclusion of the next annual general meeting of the Company.
11. THAT the directors be authorised to fix the auditors' remuneration.
12. THAT, pursuant to the provisions of section 551 of the Companies Act 2006 ("Act"), the directors of the Company be and are hereby generally and unconditionally authorised (in substitution for all previous authorities conferred upon the directors of the Company pursuant to section 551 of the Act but without prejudice to the allotment of any relevant securities already made or offered or agreed to be made pursuant to such authorities) to exercise all or any of the powers of the Company to allot or grant rights to subscribe for relevant securities (within the meaning of section 560(1) of the Act) of up to an aggregate nominal value equal to £18,000 (equivalent to 18,000,000 Ordinary Shares), to such persons at such times and generally on such terms and conditions as the directors of the Company may determine (subject always to the articles of association of the Company) provided that this authority, unless it is (prior to its expiry) duly revoked or varied or is renewed, shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, 15 months after the passing of this resolution, save that the directors of the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors of the Company may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

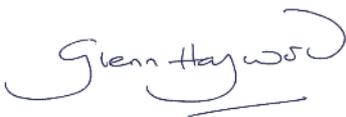
### **SPECIAL RESOLUTION**

13. THAT, subject to and conditional upon the passing of Resolution 12 above and in addition but not in substitution for all existing and unexercised authorities and powers, the directors of the Company be empowered pursuant to section 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by Resolution 12 above in the Notice as if section 561 of the Act did not apply to any such allotment provided that this authority and power shall be limited to:

- (a) the allotment of equity securities or the sale of treasury shares (in either case, other than pursuant to paragraph (b) below) up to an aggregate nominal amount equal to £6,000 (equivalent to 6,000,000 Ordinary Shares); and
- (b) the allotment of equity securities in connection with a rights issue, open offer or other offer of securities in favour of the holders of Ordinary Shares on the register of members at such record dates as the directors of the Company may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the holders of Ordinary Shares are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares in the Company held or deemed to be held by them on any such record dates (which shall include the allotment of equity securities to any underwriter in respect of such issue or offer), subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatever,

provided that this authority and power shall expire at the conclusion of the next annual general meeting or, if earlier, 15 months after the passing of this resolution, save that the Company may, before the expiry of such period, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

By order of the board



**Glenn Hayward**  
Company Secretary  
Dated: 19 May 2014

**Registered office**  
35 – 39 Moorgate  
London  
EC2R 6AR

# Notes

1. Copies of the following documents will be available for inspection at the Company's registered office at 35 – 39 Moorgate, London, EC2R 6AR during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the conclusion of the Annual General Meeting ("AGM") and at the place of the AGM itself from 15 minutes before the AGM until the conclusion of the AGM:
  - a. the service contracts between the Company and each of the executive directors of the Company; and
  - b. the letters of appointment between the Company and each of the non-executive directors of the Company.
2. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, contact the Company's registrars, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, BR3 4ZF. Where more than one proxy is appointed, a member must specify the number of shares the rights in respect of which each proxy is entitled to exercise. A proxy need not be a shareholder of the Company. 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 joint holdings (the first-named being the most senior). A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this Notice.
3. To be valid, the Form of Proxy must be received by Company's registrars, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham BR3 4ZF by 10.00am on 9 June 2014, being not less than 48 hours (excluding non-business days) before the time appointed for the holding of the meeting or any adjourned meeting.
4. The return of a completed Form of Proxy will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
5. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of it by using the procedures described in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
6. 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 & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the company's agent, Capita Asset Services (CREST Participant ID RA10) by the latest time(s) for receipt of proxy appointments specified in this 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

7. 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 or her 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.
8. 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.
9. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only shareholders registered in the register of members of the Company as at 6.00pm on 9 June 2014 (or in the event of any adjournment, at 6.00pm on the day which is two days (excluding non-business days) before the date fixed for the adjourned meeting) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at such time. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the meeting.
10. As at 16 May 2014 (being the latest practicable date prior to the publication of this document), the Company's issued share capital consists of 59,090,909 ordinary shares of £0.001 each and which each carry one vote. Therefore, the total voting rights in the Company as at 16 May 2014 are 59,090,909.
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.



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