

HOLLYWOOD BOWL GROUP PLC

**NOTICE OF THE 2019
ANNUAL GENERAL MEETING
OF HOLLYWOOD BOWL GROUP PLC**

**TO BE HELD ON THURSDAY 31 JANUARY 2019 AT
9.30AM (LONDON TIME)**

This document is important and requires your immediate attention

If you are in any doubt as to the action you should take, please take advice immediately from an independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares, please send this document, together with the accompanying documents, at once 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.

2 January 2019

Dear Shareholder,

On behalf of the directors of Hollywood Bowl Group plc (together the 'Directors'), it gives me great pleasure to invite you to attend the 2019 Annual General Meeting ('AGM') of Hollywood Bowl Group plc (the 'Company') which will be held at Investec Bank plc, 30 Gresham Street, London EC2V 7QP on Thursday 31 January at 9.30am (London time). The doors will open at 9.00am.

The formal Notice of AGM is set out on the following pages of this document, detailing the resolutions that the shareholders are being asked to vote on along with explanatory notes of the business to be conducted at the AGM. The AGM provides shareholders with an opportunity to communicate with the Directors and we welcome your participation.

Action to be taken

In line with our commitment to being a more environmentally friendly company, we will not be issuing hard copy forms of proxy for the 2019 AGM in the post. Instead, you may appoint a proxy online at www.signalshares.com. You will need your Investor Code, which can be found on your share certificate. If you require assistance, or if you would like to request a paper proxy form, please contact our registrar, Link Asset Services, whose contact details are set out in this document. If your shares are held in CREST, you may vote electronically via CREST as detailed in the notes to the Notice of AGM on page 9.

Whether or not you propose to attend the meeting, please complete and submit a proxy appointment in accordance with the notes to the Notice of AGM set out in this document. To be valid, the proxy appointment must be received no later than 9.30am on Tuesday 29 January 2019.

The appointment of a proxy (whether online or in hard copy) and voting electronically will not prevent you from attending and voting at the AGM in person if you wish. If I am appointed as proxy I will, of course, vote in accordance with any instructions given to me. If I am given discretion as to how to vote, I will vote in favour of each of the resolutions to be proposed at the AGM.

Recommendation

The Directors believe that the resolutions set out in the Notice of 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 of the resolutions to be proposed at the AGM. The Directors who own ordinary shares intend to vote in favour of the resolutions to be proposed at the AGM.

I look forward to seeing you at the AGM.

Yours faithfully

Peter Boddy

Chairman

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of Hollywood Bowl Group plc (the 'Company') will be held at Investec Bank plc, 30 Gresham Street, London EC2V 7QP on Thursday 31 January 2019 at 9.30am (London time) to consider and, if thought appropriate, pass the following resolutions of which Resolutions 1 to 13 will be proposed as ordinary resolutions and Resolutions 14 to 17 will be proposed as special resolutions.

Ordinary resolutions

Report and accounts

1. To receive the Directors' report and the accounts for the Company for the year ended 30 September 2018.

Dividends

2. To declare a final dividend of 4.23 pence per ordinary share for the year ended 30 September 2018 which shall be paid on 27 February 2019 to shareholders on the register at close of business on 1 February 2019.
3. To approve a special dividend of 4.33 pence per ordinary share which shall be paid on 27 February 2019 to shareholders on the register at close of business on 1 February 2019.

Directors' remuneration

4. To approve the Directors' Remuneration Report for the year ended 30 September 2018, excluding the summary Directors' Remuneration Policy set out on pages 60 and 61 of the Annual Report.

Directors

5. To re-elect Nick Backhouse as a Director.
6. To re-elect Peter Boddy as a Director.
7. To re-elect Stephen Burns as a Director.
8. To re-elect Laurence Keen as a Director.
9. To re-elect Ivan Schofield as a Director.
10. To re-elect Claire Tiney as a Director.

Auditors

11. To re-appoint KPMG 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.
12. To authorise the Audit Committee of the Company to fix the remuneration of the auditors.

Directors' authority to allot shares

13. 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:

- (A) up to an aggregate nominal amount of £500,000; and
- (B) comprising equity securities (as defined in Section 560(1) of the 2006 Act) up to a further aggregate nominal amount of £500,000 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 AGM or on 31 March 2020, 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:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) 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.

NOTICE OF THE ANNUAL GENERAL MEETING CONTINUED

Special resolutions

Disapplication of pre-emption rights

14. That if Resolution 13 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:

- (A) to allotments for rights issues and other pre-emptive issues; and
- (B) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount of £75,000,

such authority to expire at the end of the next AGM of the Company or, if earlier, at the close of business on 31 March 2020 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.

15. That if Resolution 13 is passed, the Directors be authorised in addition to any authority granted under Resolution 14 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:

- (A) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £75,000; and
- (B) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the 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 March 2020 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.

Authority to purchase own shares

16. 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:

- a. the maximum number of ordinary shares which may be purchased is 15,000,000;
- b. the minimum price which may be paid for each share is £0.01;
- c. the maximum price which may be paid for an ordinary share is an amount equal to the higher of (i) 105 per cent. 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;
- d. this authority shall expire at the conclusion of the Company's next AGM or, if earlier, 31 March 2020 (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

17. 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

Prism Cosec Limited

Company Secretary
2 January 2019

Registered in England and Wales No. 10229630
Registered Office:
Focus 31 West Wing Cleveland Road,
Hemel Hempstead Industrial Estate,
Hemel Hempstead,
Hertfordshire,
England HP2 7BW

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

Resolutions 1 to 13 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 14 to 17 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 30 September 2018. 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.

Resolutions 2 and 3: Declaration of final dividend and approval of special dividend

Resolution 2 deals with the recommendation of the Directors that a final dividend of 4.23 pence per ordinary share be paid. If approved, it is intended that the dividend will be paid to ordinary shareholders on 27 February 2019 that were on the register at the close of business on 1 February 2019.

To the extent that there is surplus cash within the business and, as outlined in the capital structure section on page 37 of the Annual Report, other priorities having been satisfied, the Board expects to return the surplus to shareholders. In line with this strategy, this year the Directors also recommend that a special dividend of 4.33 pence per ordinary share be paid. If Resolution 3 is approved, the special dividend will be paid to ordinary shareholders on 27 February 2019 that were on the register at the close of business on 1 February 2019.

Resolution 4: Annual Remuneration Report

This resolution seeks shareholder approval of the Directors' Remuneration Report, excluding the summary Directors' Remuneration Policy which is set out on pages 60 and 61 of the Annual Report, for the year ended 30 September 2018 as set out in the Annual Report. The Company's auditors, KPMG LLP, have audited those parts of the Directors' Remuneration Report that are required to be audited and their report may be found on pages 72 to 76 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.

Resolutions 5 to 10: Re-election of Directors

The Board has decided to comply with provision B.7.1 of the UK Corporate Governance Code and accordingly all Directors are submitting themselves for re-election by shareholders.

Biographical details of each of the Directors who are seeking re-election appear on pages 10 and 11 of this document. The Board believes that each Director 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 Director 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 re-election, the Board has taken into consideration the guidance provided by the UK Corporate Governance Code. Accordingly, the Board considers Nick Backhouse, Ivan Schofield and Claire Tiney to be independent in accordance with Provision B.1.1 of the UK Corporate Governance Code.

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 11: 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 11 proposes, on the recommendation of the Audit Committee, the appointment of KPMG LLP as the Company's auditors, until the conclusion of the next general meeting of the Company at which accounts are laid.

Resolution 12: Remuneration of auditors

This resolution seeks shareholder consent for the Audit Committee of the Company to set the remuneration of the Auditors.

Resolution 13: Directors' authority to allot

The purpose of Resolution 13 is to renew the Directors' power to allot shares. The authority in paragraph (A) 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 13 December 2018, being the latest practicable date prior to publication of this notice of meeting, is equivalent to a nominal value of £500,000.

The authority in paragraph (B) 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 £500,000, 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 13 December 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 March 2020 and the end of the AGM in 2020.

Resolutions 14 and 15: 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 14 deals with the authority of the Directors to allot new shares or other equity securities pursuant to the authority given by Resolution 13, 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 £75,000, being approximately 5% of the total issued ordinary share capital of the Company as at 13 December 2018. As at 13 December 2018 the Company holds no treasury shares.

The Pre-emption Group 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 15 seeks to authorise the Directors to allot new shares and other equity securities pursuant to the authority given by Resolution 13, or sell treasury shares, for cash up to a further nominal amount of £75,000, being approximately 5% of the total issued ordinary share capital of the Company as at 13 December 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 15 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 March 2020, whichever is the earlier.

The Board considers the authorities in Resolutions 14 and 15 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 16: Purchase of own shares

The effect of Resolution 16 is to renew the authority granted to the Company to purchase its own ordinary shares, up to a maximum of 15,000,000 ordinary shares, until the AGM in 2020 or 31 March 2020, whichever is the earlier. This represents 10% of the ordinary shares in issue (excluding shares held in treasury) as at 13 December 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 Regulation, and the Listing Rules.

Pursuant to the Companies Act 2006, 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 Regulation 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 Regulation, at any other time when the Directors would be prohibited from dealing in shares.

Options to subscribe for a total of 1,029,093 shares, being 0.69 per cent. of the issued ordinary share capital (excluding treasury shares), were outstanding at 13 December 2018 (being the latest practicable date prior to the publication of this notice). If the existing authority given at the 2018 AGM and the authority being sought under Resolution 16 were to be fully used, these would represent 0.86 per cent. of the Company's issued ordinary share capital (excluding treasury shares) at that date.

Resolution 17: Notice of general meetings

Under the Companies Act 2006, 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 17 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.

1. A shareholder is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend, speak and vote at the AGM. A proxy need not be a shareholder of the Company.
2. 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. Failure to specify the number of shares each proxy appointment relates to or specifying a number which, when taken together with the numbers of shares set out in the other proxy appointments, is in excess of the number of shares held by the shareholder may result in the proxy appointment being invalid. A proxy may only be appointed in accordance with the procedures set out in this note 2 and notes 3 and 4 below.

The appointment of a proxy will not preclude a shareholder from attending and voting in person at the AGM.
3. Shareholders may appoint a proxy, and vote, either:
 - by visiting www.signalshares.com, and following the instructions;
 - by requesting a hard copy form of proxy directly from the registrars, Link Asset Services, by telephone on 0371 664 0300. Calls cost 12p per minute plus your phone company's access charge. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00am and 5.30pm Monday to Friday excluding public holidays in England and Wales; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 18 to 21 below.
4. In order for a proxy appointment to be valid, the appointment must be received by Link Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, by no later than 9.30am on Tuesday 29 January 2019 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).
5. If shareholders return more than one proxy appointment, either by electronic communication or hard copy proxy form, the appointment received last by the Registrar before the latest time for receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
6. In the case of joint holders of a share the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names appear in the register of members in respect of the share.
7. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 ('nominated persons'). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
8. Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. The total number of issued ordinary shares (exclusive of treasury shares) in the Company on 13 December 2018, which is the latest practicable date before the publication of this document, is 150,000,000 carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 13 December 2018 is 150,000,000.
9. Entitlement to attend and vote at the AGM, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members as at close of business on 29 January 2019 or, if the meeting is adjourned, close of business on the day which is two days prior to the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.
10. 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.
11. Shareholders should note that, under Section 527 of the Companies Act 2006, 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 AGM for the financial year ended 30 September 2018; or (ii) any circumstance connected with an auditor of the Company appointed for the financial year ended 30 September 2018 ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, 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 AGM for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

12. Any member attending the AGM 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 (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
13. A copy of this notice and other information required by Section 311A of the Companies Act 2006 can be found at www.hollywoodbowlgroup.com.
14. Each of the resolutions to be put to the AGM will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website and notified to the UK Listing Authority once the votes have been counted and verified.
15. Members may not use any electronic address provided in either this notice of meeting or any related documents (including any form of proxy) to communicate with the Company for any purposes other than those expressly stated.
16. Copies of the Executive Directors' service contracts and letters of appointment of the Non-Executive Directors may be inspected during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company at Focus 31 West Wing Cleveland Road, Hemel Hempstead Industrial Estate, Hemel Hempstead, Hertfordshire HP2 7BW up to and including the date of the AGM and at Investec Bank plc, 30 Gresham Street, London EC2V 7QP, from 15 minutes before the AGM until it ends.
17. Except as provided above, shareholders who have general queries about the AGM should either call the Registrar's helpline on 0371 664 0300; or write to the Registrar, Link Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU. No other methods of communication will be accepted.

For CREST members only:

18. CREST members who wish to appoint a proxy or proxies for the AGM (or any adjournment of it) through the CREST electronic proxy appointment service may do so 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(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.
19. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message ('CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's 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 is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID: RA10) by no later than 9.30am on Tuesday 29 January 2019 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned 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. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
20. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular 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.
21. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

*Peter Boddy***Non-Executive Chairman****Appointment**

Peter joined the Group as Non-Executive Chairman in 2014.

Skills and experience

Peter holds chairmanships in three other companies: Xercise4Less (a low-cost gym chain); Novus Leisure Limited (operator of late-night bars and clubs); and The Harley Medical Group. All are backed by private equity. Previously, Peter held the position of CEO or managing director in a number of successful private equity-backed leisure sector companies including Fitness First UK, Megabowl Group Limited and Maxinutrition Limited. Peter has a degree in economics from De Montfort University and an MBA from Warwick Business School.

Committee membership**N***Stephen Burns***Chief Executive Officer****Appointment**

Stephen joined the Group as Business Development Director in 2011. He was promoted to Managing Director in 2012 and became Chief Executive Officer in 2014.

Skills and experience

Before joining the Group, Stephen worked within the health and fitness industry, holding various roles within Cannons Health and Fitness Limited from 1999. He became sales and client retention director in 2007 upon the acquisition of Cannons Health and Fitness Limited by Nuffield Health, and became regional director in 2009. In 2011, Stephen was appointed to the operating board of MWB Business Exchange, a public company specialising in serviced offices, meeting and conference rooms, and virtual offices. Stephen was appointed Chairman at the Club Company Limited (operator of UK country clubs) in June 2018.

Committee membership

N/A

*Laurence Keen***Chief Financial Officer****Appointment**

Laurence joined the Group as Finance Director in 2014.

Skills and experience

Laurence has a first-class degree in business, mathematics and statistics from the London School of Economics and Political Science. He qualified as a chartered accountant in 2000 and has been an ICAEW Fellow since 2012. Previously, Laurence was UK development director for Paddy Power from 2012. He has held senior retail and finance roles for Debenhams PLC, Pizza Hut (UK) Limited and Tesco PLC.

Committee membership

N/A

Committee membership

- A** Audit Committee
- N** Nomination Committee
- R** Remuneration Committee

- Chair
- Member

*Nick Backhouse***Senior Independent Non-Executive Director****Appointment**

Nick joined the Group as Senior Independent Non-Executive Director in June 2016.

Skills and experience

Nick has extensive experience at Board level, including non-executive roles at Guardian Media Group plc (2007–2017) where he was also the Senior Independent Director, All3Media Limited (2011–2014) and Marston's PLC (2012–2018) and has chaired the Audit Committees of each of those businesses. He is currently a Non-Executive Director of Eaton Gate Gaming and a trustee of Chichester Festival Theatre. In his executive career, Nick was the Deputy Chief Executive Officer of the David Lloyd Leisure Group and was previously Group Finance Director of National Car Parks, Chief Financial Officer of the Laurel Pub Company and CFO of Freeserve PLC. Prior to that, he was a Board Director of Baring Brothers. Nick is a Fellow of ICAEW and has an MA in economics from Cambridge University.

Committee membership

- A** **N** **R**

*Claire Tiney***Independent Non-Executive Director****Appointment**

Claire joined the Group as an Independent Non-Executive Director in June 2016.

Skills and experience

Claire has over 20 years' board level experience encompassing executive and non-executive roles in blue-chip retailing, property development and the services sector across the UK and Eastern Europe. Claire runs her own business as an HR consultant, executive coach and facilitator, having spent 15 years as an executive director in a number of businesses including Homeserve plc, Mothercare plc and WH Smith Group plc. Most recently, Claire was HR director at McArthurGlen Group, the developer and owner of designer outlet malls throughout Europe. Claire was previously a Non-Executive Director of Family Mosaic and is currently a Non-Executive Director of Volution plc and of Topps Tiles plc. She has an MBA from Stirling University.

Committee membership

- R** **A** **N**

*Ivan Schofield***Independent Non-Executive Director****Appointment**

Ivan joined the Group as an Independent Non-Executive Director in October 2017.

Skills and experience

Ivan has extensive experience in the leisure sector in the UK and across continental Europe. He held a number of senior roles for Yum Brands Inc. over 15 years, notably as managing director of KFC France and Western Europe and more recently as CEO of itsu. Prior to this, Ivan held roles at Unilever and LEK Consulting. Ivan is also currently Chairman of Buffalo Grill SA and Thunderbird Fried Chicken Limited and runs his own business as a senior executive coach and mentor. Ivan holds a BSc in economics with econometrics from the University of Bath, an MBA from INSEAD and is a graduate of the Meyler Campbell Business Coaching Programme.

Committee membership

- R** **N** **A**

