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If you have sold or otherwise transferred all of your Existing Ordinary Shares prior to the date on which the Existing Ordinary Shares were market "ex" by the London Stock Exchange plc ("**London Stock Exchange**"), please forward this document, but not the accompanying personalised Form of Proxy, at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward delivery to the purchaser or transferee.

This document does not constitute an offer to purchase, acquire or subscribe for, or the solicitation of an offer to purchase, acquire or subscribe for, either Placing Shares or Subscription Shares an invitation to purchase, acquire or subscribe for either Placing Shares or Subscription Shares.

This document is not a prospectus for the purposes of the Prospectus Rules. Accordingly, this document has not been, and will not be, reviewed or approved by the Financial Conduct Authority of the United Kingdom (in its capacity as UK Listing Authority or otherwise) pursuant to sections 85 and 87 of FSMA, the London Stock Exchange or any other authority or regulatory body and has not been approved for the purposes of Section 21 of FSMA.

Application will be made for the Placing Shares and Subscriptions Shares to be admitted to trading on the AIM market of the London Stock Exchange ("**AIM**"). AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the Financial Conduct Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. **This document does not comprise an admission document under the AIM Rules and the London Stock Exchange has not itself examined or approved the contents of this document. The rules applicable to AIM are less demanding than those applicable to the Official List. It is emphasised that no application is being made for admission of the Placing Shares or the Subscription Shares to the Official List. Neither the Placing Shares or the Subscription Shares will be dealt on any other recognised investment exchange and no other such application will be made.**

Subject to, *inter alia*, the passing of the Resolutions at the General Meeting, it is expected that admission of the Placing Shares and the Subscription Shares will become effective and dealings in the Placing Shares and the Subscription Shares will commence on AIM at 8.00 a.m. on 5 March 2019. The Placing Shares, and the Subscription Shares when issued and fully paid, will rank *pari passu* in all respects with the Existing Ordinary Shares, including as regards the right to receive all dividends or other distributions declared, made or paid after Admission.

IMMOTION GROUP PLC

(a public limited company incorporated in England and Wales with registered number 10964782)

Proposed Placing of 45,499,996 Ordinary Shares and Subscription for 9,499,998 Ordinary Shares at 6 pence per share

Notice of General Meeting

You are recommended to read the whole of this document but your attention is drawn, in particular, to the letter from the Chairman of the Company which is set out on pages 11 to 25 of this document. This letter recommends that you vote in favour of the Resolutions to be proposed at the General Meeting. The Directors of Immotion Group plc accept individual and collective responsibility for the information contained in this document including individual and collective responsibility for compliance with the AIM Rules. The Company and the Directors, whose names appear on page 10 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and this document makes no omission likely to affect the import of such information.

Notice convening a General Meeting of the Company, to be held at WH Ireland Limited's offices, 24 Martin Lane, London, EC4R 0DR on 1 March 2019 at 10 a.m., is set out at the end of this document.

The action to be taken by Shareholders in respect of the General Meeting is set out on page 26 of this document. If you hold your Existing Ordinary Shares in certificated form, whether or not you plan to attend the General Meeting, you are encouraged to complete the accompanying Form of Proxy and return it in accordance with the instructions printed thereon as soon as possible, but in any event so as to be received by post or, during normal business hours only, by hand, at Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD, by no later than 10:00 a.m. on 27 February 2019 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day)).

If you hold your Existing Ordinary Shares in uncertificated form (that is, in CREST) you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the Notice of the General Meeting set out at the end of this document). Proxies submitted via CREST must be received by the Company's agent (CREST ID: 7RA11) by no later than 10 a.m. on 27 February 2019 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day)). The completion and return of the Form of Proxy will not prevent you from attending and voting in person at the General Meeting, or any adjournment thereof, should you wish to do so.

The Placing Shares described in this document have not been, and will not be, registered under the United States Securities Act of 1933 ("**Securities Act**") or under the securities laws of any state of the United States. The Placing Shares may not be offered,

sold, resold, transferred or delivered, directly or indirectly, within the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There will be no public offer of the Placing Shares in the United States. The Placing Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Placing Shares or the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States.

In addition, offers, sales or transfers of the Placing Shares in or into the United States for a period of time following completion of the Placing by a person (whether or not participating in the Placing) may violate the registration requirement of the Securities Act.

Furthermore, the Placing Shares have not been and will not be registered under the applicable laws of any of Australia, Canada, the Republic of South Africa or Japan and, consequently, may not be offered or sold to any national, resident or citizen thereof.

The distribution of this document and/or any accompanying documents into jurisdictions other than the United Kingdom may be restricted by law or regulation and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, such restrictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. This document should not be distributed, forwarded to or transmitted in or into the United States, Australia, Canada, the Republic of South Africa, Japan or any jurisdiction where to do so might constitute a violation of local securities laws or regulations.

Copies of this document are available, free of charge, at the office of Immotion Group plc at East Wing, Ground Floor The Victoria, Mediacity, Manchester, England, M50 3SP and on the Company's website <https://immotion.co.uk>.

WH Ireland Limited ("**WH Ireland**") and Shard Capital Partners LLP ("**Shard**") and Leander Capital Partners Ltd ("**Leander**") are authorised and regulated by the Financial Conduct Authority and are acting exclusively for the Company and no-one else in connection with the Fundraising and are not, and will not be, responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice in relation to the Fundraising or the contents of this document or any other matter referred to herein. No representation or warranty, express or implied, is made by WH Ireland, Shard or Leander as to any of the contents of this document, and neither WH Ireland, Shard nor Leander has authorised the contents of any part of this document and neither accepts any liability whatsoever for the accuracy of any information or opinions contained in this document or for the omission of any material information from this document for which the Company and the Directors are solely responsible. Nothing in this paragraph shall serve to exclude or limit any responsibilities which WH Ireland, Shard or Leander may have under FSMA or the regulatory regime established thereunder.

WH Ireland is also acting as nominated adviser to the Company. Its responsibilities as the Company's nominated adviser under the AIM Rules are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of their decision to acquire shares in the Company in reliance on any part of this document.

No person has been authorised to give any information or make any representation other than those contained in this document and, if given or made, such information or representations must not be relied upon as having been so authorised. The delivery of this document shall not, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document or that the information in it is correct as of any subsequent time.

Cautionary note regarding forward-looking statements

This document contains statements about Immotion Group plc that are or may be deemed to be "forward-looking statements".

All statements, other than statements of historical facts, included in this document may be forward-looking statements. Without limitation, any statements preceded or followed by, or that include, the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "should", "anticipates", "estimates", "projects", or words or terms of similar substance or the negative thereof, are forward-looking statements. Forward-looking statements include, without limitation, statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects and (ii) business and management strategies and the expansion and growth of the operations of Immotion Group plc.

These forward-looking statements are not guarantees of future performance. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of any such person, or industry results, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future. Investors should not place undue reliance on such forward-looking statements and, save as is required by law or regulation (including to meet the requirements of the AIM Rules, the City Code, the Prospectus Rules and/or the FSMA), Immotion Group plc does not undertake any obligation to update publicly or revise any forward-looking statements (including to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based). All subsequent oral or written forward-looking statements attributed to Immotion Group plc or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above. All forward-looking statements contained in this document are based on information available to the Directors of Immotion Group plc at the date of this document, unless some other time is specified in relation to them, and the posting or receipt of this document shall not give rise to any implication that there has been no change in the facts set forth herein since such date.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Announcement of the Fundraising	5 February 2019
Publication of this document and Form of Proxy	6 February 2019
Latest time and date for receipt of Forms of Proxy	10:00 a.m. on 27 February 2019
General Meeting	10:00 a.m. on 1 March 2019
Admission and commencement of dealings in the Placing Shares and the Subscription Shares on AIM	8:00 a.m. on 5 March 2019
CREST accounts credited with Placing Shares and Subscription Shares in uncertified form	5 March 2019
Dispatch of share certificates in respect of the Placing Shares and Subscription Shares to be issued in certified form	By 4-8 March 2019

Notes:

1. Each of the times and dates above are indicative only and are subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified by the Company to Shareholders by announcement through a regulatory information service.
2. All of the above times refer to London time unless otherwise stated.
3. The admission and commencement of dealings in the Placing Shares and the Subscription Shares on AIM are conditional on, *inter alia*, the passing of the Resolutions at the General Meeting.

ISSUE STATISTICS

Issue Price	6 pence
Number of Existing Ordinary Shares	195,351,590
Number of Placing Shares to be issued	45,499,996
Number of Subscription Shares to be issued	9,499,998
Proceeds of the Fundraising (before expenses)	£3,300,000
Enlarged Share Capital following Admission	250,351,584
Percentage of Enlarged Share Capital represented by the Placing Shares and Subscription Shares	22 per cent.

DEFINITIONS

The following definitions apply throughout this document (including the Notice of General Meeting) and the Form of Proxy unless the context requires otherwise:

“Admission”	the admission of the Placing Shares and Subscription Shares to trading on AIM becoming effective in accordance with the AIM Rules
“Announcement”	this announcement (including the Appendix which forms part of this announcement)
“AIM”	AIM, a market operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange from time to time
“Board” or “Directors”	the directors of the Company whose names are set out on page 6 of this document
“Bookbuild”	the accelerated bookbuilding to be conducted by WH Ireland, Leander and Shard pursuant to the Placing Agreement and this Announcement
“Brokers”	WH Ireland, Shard and Leander and each a “Broker”
“Business Day”	any day on which banks are usually open in England and Wales for the transaction of sterling business, other than a Saturday, Sunday or public holiday
“certificated” or “in certificated form”	a share or other security not held in uncertificated form (that is, not in CREST)
“Code”	the City Code on Takeovers and Mergers
“Concert Party”	certain of the Shareholders comprising Martin Higginson, Samuel Higginson, Jon Liddell, Andrew Jones, Paul Hepworth, Dimitrios Georgiou, Napier Brown Holdings Limited, Emma Stanyon, Daniel Wortley, David Marks, Ian Liddell, Gary Martin, Griffin Stenger, John Ketcham, Broadway Ventures Limited, Spencour Moulton, Peter Edmondson, JIM Nominees Limited, Colston Trustees as Trustees of Curtis Banks SIPP – T Santry, Colston Trustees as Trustees of Curtis Banks SIPP – C W Stemp, Colston Trustees as Trustees of Curtis Banks SIPP – M Stemp, Nicolas Papaionnou, Angus McSween, Paul Reynolds, Perseus International Limited, Simon Mizzi, Patrick Brennan, Storia Credit Holdings Limited, Charles Shepherd, Garry Lucas, John Hepworth, Mark Hepworth, Robert Giles, Mahmud Kamani, Clare Hughes, Benjamin Robertson, John Alexander Glynne Davies, Gabriel Fysh, Pitchcroft Capital Limited, Leonie Dobbie, William Dobbie, Alasdair Ritche, Cameron Ritchie, Duncan Ritchie, Janice Ritchie, Peter Caddock, Fiona York, Artur Grzybowski, Paul Collimore, Arek Antoniak Lancaster Royal Grammar School Charity and The Cartoon Museum
“Concession Partners”	third parties who work together with the Immotion Group under a revenue sharing arrangement
“Company” or “Immotion Group”	Immotion Group plc, a company incorporated in England and Wales with registered number 10964782

“CREST”	a relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755) as amended from time to time
“Directors”	the directors of the Company whose names appear on page 10 of this document and “Director” shall mean any one of them
“EEA”	the European Economic Area
“Enlarged Share Capital”	the issued share capital of the Company immediately after Admission as enlarged by the issue and allotment of the Placing Shares and the Subscription Shares
“Existing Ordinary Shares”	the issued share capital of the Company as at the date of this document, being 195,351,590 Ordinary Shares
“Financial Conduct Authority” or “FCA”	the Financial Conduct Authority (and its predecessor, the Financial Services Authority) in its capacity as the competent authority for the purposes of Part VI of FSMA
“Form of Proxy”	the enclosed form of proxy for use by Shareholders in connection with the General Meeting
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“Fundraising”	the issue of 54,999,994 Ordinary Shares via a Placing and Subscription at a price of 6 pence per share
“General Meeting”	the general meeting of the Company to be held at 10 am on 1 March 2019 (or any reconvened meeting following any adjournment of the general meeting) at WH Ireland Limited’s offices, 24 Martin Lane, London, EC4R 0DR, notice of which is set out at the end of this document
“Group Company”	the Company and its existing subsidiaries and subsidiary undertakings
“Joint Brokers”	WH Ireland, Shard and Leander
“ImmotionVR”	the Company’s trading name for its own operated VR activities
“ImmotionVR Experience Centres”	owned and franchised VR experience centres trading at Immotion VR which utilise VR Cinema and VR Motion Platforms
“Issue Price”	6 pence per share
“LEKE”	Beijing LEKE VR Technology Co., Ltd, a manufacturer of Virtual Reality machines, with operations in China
“Leander”	Leander Capital Partners Ltd, joint brokers to the Company in respect of the Placing
“London Stock Exchange”	London Stock Exchange plc
“Market Abuse Regulation”	the Market Abuse Regulation (2014/596/EU) (incorporating the technical standards, delegated regulations and guidance notes, published by the European Commission, London Stock Exchange, the FCA and the European Securities and Markets Authority)
“Notice” or “Notice of General Meeting”	the notice of the General Meeting set out at the end of this document

“Ordinary Shares”	ordinary shares of 0.040108663 penny each in the share capital of the Company
“Panel”	the Panel on Takeovers and Mergers
“Placee”	any person who has conditionally agreed to subscribe for Placing Shares
“Placing”	the conditional placing, by WH Ireland, Shard and Leander, as agent of and on behalf of the Company, of the Placing Shares on behalf of the Company on the terms and subject to the conditions contained in the Placing Agreement
“Placing Agreement”	the conditional placing agreement dated 5 February 2019 between the Company, Leander, Shard and WH Ireland relating to the Placing
“Placing Shares”	the new Ordinary Shares to be issued to Placees pursuant to the Placing
“Presentation”	the investor presentation to prospective Placees relating to the Group and its business
“Publicly Available Information”	any information announced through a Regulatory Information Service by or on behalf of the Company on or prior to the date of this Announcement
“Registrar”	Neville Registrars Limited, registrars to the Company
“Regulatory Information Service”	one of the regulatory information services authorised by the FCA acting in its capacity as the UK listing authority to receive, process and disseminate regulatory information
“Resolutions”	the resolutions to be proposed at the General Meeting, as set out in the Notice of General Meeting
“Seats”	individual seats contained within a VR Motion Platform
“Securities Act”	the United States Securities Act of 1933, as amended
“Shard”	Shard Capital Partners LLP, joint brokers to the Company in respect of the Placing
“Shareholders”	holders of Ordinary Shares
“Subscriber”	any person who has conditionally agreed to subscribe for shares in the Subscription
“Subscription”	the conditional issue of, in aggregate, 9,499,998 Ordinary Shares to Subscribers on the terms and subject to the conditions contained in the Subscription Agreement
“Subscription Agreement”	the agreements dated 5 February 2019 between each of the Subscribers and the Company
“Subscription Shares”	the new Ordinary Shares to be issued to Subscribers pursuant to the Subscription
“uncertificated” or “in uncertificated form”	recorded on the register of members of the Company as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland

“UK Listing Authority”	the FCA acting in its capacity as the competent authority for the purposes of Part VI of FSMA
“United States” or “US”	the United States of America
“WH Ireland”	WH Ireland Limited, the nominated adviser and broker to the Company
“VR” or “Virtual Reality”	virtual reality, the computer-generated simulation of a three dimensional image or environment that can be interacted with in a seemingly real or physical way by a person using special electronic equipment
“VR Cinema”	VR cinema pods manufactured by Beijing LEKE VR Technology Co., Ltd and imported by the Company
“VR Motion Platform”	VR motion platforms manufactured by Beijing LEKE VR Technology Co., Ltd and imported by the Company
“£”, “pounds sterling”, “penny” or “pence”	UK pounds sterling, the lawful currency of the United Kingdom

DIRECTORS, COMPANY SECRETARY AND ADVISERS

Directors	Sir Robin Miller (<i>Non-Executive Chairman</i>) Martin Higginson (<i>Chief Executive Officer</i>) David Marks CA (<i>Group Finance Director</i>) Ian Liddell (<i>Group Creative Director</i>) Rodney Findley (<i>Group Commercial Director</i>) Nicholas Lee ACA (<i>Non-Executive Director</i>)
Registered Office	East Wing, Ground Floor The Victoria MediaCityUK Manchester M50 3SP
Company Secretary	Daniel Wortley, ACMA
Nominated Adviser & Joint Broker	WH Ireland Limited 24 Martin Lane London EC4R 0DR
Joint Brokers	Shard Capital Partners LLP 23rd Floor 20 Fenchurch St London EC3M 3BY and Leander Capital Partners Ltd 10 Old Burlington Street London W1S 3AG
Solicitors to the Company	DWF LLP Central Square South Orchard Street Newcastle upon Tyne NE1 3AZ
Solicitors to the Nomad and Joint Brokers	Bircham Dyson Bell LLP 50 Broadway London SW1H 0BL
Registrars	Neville Registrars Limited Neville House Steelpark Road Halesowen B62 8HD

LETTER FROM THE CHAIRMAN

IMMOTION GROUP PLC

(a public limited company incorporated in England and Wales with registered number 10964782)

Directors:

Sir Robin Miller (*Non-Executive Chairman*)
Martin Higginson (*Chief Executive Officer*)
David Marks CA (*Group Finance Director*)
Ian Liddell (*Group Creative Director*)
Rodney Findley (*Group Commercial Director*)
Nicholas Lee ACA (*Non-Executive Director*)

Registered Office:

East Wing
Ground Floor
The Victoria
Mediacity
Manchester
M50 3SP

5 February 2019

To holders of Ordinary Shares and, for information only, to holders of options over Ordinary Shares

Dear Shareholder,

**Proposed Placing of 45,499,996 Ordinary Shares and Subscription for
9,499,998 Ordinary Shares at 6 pence per share**

and

Notice of General Meeting

1. Introduction

On 5 February, Immotion Group plc announced that it had raised £3,300,000 (before expenses) through a conditional placing of 45,499,996 new ordinary shares and subscription of 9,499,998 new ordinary shares to raise up to £3.3m at an issue price of 6 pence per share. It is intended that the net proceeds of the Fundraising will be used pre-dominantly to accelerate the Company's growth plans. The Directors do not currently have authority to allot all of the Placing Shares and Subscription Shares and, accordingly, the Board is seeking the approval of Shareholders to allot the Placing Shares and Subscription Shares at the General Meeting, together with approval to disapply pre-emption rights in respect of the proposed issue on the terms set out in the Resolution in the Notice of General Meeting.

The Fundraising is conditional, *inter alia*, on Admission becoming effective, the Placing Agreement between the Company and WH Ireland, Shard and Leander becoming unconditional and not being terminated (in accordance with its terms), and the passing by the Shareholders of the Resolutions at the General Meeting, including special resolutions which will give the Directors the required authority to disapply statutory pre-emption rights in respect of the allotment of the Placing Shares and Subscription Shares. Subject to all relevant conditions being satisfied (or, if applicable, waived), it is expected that the Placing Shares and the Subscription Shares will be admitted to trading on AIM on or about 5 March 2019. The Placing Shares and Subscription Shares will represent approximately 22 per cent. of the Enlarged Share Capital.

The purpose of this letter is to outline the background to, and reasons for, the Fundraising and explain why the Board consider the Fundraising to be in the best interests of the Company and its Shareholders as a whole, and why the Directors recommend that you vote in favour of the Resolutions, as they intend to do themselves in respect of the Ordinary Shares beneficially held by them.

Shareholder approval will be sought in respect of the Fundraising at the General Meeting which is convened for 1 March 2019 at 10 a.m. and will take place at WH Ireland Limited, 24 Martin Lane, London, EC4R 0DR.

2. Trading Update

Operational and Trading Highlights

- Following a successful trial, the Company has agreed with a number of subsidiaries of Merlin Entertainments plc ("**Merlin**"), encompassing the Lego Discovery Centre, LEGOLAND®, and SeaLife brands, a significant roll-out of the Immotion Group VR Cinematic Platforms

- Overall visibility on over 200 additional headsets, expected to be installed through 2019. The majority of these are likely to be Concessions, however some may be machine sales
- A 15-month VR licence deal has been agreed for 12 VR experiences – minimum annual revenue of £588k to be delivered to Immotion Group for licensee to maintain exclusivity
- Further VR Experience licence contract signed for Chinese market – minimum revenue guarantees of £224k
- Distribution agreement with Crown Leisure, the UK's largest distributor of entertainment machines
- Overall 2018 trading in line with market expectations
- H2 2018 VR revenue in excess of £1m (H1 £0.1m) with more than double the anticipated ImmotionVR headsets in place by year-end 2018 (unaudited)
- As at 31 December 2018, the Group had 106 ImmotionVR headsets (10 locations in the UK) and 46 Concession headsets in operation at 7 locations
- 58 ImmotionVR headsets (42 machines) were sold in the year
- 12 VR content experiences developed in the year
- Unaudited net current assets of £1m at 31 December 2018

Roll out of VR Cinematic Platforms – Merlin

Immotion Group is pleased to announce a significant expansion of its relationship with Merlin, the world's second largest leisure operator. Following a successful revenue share trial in Lego Discovery Centres ("LDC") in Boston, USA and Manchester, U.K., Immotion Group and Merlin have agreed to continue the roll out of its VR Cinematic Platforms across the majority of the LDC estate, as well as a LEGOLAND hotel in Germany.

In addition, Merlin has also agreed to extend the relationship to cover an initial trial in three Sea Life Centres, one based in Germany and two based in Australia (subject to contract). The Sea Life Centres will operate Immotion Group's 'subsea edutainment' experiences. Subject to the trial results, the intention is to roll the "Blue Ocean" VR cinematic experiences out across the wider Sea Life estate, which currently numbers 49 Sea Life Centres. Talks continue with Merlin regarding other opportunities.

In addition to the existing two LDC sites, each containing 8 headsets each, Immotion Group will install, subject to final contract, a total of 42 new headsets across the LDC estate, 6 in LEGOLAND Germany and 18 headsets in the three Sea Life trials, taking the total headsets in operation on a revenue share basis with Merlin to 82 by end of Q1 2019. In addition, LDCs in Asia have purchased a further 6 machines (12 headsets) from Immotion Group, making a total of 47 machines and 94 headsets in the Merlin estate.

With the exception of the LDCs in Asia, which purchased the VR Cinematic Platforms from Immotion Group, the Company operates on a Concession basis with Merlin, sharing the revenue generated from the operations. Immotion Group provides the equipment, content, technical support and training, Merlin operates the platforms and provides the locations.

Content Licensing Agreement

Following the development of a number of new VR experiences, Immotion Group is pleased to announce the signing of two content licensing agreements with LEKE VR, the Company's China based VR hardware supplier.

The first relates to the license of two pieces of content for installation on development of two specific platforms. The Company has agreed to license these experiences at £1,400 per headset, with a minimum revenue guarantee to 31 March 2021 of £224,000 (14 months to 31 March 2020 – £67,000; 12 months to 31 March 2021 – £157,000). This represents 80 headsets per platform. The Directors believe the potential for these two platforms could be considerable.

The second agreement is the licensing of 12 of Immotion Group's VR experiences in territories not operated in by the Company through to 31 March 2020. (All territories excluding the European Union, including the UK, UAE and the USA). The Company has agreed to grant exclusivity for these 12 experiences on the proviso that a minimum annual revenue of 5m RMB (£588,000) is achieved, in which case the licence would be extended to 31 March 2021. The Company will receive 70 per cent of all revenue generated by LEKE.

Agreement 1

Immotion Group will license to LEKE exclusively its Delta Zero and Jinxed titles (together the "Titles") for use on specific machines being developed by LEKE (or any machine with the same functionality).

Delta Zero will be placed by LEKE onto a specified 360 Robot Arm VR platform being developed by LEKE. Each robotic arm will have 4 VR headsets.

Jinxed will be installed on a "Dark Ride" being developed by LEKE. Each 'ride car' on the Dark Ride is planned to have 8 headsets. The Dark Ride will comprise of multiple 'ride cars'.

For each headset on which a Title is installed, Immotion Group will receive revenue of £1,400.

LEKE has guaranteed a minimum of 24 headsets for each Title (48 in total) in the period to 31 March 2020 (£67,200 revenue) and a further 56 headsets per Title (112 in total) in year 2: £156,800 (less any excess over the minimum of 48 installed in year 1). This would take minimum revenue received to £224,000 in aggregate.

If either target is not met then LEKE's licence will become non-exclusive and LEKE is obliged to make up any shortfall.

Agreement 2

Immotion Group will license 12 VR experiences to LEKE for installation on LEKE machines globally, with the exception of the European Union (including the U.K); the USA and the U.A.E. LEKE will be permitted in China to license the experiences to other manufacturers of VR machines.

The licence will have an initial term of 15 months and will be subject to automatic renewal on an exclusive basis for a further 12 months if in the initial term LEKE delivers to Immotion Group revenue of not less than 5m RMB (£588,000 at an exchange rate of £1=8.5 RMB).

3. Background to and the reasons for the Fundraising

Immotion Group, the UK-based immersive VR 'Out of Home' entertainment business, generates revenues through the delivery to consumers of high quality "state of the art" VR experiences, combined with cutting-edge motion platforms at affordable price points through a range of channels.

The Directors believe that the Company's initial success in securing major Concession Partners, the positive response to its high-quality content, demonstrated by its recent content licensing deal with its hardware supplier LEKE, a leading manufacturer of VR equipment in China, and the public response to Immotion Group's VR Experience Centres demonstrate the market potential for 'Out of Home' VR and the Company's growing reputation in the sector.

Since the IPO in July 2018, the Company has made good progress in its key channels to market and invested heavily in experience creation and hardware for both ImmotionVR and its Concessions. As at 31 December 2018, Immotion Group had:

- 106 ImmotionVR headsets (10 locations) and 46 Concession headsets (7 locations) in operation
- 58 ImmotionVR headsets (42 machines) were sold in the year
- 12 VR content experiences developed in the year
- US roll out initiated with first ImmotionVR Experience Centre test site opened in LA and sales and Concession opportunities now under active consideration
- New major Concession Partnerships secured with Merlin, The Rank Group plc in the UK and Al Hokair Group. The latter is the Group's first major Concession relationship in the Middle East

Since IPO, the Company has developed and launched 9 new proprietary VR experiences (bringing the current total to 12) and has a number of further experiences in development for release throughout 2019. The response to the new VR experiences has been very positive and the Directors believe there is considerable opportunity to monetise these not only for itself but to license them to third parties. This is demonstrated by the signing of two potentially significant agreements to license its experiences to the Chinese market.

Whilst the Directors believe machine sales should continue to be an important part of the Company's revenue mix, it is clear there are some very large Concession Partner opportunities beyond the Company's original expectations. Since the last trading update on 8 November 2018, the Company has been in advanced discussions with several Concession Partners including Merlin relating to the further roll out of machines to additional LEGOLAND® Discovery Centres and other Merlin sites such as Sea Life as well as the Rank Group in relation to potential new sites. The Directors believe that this is an effective route to scale rapidly and build longer term relationships and recurring revenue with major partners.

Immotion Group has successfully launched a number of its own experience centres, under the ImmotionVR brand. This has allowed the Company to develop a number of relationships with major leisure operators, and shopping mall landlords. The Directors believe that as traditional retailing suffers further, shopping mall landlords will take further interest in offering leisure experiences to consumers and that this will present opportunities for Immotion. The Directors intend in the short term to grow ImmotionVR very selectively and focus on optimising the Company's experience centre offering. Immotion will pursue conversations with landlords and other leisure and retail operators, with a view to identifying opportunities in "competitive socialising" as well as within retail and other leisure locations focused on gaming and e-gaming, where they believe VR be a good fit, which could result in Concession or machine sales opportunities.

With significant increased interest from Concession Partners, as well as a desire to produce and monetise more VR experiences, including a range of 'edutainment' VR experiences, the Company wishes to strengthen its balance sheet so that it can capitalise rapidly on the opportunities before it and build a leading position in the 'Out of Home' VR market.

Following a period of considerable activity in 2018, the Company will seek to streamline its operations in 2019 as it becomes more focused, and will look for corresponding cost savings where possible.

In addition to the operational and trading highlights above, further details of these opportunities are included below.

ImmotionVR

ImmotionVR is the brand name for the Company's own VR experience centres. These are located in high footfall retail and leisure locations, and are operated by the Company. The Company now operates in the following 11 locations.

<i>Town/City</i>	<i>Venue</i>	<i>Headsets</i>	<i>Date Opened</i>
Birmingham	Star City	13	Q3 2018
Bristol	Cabot Circus	16	Q4 2017
Cardiff	St David's	16	Q3 2018
Castleford	Xscape	11	Q3 2018
Derby	Intu	8	Q4 2018
Glasgow	Intu – Braehead	12	Q1 2019
Los Angeles	Thousand Oaks	6	Q3 2018
Manchester	Intu – Arndale	8	Q3 2018
Newcastle	Intu – Eldon Square	8	Q3 2018
Uxbridge	Intu	8	Q4 2018
Wembley	Designer Outlet Mall	14	Q4 2018

Immotion has trialled a number of retail formats, pre-dominantly in shopping malls (both primary and secondary), including both centre aisle sites as well as stores. The Company's more mature stores are trading profitably, and the Directors believe much has been learnt about the factors likely to make a site successful and as to consumer preferences. Consumer reviews of Immotion Group's sites have been positive and the Directors are satisfied that there is considerable consumer interest in experiencing 'Out

of Home' VR. The Directors' focus will now be on refining the ImmotionVR offerings, collecting further proof of concept data from existing sites and will consider roll out on a selective basis as well as exploring new formats. The Company has a revenue target of £250 – £300 per headset per week.

The Directors believe “competitive socialising” where multiplayer gameplay (including VR) could be offered to groups in an environment that also offers food and beverage represents an interesting opportunity. The Company is in discussions to explore this opportunity.

The Directors believe that between the UK, USA and Europe, the potential market for ImmotionVR experience centres could support in excess of 1,000 headsets. However, in the short term the focus of the Company's investment will be in growing the Concession estate and extending the Company's library of proprietary experiences, which will benefit all the Company's channels to market, including machine sales.

Concessions

The Concessions model enables the Company to work with established high quality leisure operators with proven high footfall leisure destinations. Immotion provides, at its own cost, the VR motion platforms and experiences to the operator. The operator will typically provide the site, staff and utilities, with Immotion Group providing technical and other business support. The parties share the revenue on a pre-agreed basis, typically targeting a ratio of 50:50.

In addition to the roll-out of VR platforms to Merlin locations, further notable Concession arrangements have been entered into with the Rank Group in the UK. This will begin with a small number of trial sites and will be rolled out further once initial test results have been studied and the respective offerings optimised.

A number of significant discussions are underway with other high traffic leisure destinations.

Future Machine Sales

The Directors believe, from market intelligence gathered to date that affordable, easy to use and “operator light” machines, with a small “footprint” and quality experiences (including motion and/or some interactivity) should be attractive to leisure arcades and family entertainment centres in its key markets. The Directors believe that the Group is well placed to meet these criteria.

Immotion Group recently exhibited at IAAPA, the world's largest trade show for the attractions industry, in Florida, USA. The Company's products (and its content in particular) were positively received and allowed a very wide cross section of potential customers to sample Immotion's VR experiences first-hand on its motion platforms.

The Company is following up the leads and additionally intends to appoint a distributor network across the UK and USA to target the arcade and FEC markets and to deal with the logistics of deliveries, installs and any repairs and maintenance. The Company will provide the necessary marketing collateral to support the sales process.

The Company has refined its proposition for experience sales and will now focus on offering its motion and other platforms with pre-loaded experiences sold on a “life of machine” licence, thus monetising content at the point of sale. Immotion Group will then offer new releases (including seasonal titles – e.g. Halloween; Christmas) to existing customers with machines already installed in return for additional payments.

The Company is in the process of appointing established industry distributors to sell, install and repair in both the UK and USA markets. This will allow the Company to focus on product and content development and additionally should allow the Company to save overhead costs associated with distribution, such as warehouse rents. To this end, the Company has agreed terms with Crown Leisure as exclusive distributor for the UK market focussing on sales to arcades and family entertainment centres.

The Company's range of motion platforms currently retails on average for c.£15,000 per headset depending on machine and content. The Directors believe this allows sufficient margin for both the Company and its distributors and a competitive price in the market place.

Experiences

Immotion Group has invested heavily in developing high quality content which the Directors believe is amongst the best in the 'out of home' VR market. The Directors believe that this offers competitive advantage in a market currently characterised by what the Directors regard as poor quality content, particularly for motion platforms. To date, the Company has developed considerable expertise in marrying the motion platforms and the content to provide safe and fun immersive experiences.

The Company will focus on developing a smaller number of experiences this year. Further experience development under consideration for 2019 will include sub-sea, space and dinosaur experiences as well as interactive experiences. The Company believes that these will appeal to a large number of leisure destinations including aquariums, zoos, museums as well as other family orientated leisure venues.

Since IPO, Immotion Group has released or is developing a number of new proprietary VR experiences as follows:

Delta Zero

(SCI-FI)



Head into deep space on an action packed ride that takes you across distant galaxies, hurtling through asteroid fields and into epic space battles.

Jinxed – CGI
(JEOPARDY)



Take a ride with Jinxed, our very own master of mystery. A retro ghost train ride with the odd twist or two.

Elf Power Inc. – CGI
(FAMILY)



Welcome to the adventures of the Christmas delivery express team that is Elf Power Inc on this mad cap VR dash to deliver presents around the world.

Tower Coaster
(THRILLER)



Take a seat on the ride of your life. Rise up through the tower until you are high above the city on top of the skyscraper. You'll then plummet to the ground in a thrilling roller coaster ride above the city.

Tornado
(THRILLER)



Experience the Tornado Gyroscop. A skyscraper roller coaster ride with a difference.

Dragon Island

(KIDS)



Hop on the back of Tilly the dragon, and let her take you on an enchanting flight around her magical dragon island home.

Legend of Lusca – Live Action

(ADVENTURE)



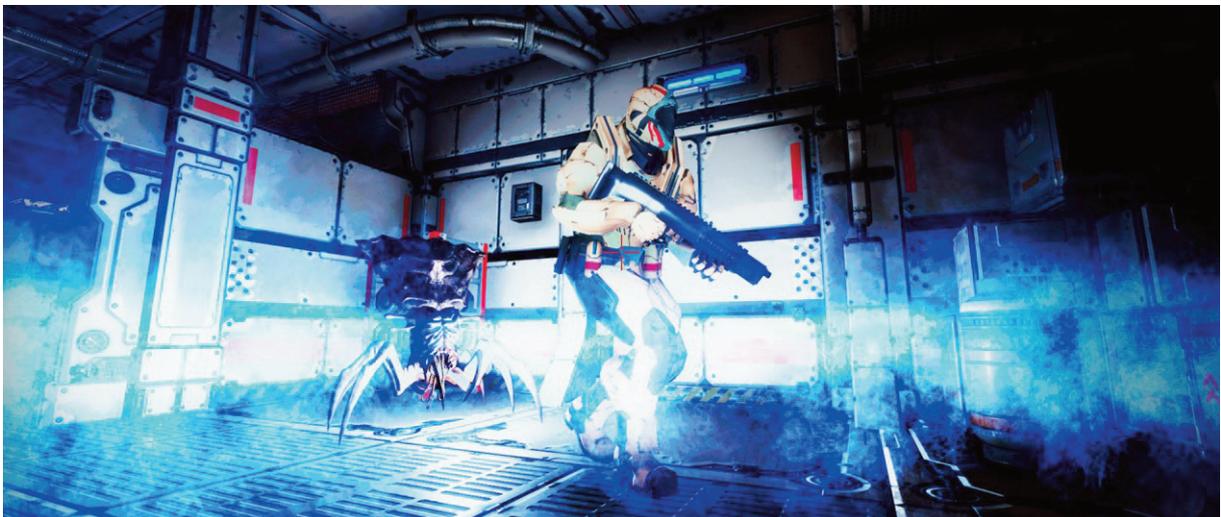
Explore the amazing sub-sea world and get close to wonderful creatures that inhabit the beautiful clear water of the Bahamas.

Hell Coaster
(HORROR)



A coaster like no other – hold on tight as you journey to the fiery depths of the Earth.

Space Lab
(HORROR)



What lurks in the lab? How will we escape when we're in deep space? And who knows what lurks in the dark?

Ferris Wheel

(FAMILY)



A pirate ship style experience – now in a fully immersive Virtual Reality world.

Snow Coaster

(FAMILY)



Wrap up warm and prepare yourself for a thrilling ride. Board the coaster car and hold on tight as you zoom over the winter landscape.

The Orphan's Chair
(SUPER-NATURAL)



Prepare for a ghostly experience as we take you on a haunted journey through time. Who is possessing the chair? Dare you find out?

Swimming with Humpbacks
(EDUTAINMENT)



A unique and moving close encounter with a Humpback and her calf in the seas off Tonga. It is intended that this will form part of a series of CGI, and live action VR experiences in a tentatively named "Blue Ocean Immersive Aquarium" suite of experiences.

A number of further experiences are in different stages of development for release later in H1 2019.

Immotion Group aims to produce the highest quality VR experiences in the 'Out of Home' market. Its ability to produce CGI experiences, live action, or a mix of the two has been very well received by consumers and business partners alike.

Whilst content is produced primarily for Immotion Group's own product range and VR Experience centres, the Company has begun to explore the potential to monetise the content with third parties. Immotion Group has signed two potentially significant agreements to license its experiences to the Chinese market. Licensing opportunities could provide the Company with the opportunity to build an "annuity" revenue stream that would impact the bottom line directly.

In addition, Immotion Group has ongoing discussions with other VR territories, and a number of operators and suppliers of traditional 4D rides. The Company is exploring the opportunity to utilise its content either in existing 4D experiences (without VR) or as part of new VR experiences to be offered in locations currently offering traditional 4D experiences, such as theme parks.

Reasons for the Fundraising

Immotion Group has considerable growth opportunities, as outlined above, and the Directors believe that it needs to be well capitalised to take advantage of these. By investing in the Company's proprietary content; refining the product offering and growing the installed base of machines through the various channels, the Company can position itself as a true leader in this fast-growing sector.

4. Information on the Fundraising

Immotion Group plc has conditionally raised gross proceeds of £3,300,000 before expenses through the issue of 45,499,996 Placing Shares and 9,499,998 Subscription Shares at 6 pence per share.

As announced on 5 February 2019, WH Ireland, Shard and Leander have, as Joint Brokers for the Company, conditionally placed the Placing Shares at the Issue Price with new and existing investors.

Additionally, as part of the Fundraising, certain Directors, either directly or through associated entities, and other individuals have each entered into Subscription Agreements to subscribe for, in aggregate 9,499,998 new Ordinary Shares at the Issue Price.

The Placing Agreement and the issue of the Placing Shares and Subscription Shares are conditional, *inter alia*, upon:

- (i) the passing of the Resolutions (excluding resolution 3) to be proposed at the General Meeting;
- (ii) the compliance by the Company with all of its obligations under the Placing Agreement to the extent that they are required to be performed on or prior to Admission of the Placing Shares;
- (iii) the Placing Agreement not having been terminated prior to Admission of the Placing Shares; and
- (iv) Admission of the Placing Shares and Subscription Shares occurring by no later than 8.00 a.m. on 5 March 2019 (or such later time and/or date as the Company and the Joint Brokers may agree, being not later than 8.00 a.m. on 25 March 2019).

Accordingly, if any of such conditions are not satisfied, or, if applicable, waived, the Fundraising will not proceed.

The Placing Agreement contains customary warranties given by the Company to the Joint Brokers as to matters relating to the Company and its business and a customary indemnity given by the Company to the Joint Brokers in respect of liabilities arising out of or in connection with the Placing.

The Joint Brokers may terminate the Placing Agreement prior to Admission of the Placing Shares in certain circumstances, including, amongst other things, if the Company is in breach of any of its obligations under the Placing Agreement (including the warranties contained in the Placing Agreement); if there is a material adverse change in the financial position or prospects of the Group; or if there is a material adverse change in national or international financial, monetary, economic, political, environmental, or stock market conditions which (in the opinion of the Joint Brokers acting in good faith) is or will be or is likely to be materially prejudicial to the Group or to the Placing or Admission of the Placing Shares in Post Admission Dealings.

The Subscription is not legally binding and any subscriptions by Subscribers will be announced through a Regulatory Information Service. The Subscription Agreements contain customary warranties given by the Subscribers with respect to the Subscription.

The Issue Price represents a discount of 26 per cent. to the closing middle market price of 8.1 pence per Ordinary Share on 4 February 2019 (being the latest practicable date prior to the announcement of the Fundraising on 5 February 2019). The Placing Shares and Subscription Shares will represent approximately 22 per cent. of the Enlarged Share Capital.

Application will be made to the London Stock Exchange for the Placing Shares and Subscription Shares to be admitted to trading on AIM. It is expected that Admission of the Placing Shares and Subscription Shares will become effective on 5 March 2019 and that dealings for normal settlement in the Placing Shares and Subscription Shares will commence at 8.00 a.m. on 5 March 2019. The Placing Shares and Subscription Shares, when issued and fully paid, will rank *pari passu* in all respects with the existing

Ordinary Shares and will rank for all dividends or other distributions declared, made or paid after the date of issue of the Placing Shares and Subscription Shares.

5. The Concert Party and the Code

As set out in the Admission Document dated 12 July 2018, the Company has a Concert Party whose members currently hold 136,363,003 Existing Ordinary Shares and hold share options over 11,008,750 Ordinary Shares, representing approximately 71.41 per cent. of the current fully diluted issued share capital of the Company. Immediately following Admission and assuming the issue of all of the Placing Shares and Subscription Shares, the members of the Concert Party will hold, in aggregate 59.80 per cent. of the fully diluted Enlarged Share Capital.

As the Concert Party will hold more than 50 per cent. of the Company's voting share capital at Admission, members of the Concert Party will be able, subject to note 4 on Rule 9.1 of the Code, to acquire further shares in the Company without incurring any obligation under Rule 9 of the Code to make a general offer.

Brief details of the Code and the protections it affords are set out below.

The Code, which is issued and administered by the Panel, applies to merger and takeover transactions where the offeree company is a public limited company (and to certain sorts of private limited company) and is resident in the United Kingdom. The Company is a public limited company and its shareholders are subject to the protections afforded by the Code.

Under Rule 9 of the Code, where a person acquires, whether by a series of transactions over time or not, an interest in shares which (taken together with shares already held by that person and an interest in shares held or acquired by persons acting in concert with him or her) carry 30% or more of the voting rights of a Company which is subject to the Code, that person is normally required to make a general offer to all the holders of any class of equity share capital or other class of transferable securities carrying voting rights in that company to acquire the balance of their interests in that company.

Rule 9 also provides that where any person who, together with persons acting in concert with him or her, is interested in shares which in aggregate carry not less than 30% but does not hold shares carrying more than 50% of the voting rights of a company which is subject to the Code, and such person (or any person acting in concert with him or her) acquires an additional interest in shares which increases the percentage of shares carrying voting rights in which he or she is interested, then such person is normally required to make a general offer to all the holders of any class of equity share capital or other class of transferable securities carrying voting rights of that company to acquire the balance of their interests in the company.

6. General Meeting

The Directors do not currently have authority to allot all of the Placing Shares and Subscription Shares and, accordingly, the Board is seeking the approval of Shareholders to allot the Placing Shares and Subscription Shares at the General Meeting, together with approval to disapply pre-emption rights in respect of the proposed issue.

A notice convening the General Meeting, which is to be held at 10:00 a.m. at WH Ireland Limited, 24 Martin Lane, London, EC4R 0DR on 1 March 2019, is set out at the end of this document. At the General Meeting, the following Resolutions will be proposed:

- Resolution 1, which is an ordinary resolution to authorise the Directors to allot relevant securities up to an aggregate nominal amount of £22,059.76, being equal to 54,999,994 Ordinary Shares (i.e. the number of Placing Shares and Subscription Shares to be issued in the Fundraising);
- Resolution 2, which is conditional on the passing of resolution 1 and is a special resolution to authorise the Directors to issue and allot the 54,999,994 Ordinary Shares referred to in Resolution 1, pursuant to the Fundraising on a non-pre-emptive basis; and
- Resolution 3, which is a special resolution to permit the Directors to call general meetings on not less than 14 clear days' notice.

The authorities to be granted pursuant to resolution 1 and resolution 2 shall expire on the date which is 15 months from the date of the resolution or if earlier the conclusion of the next annual general meeting of the Company (unless renewed varied or revoked by the Company prior to or on that date).

7. Actions to be taken

In respect of the General Meeting

Please check that you have received the following with this document:

- a Form of Proxy for use in respect of the General Meeting; and
- a reply-paid envelope for use in connection with the return of the Form of Proxy (in the UK only).

Whether or not you propose to attend the General Meeting in person, you are strongly encouraged to complete, sign and return your Form of Proxy in accordance with the instructions printed thereon as soon as possible, but in any event so as to be received, by post or, during normal business hours only, by hand, at Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD, by no later than 10:00 a.m. on 27 February 2019 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day)).

If you hold your shares in the Company in uncertificated form (that is, in CREST) you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the Notice of the General Meeting set out at the end of this document). Proxies submitted via CREST must be received by the Company's agent (CREST ID: 7RA11) by no later than 10:00 a.m. on 27 February 2019 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day)).

Appointing a proxy in accordance with the instructions set out above will enable your vote to be counted at the General Meeting in the event of your absence. The completion and return of the Form of Proxy or the use of the CREST Proxy Voting service will not prevent you from attending and voting at the General Meeting, or any adjournment thereof, in person should you wish to do so.

8. Recommendation

Shareholders should be aware that if any of the Resolutions (excluding resolution 3) are not passed, the Fundraising will not proceed. The Company would then need to secure alternative funding in the near future which may not be forthcoming and in this event, the Directors may be required to take action which could result in the value attributable to Shareholders being severely reduced or becoming nil.

The Directors believe that the Resolutions to be proposed at the General Meeting are in the best interests of the Company and Shareholders as a whole and unanimously recommend that Shareholders vote in favour of the Resolutions.

Each of the Directors at the time of the Fundraising each also being a Shareholder, has irrevocably undertaken to vote in favour of the Resolutions in respect of, in aggregate, 47,870,216 Existing Ordinary Shares, representing approximately 24.5 per cent. of the Existing Ordinary Shares.

Yours sincerely

Sir Robin Miller
Chairman

COMPANY NUMBER: 10964782

IMMOTION GROUP PLC

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of Immotion Group plc (the “**Company**”) will be held at WH Ireland Limited, 24 Martin Lane, London, EC4R 0DR at 10:00 a.m. on 1 March 2019 for the purpose of considering and, if thought fit, passing resolution 1 as an ordinary resolution and resolutions 2 and 3 as special resolutions.

ORDINARY RESOLUTION

1. **THAT**, in accordance with section 551 of the Companies Act 2006 (the “**Act**”) and in addition to the existing authorities, the directors of the Company from time to time (the “**Directors**”) be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £22,059.76 (comprising 45,499,996 Placing Shares and 9,499,998 Subscription Shares as such term is defined in the circular posted to Shareholders together with this notice (the “**Circular**”) provided that this authority will expire on the date which is fifteen months from the date of the resolution, or, if earlier, the conclusion of the next annual general meeting of the Company (unless renewed varied or revoked by the Company prior to or on that date) but the Company may, before this authority expires, make an offer or agreement which would or might require shares in the Company or rights to be allotted or granted after this authority expires and that the Directors may allot shares in the Company or grant rights pursuant to such an offer or agreement as if the authority conferred by this resolution had not expired.

SPECIAL RESOLUTIONS

2. **THAT**, subject to and conditional upon the passing of resolution 1, in accordance with section 571(1) of the Act, the Directors be empowered to allot equity securities for cash (within the meaning of section 560 of the Act) pursuant to the authority conferred by resolution 1 above, as if section 561 of the Act did not apply to any such allotment, up to an aggregate nominal value of £22,059.76 (comprising 45,499,996 Placing Shares and 9,499,998 Subscription Shares (as such term is defined in the Circular)), provided that this authority will expire on the date which is fifteen months from the date of the resolution or, if earlier, the conclusion of the next annual general meeting of the Company (unless renewed varied or revoked by the Company prior to or on that date) but the Company may, before this authority expires, make an offer or agreement which would or might require shares in the Company or rights to be allotted or granted after this authority expires and that the Directors may allot shares in the Company or grant rights pursuant to such an offer or agreement as if the authority conferred by this resolution had not expired.
3. **THAT**, in accordance with section 307(A) of the Act, a general meeting, other than an annual general meeting may be called on not less than 14 clear days’ notice.

By order of the Board

Daniel Wortley
Company Secretary

Registered Office;
East Wing
Ground Floor
The Victoria
MediaCityUK
Manchester
M50 3SP

Registered in England and Wales No.: 10964782

Date: 6 February 2019

Notes:

1. 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 and at any adjournment of it. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. If a proxy appointment is submitted without indicating how the proxy should vote on any resolution, the proxy will exercise his discretion as to whether and, if so, how he votes.
2. A proxy need not be a member of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD. Members may also appoint a proxy through the CREST electronic proxy appointment service as described in note 9 below.
3. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand by Neville Registrars Limited at Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD no later than 10:00 a.m. on 27 February 2019 (or, in the event of any adjournment, no later than 10 a.m. on the date which is two days before the time of the adjourned meeting (weekends and public holidays excluded)), together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a duly certified copy of that power or authority.
4. The return of a completed proxy form, other such instrument or any CREST proxy instruction (as described in note 9(a) below) will not prevent a member attending the meeting and voting in person if he/she wishes to do so.
5. A vote withheld option is provided on the form of proxy to enable you to instruct your proxy not to vote on any particular resolution, however, it should be noted that a vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of the votes 'for' and 'against' a resolution.
6. To be entitled to attend and vote at the meeting (and for the purpose of the determination by the company of the votes they may cast), members must be registered in the register of members of the Company by 6:00 p.m. on 27 February 2019 (or, in the event of any adjournment, 10 a.m. on the date which is two days before the time of the adjourned meeting (weekends and public holidays excluded)). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the company's register of members in respect of the joint holding (the first-named being the most senior).
8. If a member submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this meeting 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. You may appoint a proxy by completing and transmitting a CREST Proxy Instruction to the Registrars (Crest Participant ID: 7RA11) so that it is received no later than 10 a.m. on 27 February 2019. Please note the following:
 - (a) in order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "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 by the latest time(s) for receipt of proxy appointments specified in this notice. 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 application 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.
 - (b) 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 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.
 - (c) 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.
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.

