



## ANNUAL GENERAL MEETING

24 May 2018

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to the action you should take, you are recommended to immediately seek your own advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all of your shares in Escape Hunt plc, please send this document and the accompanying 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 delivery to the purchaser or transferee.

**Escape Hunt plc  
3 Pear Place  
London  
SE1 8BT**

**24 April 2018**

Dear Shareholder,

I am pleased to send you details of the forthcoming annual general meeting ("AGM") of Escape Hunt plc ("Company"), together with the annual report and accounts for the financial period ended 31 December 2017.

The AGM will be held on 24 May 2018 at the offices of Stockdale Securities, 100 Wood Street, London EC2V 7AN at 12pm.

The following documents are enclosed with this letter:

- Notice of AGM
- Report and Accounts
- Form of Proxy (and prepaid envelope)

**Action to be taken**

You are requested to complete and return the Form of Proxy in accordance with the instructions printed on it so that it arrives no later than 12.00pm on 22 May 2018. If you complete and return the Form of Proxy, you can still attend and vote at the AGM in person if you wish.

**Recommendation**

The Board considers the resolutions to be proposed at the AGM to be in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of the resolutions as they intend to do in respect of their own beneficial holdings. In making this recommendation, each Director abstains in relation to the resolution for his or her own reappointment.

Yours sincerely

**Richard Rose  
Chairman**

## **Resolutions to be proposed at the AGM**

Set out below is an explanation of the resolutions set out in the Notice of AGM.

### ***Resolution 1 – to receive the annual report and accounts – ordinary resolution***

The Chairman will present the Annual Report and Accounts for the financial period ended 31 December 2017 to the AGM. A copy of the Annual Report and Accounts accompanies this notice to shareholders.

### ***Resolutions 2 and 3 – reappointment of auditors and auditors' remuneration – ordinary resolutions***

Resolution 2 relates to the reappointment of KPMG LLP as auditors of the Company to hold office until the next AGM of the Company.

Resolution 3 authorises the Directors to set the remuneration of the Company's auditors.

### ***Resolutions 4 – 8 – reappointment of Directors – ordinary resolutions***

In line with best practice, all of the Directors will retire and be proposed for re-election at the AGM. Resolutions 4 – 8 seek your approval to re-elect these individuals as Directors of the Company.

### ***Resolution 9 – authority to allot shares – ordinary resolution***

The Companies Act 2006 provides that Directors shall only allot shares with the authority of shareholders in general meeting. The authority given to the Directors at the last annual general meeting to allot (or issue) shares pursuant to section 551 of the Companies Act 2006 expires on the date of this year's annual general meeting.

Resolution 9 will be proposed as an ordinary resolution for the renewal of the Directors' general authority to issue shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £84,413.00 representing approximately one third of the current issued share capital of the Company (excluding treasury shares). In addition, the resolution seeks authority for the Directors to allot shares by way of a pre-emptive rights issue up to an aggregate nominal amount of £84,413.00, representing a further third of the current issued share capital of the Company (excluding treasury shares). The Directors have no present intention of exercising either of these authorities.

### ***Resolutions 10 and 11 – disapplication of pre-emption rights – special resolution***

The Companies Act 2006 also provides that any allotment of new shares for cash must be made pro rata to individual shareholders' holdings, unless such provisions are disappplied under section 570 of the Companies Act 2006.

Resolution 10 will be proposed as a special resolution for the renewal of the Directors' authority to allot equity securities for cash, without first offering them to shareholders pro rata to their holdings. This authority facilitates issues made by way of rights to shareholders which are not strictly in accordance with section 561(1) of the Companies Act 2006, and authorises other allotments of shares up to a maximum aggregate nominal amount of £12,662.00, representing approximately 5 per cent. of the current issued ordinary share capital of the Company. The Directors have no present intention of exercising this authority.

Resolution 11 will be proposed as a special resolution. It will, in addition to any authority granted pursuant to resolution 10 above, give the Directors authority to allot equity securities free of pre-emption rights, up to a nominal value of £12,662.00, representing an additional 5 per cent. of the issued share capital, for transactions which the Board determines to be an acquisition or other specified capital investment.

The disapplication authority proposed by resolutions 10 and 11 is in line with institutional shareholder guidance, and in particular with the Pre-Emption Group's Statement of Principles (the "Pre-Emption Principles"). The Pre-Emption Principles were revised in 2015 to allow the authority for an issue of shares otherwise than in connection with a pre-emptive offer to be increased from 5 per cent. to 10 per cent. of the Company's issued ordinary share capital, provided that the Company confirms that it intends to use the additional 5 per cent. authority only in connection with an acquisition or specified capital investment. The Board therefore confirms, in accordance with the Pre-Emption Principles, that to the extent that the authority in paragraph (i) of resolution 11 is used for an issue of ordinary shares in addition to the amount referred to at paragraph (ii) of resolution 10, it intends that it will only be used in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

To reflect best practice, as set out in the Pre-Emption Group's monitoring report and template resolutions published in May 2016, resolutions 10 and 11 are proposed as two separate resolutions.

The Board also confirms, in accordance with the Pre-emption Principles, that it does not intend to issue shares for cash representing more than 7.5 per cent. of the Company's issued ordinary share capital in any rolling three-year period other than to existing shareholders, save as permitted in connection with an acquisition or specified capital investment as described above, without prior consultation with shareholders.

The authorities granted under resolutions 9, 10 and 11 will expire at the next annual general meeting, or, if earlier, at the close of business on the date falling 15 months after the date of the annual general meeting.

#### ***Resolution 12 – purchase of own shares – special resolution***

Resolution 12 will be proposed as a special resolution for the renewal of the Company's authority to purchase its own shares in the market during the period until the next annual general meeting of the Company for up to 2,025,925 Ordinary Shares, representing approximately 10 per cent. of the issued ordinary share capital of the Company. The price payable shall not be more than 5 per cent. above the average of the middle market quotation for ordinary shares as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange for the 5 business days before the purchase is made and in any event not more than the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase was carried out and not less than 1.25p per share, being the nominal value of the shares.

It is the Directors' intention only to exercise the authority to purchase the Company's shares where it would increase the earnings per share of those Ordinary Shares that are not re-purchased. This power will only be used if the Directors consider that to do so would be in the best interests of shareholders generally. Save to the extent purchased pursuant to the regulations concerning treasury shares any Ordinary Shares purchased in this way will be cancelled and the number of shares in issue will be accordingly reduced. The Company may hold in treasury any of its own Ordinary Shares that it purchases pursuant to the relevant regulations and the authority conferred by this resolution. This would give the Company the ability to re-issue treasury shares quickly and cost effectively and would provide the Company with greater flexibility in the management of its capital base. As at 23 April 2018 (the last practicable date prior to the publication of this document) options to subscribe for a total of 41,666 Ordinary Shares were outstanding under the Company Share Option Plan representing 0.20 per cent of the issued share capital of the Company (excluding treasury shares) at that date and 0.23 per cent of the issued share capital of the Company (excluding treasury shares) if the authority sought by this resolution were to be exercised in full.

#### ***Resolution 13 – political donations – ordinary resolution***

Resolution 13 will be proposed as an ordinary resolution to authorise the making of political donations and political expenditure. Part 14 of the Companies Act 2006 requires companies to obtain the approval of shareholders before such political donations or expenditure can be made.

Although the Company does not make what were usually regarded as political donations, it may incur expenditure on such items as sponsorship or attendance at political discussions and business liaison events organised by political parties within the EU on a non-partisan basis in order to make them aware of industry trends and key arguments affecting our industry, as well as supporting the work of think tanks. Some of our activities may be caught by the extended definitions of the Act, and this resolution is being proposed on a precautionary basis to allow the Company to continue its current activities. The policy of not giving any cash contribution to political parties or independent election candidates will continue.

#### ***Resolution 14 – general meetings on 14 clear days' notice – special resolution***

The Companies Act 2006 provides that the notice period for general meetings for traded companies is 21 clear days unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. The Company is not a traded company pursuant to the Companies Act 2006 however it has chosen to put resolution 14 to shareholders to comply with the UK Corporate Governance Code and best practice.

Resolution 14 will be proposed as a special resolution to authorise the calling of general meetings of the Company (other than an annual general meeting) on not less than 14 clear days' notice.

The authority granted by this resolution 14 (if passed) will be effective until the next annual general meeting of the Company. It is the Directors' intention not to call a general meeting on less than 14 working days' notice unless there is a need for urgency and the shorter notice period is not intended to be used as a matter of routine.

**ESCAPE HUNT PLC (“the Company”)**  
**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at Stockdale Securities, 100 Wood Street, London EC2V 7AN on 24 May 2018 at 12pm for the following purposes:

**Ordinary Business**

1. To receive and adopt the accounts for the financial period ended 31 December 2017, together with the Reports of the Directors and of the Auditors thereon.
2. To re-appoint KPMG LLP as auditors to the Company, to hold office until the end of the next general meeting at which accounts are laid before the Company.
3. To authorise the Directors to determine the remuneration of the auditors of the Company.
4. To re-elect Richard Rose as a Director.
5. To re-elect Richard Harpham as a Director.
6. To re-elect Alistair Rae as a Director.
7. To re-elect Adrian Jones as a Director.
8. To re-elect Karen Bach as a Director.

To transact any other ordinary business of the Company.

**Special Business**

As special business, to consider and if thought fit pass the following resolutions which will be proposed as to resolutions 9 and 13 as ordinary resolutions and as to resolutions 10, 11, 12 and 14 as special resolutions:

9. (i) THAT, subject to and in accordance with Article 7 of the Articles of Association of the Company, the board be and it is hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (in substitution for any existing authority to allot shares) to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £84,413.00 provided that such authority shall expire at the end of the next annual general meeting of the Company after the passing of this resolution (or, if earlier at the close of business on 24 August 2019, save that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry, and the board may allot shares and grant rights to subscribe or convert securities into shares in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired,  
  
and further,
9. (ii) THAT the board be and it is hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the said Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount of £84,413.00 provided that this authority shall expire at the end of the next annual general meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.
10. THAT, if resolution 9 as set out in the notice of this meeting is passed, and in accordance with Article 7 of the Articles of Association of the Company, the board be authorised pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the said Act) for cash under the general authority conferred by resolution 9 as set out in the notice of this meeting as if section 561(1) of the said Act did not apply to such allotment, such authority to be limited to allotments of equity securities:
  - (i) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in

proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and

(ii) otherwise than under paragraph (i) above, up to a nominal amount of £12,662.00

such authority to expire at the end of the next annual general meeting of the Company after the passing of this resolution (or, if earlier, at the close of business on 24 August 2019, but in each case prior to its expiry, the Company may make offers or enter into agreements, which would or might require equity securities to be allotted after the authority expires, and the board may allot equity securities under any such offer or agreement as if the authority had not expired.

11. THAT, if resolution 9 as set out in the notice of this meeting is passed and in accordance with Article 7 of the Articles of Association of the Company, the board be authorised pursuant to section 570 of the Companies Act 2006 in addition to any authority granted under resolution 10 as set out in the notice of this meeting to allot equity securities (as defined in section 560 of said 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(1) of the said Act did not apply to any such allotment or sale, such authority to be:

(i) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £12,662.00; and

(ii) 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 another 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 Annual General Meeting of the Company (or, if earlier, at the close of business on 24 August 2019) but in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) under any such offer or agreement as if the authority had not expired.

12. THAT the Company be generally and unconditionally authorised, pursuant to section 701 of the Companies Act 2006, to make market purchases (as defined in section 693(4) of the Companies Act 2006) of up to 2,025,925 Ordinary Shares of 1.25p each in the capital of the Company (being approximately ten per cent. of the current issued ordinary share capital of the Company) on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:

(a) the amount paid for each share (exclusive of expenses) shall not be more than the higher of (1) five per cent. above the average of the middle market quotation for ordinary shares as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange for the five business days before the date on which the contract for the purchase is made, and (2) an amount equal to the higher of the price of the last independent trade and the highest current independent bid as derived from the trading venue where the purchase was carried out or less than 1.25p per share; and

(b) the authority herein contained shall expire at the end of the annual general meeting of the Company to be held in 2019 or, if earlier, at the close of business on the date falling 15 months after the date of the annual general meeting provided that the Company may, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred had not expired.

13. THAT the Company be authorised to make donations to political parties, to independent election candidates and to political organisations and to incur political expenditure (in each case as defined in Part 14 of the Companies Act 2006) not exceeding £20,000 in total during the period of one year beginning with the date of the 2018 annual general meeting.

14. THAT a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

**Notes:**

1. Any member entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies (who need not be a member of the Company) to attend and to vote instead of the member. Completion and return of a form of proxy will not preclude a member from attending and voting at the meeting in person, should he subsequently decide to do so.
2. In order to be valid, any form of proxy and power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must reach the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, not less than 48 hours (excluding any part of a day which is a non-working day) before the time of the meeting or of any adjournment of the meeting.
3. The right of members to vote at the annual general meeting is determined by reference to the register of members. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders (including those who hold shares in uncertificated form) must be entered on the Company's share register at 6.30pm on 22 May 2018 in order to be entitled to attend and vote at the annual general meeting. Such shareholders may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
4. Copies of the service contracts and letters of appointment of each of the Directors will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays and public holidays excluded) and at the place of the annual general meeting from at least 15 minutes prior to and until the conclusion of the annual general meeting.
5. Biographical details of each Director who is being proposed for re-appointment or re-election by shareholders, including their membership of Board committees, are set out in the accounts for the year ended 31 December 2017 on page 15.

