

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action that you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent advisor authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your ordinary shares in the Company, please forward this document to the purchaser or transferee or to the stockbroker, bank or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

SEMPER
FORTIS

Notice of Annual General Meeting 2023

7th September 2023

Semper Fortis Esports PLC

(incorporated and registered in England and Wales under registration number 12403380)

Notice of Annual General Meeting

Notice is hereby given that the 2023 Annual General Meeting (the “**AGM**”) of Semper Fortis Esports Plc (the “**Company**”) will be held at the offices of Shakespeare Martineau, 6th Floor, 60 Gracechurch Street, London, EC3V 0HR on 7th September 2023 at 11.30 am.

Resolutions

The purpose of this meeting is to consider and, if thought fit, to pass the resolutions contained within this Notice of AGM. Resolution numbers 1 to 5 will be proposed as ordinary resolutions and resolutions 6 and 7 will be proposed as special resolutions:

Ordinary Resolutions

1. To receive the Company’s annual report and accounts for the year ending 31 January 2023.
2. To re-elect Keith Harris as a director who retires pursuant to article 94.2 of the Company’s Articles of Association.
3. To reappoint PKF Littlejohn LLP as auditor of the Company.
4. To authorise the Directors to determine the auditor’s remuneration.
5. That the directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “**2006 Act**”):
 - 5.1. to exercise all the powers of the Company to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (together “**Relevant Securities**”) up to an aggregate nominal amount of £25,774.99 and
 - 5.2. to exercise all the powers of the Company to allot equity securities (within the meaning of section 560 of the 2006 Act) up to an additional aggregate nominal amount of £25,774.99 provided that this authority may only be used in connection with a rights issue in favour of holders of ordinary shares and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all those persons at such record dates as the directors of the Company may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject to such exclusions or other arrangements as the directors of the Company may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever,

provided that the authorities in paragraphs 5.1 and 5.2 shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or if earlier on the date which is 15 months after the date on which this resolution is passed, except that the Company may before such expiry make any offer or agreement which would or might require Relevant Securities or equity securities, as the case may be, to be allotted or such rights to be granted after such expiry and the directors of the Company

may allot Relevant Securities or equity securities or grant such rights in pursuance of any such offer or agreement as if the authority in question had not expired.

Special Resolution

6. That, subject to the passing of resolution 5, the directors of the Company be and are empowered, in accordance with section 570 and section 573 of the 2006 Act, to allot equity securities (as defined in section 560 of the 2006 Act) for cash pursuant to the authority conferred by resolution 5 and/or by way of a sale of treasury shares for cash, in each case as if section 561 of the 2006 Act did not apply to any such allotment or sale, provided that this power shall be limited to:

- 6.1. the allotment of equity securities and/or a sale of treasury shares for cash in connection with a rights issue or other pre-emptive offer or issue (but, in the case of the authority granted under paragraph 5.2, by way of a rights issue only) in favour of holders of ordinary shares and other persons entitled to participate therein (other than the Company) where the equity securities respectively attributable to the interests of all those persons at such record dates as the directors of the Company may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities, subject in each case to such exclusions or other arrangements as the directors of the Company may consider necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever; and
- 6.2. the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph 6.1 above), having in the case of ordinary shares, an aggregate nominal value, or in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares having an aggregate nominal value, not exceeding the sum of £12,887.50,

and shall expire upon the expiry of the general authority conferred by resolution 5, except that the Company may make any offer or agreement before this power expires which would or might require equity securities to be allotted and/or shares held by the Company in treasury to be sold after such expiry and the directors of the Company may allot equity securities and/or sell shares held by the Company in treasury in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

7. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of £0.0001 each in the capital of the Company, provided that:

- 7.1. the maximum number of shares which may be purchased is 77,324,970;
- 7.2. the minimum price (exclusive of expenses) that may be paid for a share is £0.0001;
- 7.3. the maximum price, exclusive of expenses, which may be paid for a share shall be an amount equal to 5% above the average market value for the Company's shares for the five business days immediately preceding the day on which the share is contracted to be purchased; and
- 7.4. the authority conferred by this resolution shall, unless previously renewed, expire at the end of the next Annual General Meeting of the Company, or on 31 July 2023, whichever is earlier, save that the Company may, before such expiry, enter into a contract for the purchase of shares which would or might be completed wholly or partly after such expiry and the Company may purchase shares under any such contract as if this authority had not expired.

By order of the Board

SGH Company Secretaries Limited
Company Secretary

14 August 2023

Registered Office:

6th Floor,
60 Gracechurch Street,
London,
United Kingdom,
EC3V 0HR

Explanation of Resolutions

The following notes provide an explanation of the resolutions provided within the Notice:

ORDINARY RESOLUTIONS

Resolutions 1 to 5 are proposed as ordinary resolutions, meaning that a simple majority (i.e. more than 50%) of votes cast in respect of the resolution are required to be in favour for the resolution to pass.

Resolution 1: To receive the annual report and accounts

Company law requires the Directors to present the annual report and accounts of the Company to shareholders in respect of each financial year.

Resolutions 2 – Reappointment of Director

Under Article 94.2 of the Company's Articles of Association, one-third of the Directors shall retire from office and Keith Harris has offered himself for re-election.

Resolution 3 and 4 – To reappoint the auditor and authorise the Board to determine their remuneration

The Company is required to appoint an auditor at each general meeting at which accounts are laid before the members, to hold office until the conclusion of the next such meeting. Resolution 3 is for members to reappoint PKF Littlejohn LLP as auditors of the Company and resolution 4 proposes that shareholders authorise the Board to determine the remuneration of the auditors. In practice, the audit committee will consider the audit fees and recommend them to the Board.

Resolution 5 – Right to Allot Shares

The Company's articles of association allow the directors to allot new shares provided an ordinary resolution confirming this is passed at a general meeting (as allowed for in the Companies Act 2006). This authority is due to expire at the 2024 AGM and so this resolution seeks to renew this authority up to an amount representing approximately 50 per cent. of the Company's issued ordinary share capital until the earlier of the conclusion of the next annual general meeting and the date which is 15 months after the passing of the resolution.

SPECIAL RESOLUTION

Resolution 6 and 7 are proposed as a special resolutions, meaning that at least 75% of votes cast in respect of the resolution are required to be in favour for the resolution to pass.

Resolution 6 – Disapplication of Statutory Pre-Emption Rights

The Companies Act 2006 prescribes certain pre-emption rights under which, if the Company issues new shares, or grants rights to subscribe for or to convert any security into shares, for cash or sells any treasury shares, it must first offer them to existing shareholders in proportion to their current holdings.

Under resolution 6, it is proposed that the directors be authorised to issue shares for cash and/or sell shares from treasury (if any are so held) without offering them first to existing shareholders in accordance with the statutory pre-emption rights:

- (a) in respect of a rights issue, open offer or other offer that generally provides existing shareholders with the opportunity to subscribe for new shares pro rata to their existing holdings. This part of the authority is designed to give the directors flexibility to exclude certain shareholders from such an offer where the

directors consider it necessary or desirable to do so in order to avoid legal, regulatory or practical problems that would otherwise arise; or

- (b) up to an aggregate nominal amount of £12,887.50 (up to 128,874,950 ordinary shares of £0.0001 each). This amount represents approximately 25 per cent. of the Company's issued ordinary share capital (excluding any shares held in treasury) as at 14 August 2023 (being the last business day prior to the publication of this notice). This part of the authority is designed to provide the board with flexibility to raise further equity funding and to pursue acquisition opportunities as and when they may arise.

If passed, the authority in resolution 6 will expire at the same time as the authority to allot shares given pursuant to resolution 5.

Resolution 7 - Authority to buy back shares

Under company law, the Company requires authorisation from shareholders if it wishes to purchase its own shares. The resolution specifies the maximum number of shares that may be purchased (approximately 15 per cent of the Company's issued share capital) and the highest and lowest prices at which they may be bought.

If the Company buys back its own shares it may cancel them immediately or hold them in treasury. Treasury shares may be sold for cash or cancelled. The Directors believe that it is desirable for the Company to have this choice as it will give flexibility in the management of its capital base.

The Directors have no present intention of exercising this authority but will keep under review the Company's potential to buy back its shares, taking into account other investment and funding opportunities. The authority will only be used if in the opinion of the Directors this would be in the best interests of shareholders generally.

No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares.

General Notes:

1. A member entitled to attend, speak and vote at the meeting is entitled to appoint one or more proxies (who need not be a member of the Company) as his proxy to exercise all or any of his rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him and the member indicates the number of shares in respect of which he is making each appointment.
2. Your proxy could be the Chairman, another director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Unless otherwise indicated on the Form of Proxy, CREST, or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion or withhold from voting. Details of how to appoint the Chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will be automatically terminated.
3. In order to be valid, a completed form of proxy must be received (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority) by the Company's registrar, Link Group Limited, no later than 48 hours before the time for holding the meeting or any adjournment thereof. A member may appoint a proxy by on the following methods:
 - a. Online at www.signalshares.com (the "Website") by following the on-screen instructions, in particular at the "Proxy Voting" link. In order to appoint a proxy using the Website, members will need to log into their Signal Shares account or register if they have not previously done so. To register members will need to identify themselves with their Investor Code which is detailed on their share certificate or available from the Registrars, Link Group, by email at shareholderenquiries@linkgroup.co.uk or on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales; or
 - b. you may request a hard copy form of proxy directly from the registrars, Link Group, by email at shareholderenquiries@linkgroup.co.uk or on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. In order for a proxy appointment to be valid a form of proxy must be completed and sent to PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL; or
 - c. in the case of CREST members, by utilizing the CREST electronic proxy appointment service in accordance with the procedures set out below.
4. To change your proxy instructions you may return a new proxy form using the methods set out above. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Link Group by email at shareholderenquiries@linkgroup.co.uk or on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic appointment service may do so for the meeting and any adjournment(s) of the meeting by using the procedures described in the CREST Manual (www.euroclear.com). 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. 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 & International 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 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 Link Group (agent ID RA10) no later than 48 hours before the meeting or any adjournment thereof. 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 Link Group is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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.

6. The Company specifies, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, that only those shareholders registered in the register of members of the Company as at 11.30 a.m. on the day which is two days before the meeting, excluding any day which is not a working day (or, if the meeting is adjourned, two days before the time fixed for the adjourned meeting, excluding any day which is not a working day) shall be entitled to attend and vote at the meeting or adjourned meeting in respect of the number of shares registered in their respective names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting or adjourned meeting.
7. Representatives of shareholders that are corporations will have to provide a letter of authority confirming their proper appointment when attending the annual general meeting. Please contact the Company's registrar if you need any further guidance on this.
8. 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).
9. The contents of this notice of annual general meeting and details of the total number of shares in respect of which members are entitled to exercise voting rights at the meeting will be available on the Company's website: <https://smpr.gg/> . As at 14 August 2023 (being the last business day prior to the publication of this notice), the Company's issued voting ordinary share capital was 515,499,800 ordinary shares of £0.0001 each, carrying one vote each. Therefore, the total voting rights in the Company as at 14 August 2023 were 515,499,800.
10. Members may not use any electronic address provided either in this notice of annual general meeting or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
11. Any member has the right to ask questions. In light of point 1 to these General Notes, any questions should be provided to the Company at email address at least 24 hours prior to the time and date of the meeting. 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.
12. To the extent practicable in the present circumstances, copies of the following documents are available for inspection at the registered office of the Company during normal business hours on each weekday (public holidays excluded) and at the place of the annual general meeting for 15 minutes prior to and during the meeting:
 - (a) copies of the executive directors' service contracts with the Company;
 - (b) copies of letters of appointment of non-executive directors; and
 - (c) a copy Articles of Association of the Company.