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If you have sold or transferred all of your Existing Ordinary Shares you should pass this Document, together with the accompanying Form of Proxy and other documents enclosed herein, to the person through whom the sale or transfer was made for transmission to the purchaser or transferee. If you have sold or transferred only part of your registered holding of Existing Ordinary Shares, you should retain this Document, the Form of Proxy and the accompanying documents. Such documents should not be forwarded to or transmitted into any jurisdiction outside of the UK. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. If you have sold only part of your holding of Existing Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

GAMING REALMS PLC

(Incorporated and registered in England and Wales under company number **04175777**)

**Proposed Share Capital Reduction
Proposed Cancellation of the Share Premium Account
and
Notice of Annual General Meeting**

This Document should be read as a whole, your attention is drawn to the letter from the Chairman of the Company, which is set out on pages 5 to 9 of this Document, which recommends that you vote in favour of the Share Capital Reduction Resolution to be proposed at the Annual General Meeting, referred to below.

The Directors, whose names and details are set out on page 5 of this document, accept responsibility for the information contained in this document including individual and collective responsibility for compliance with the AIM Rules for Companies as issued and amended by the London Stock Exchange Group Plc from time to time. 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 does not omit anything likely to affect the import of such information.

A Notice of the AGM which has been convened for 3.00 p.m. on Wednesday 12 June 2024 at the offices of Memery Crystal, 165 Fleet Street, London EC4A 2DY, is set out at the end of this Document. A Form of Proxy for use at the AGM is enclosed with this Document and should be returned as soon as possible and in any event so as to be received at the office of the Company's

registrars (by post to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or electronically via www.investorcentre.co.uk/eproxy) by not later than 3:00 p.m. on 10 June 2024, being 48 hours (excluding non-business days) prior to the AGM. Completion and return of the Form of Proxy will not prevent a Shareholder from attending and voting in person at the AGM.

This Document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in the Company in any jurisdiction in which such offer or instruction would be unlawful nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with any contract therefor.

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Expected Timetable of Principal Events

2024

Publication of this Document	20 May
Latest time and date for receipt of Forms of Proxy for the AGM	3.00pm on 10 June
Annual General Meeting	3.00pm on 12 June
Court directions hearing	28 June
Court hearing to confirm Share Capital Reduction	16 July
Registration of Court Order and Effective Date	Expected to take place 2 business days after the Court hearing to confirm Share Capital Reduction

Notes:

- 1) Each of the times and dates set out in the above timetable and mentioned in this Document is subject to change by the Company, in which event details of the new times and dates will be notified by an appropriate announcement to a Regulatory Information Service.
- 2) References to times in this Document are to London times unless otherwise stated.
- 3) All events in the above timetable following the holding of the AGM are conditional upon: (i) the passing of the Share Capital Reduction Resolution; (ii) approval of the Share Capital Reduction by the High Court; and (iii) registration of the Court Order confirming the Share Capital Reduction with the UK Registrar of Companies.

LETTER FROM THE CHAIRMAN

GAMING REALMS PLC

("Gaming Realms", the "Group" or the "Company")

(Incorporated and registered in England and Wales under company number **04175777**)

Directors	Registered Office
Michael Buckley (<i>Executive Chairman</i>)	2 Valentine Place
Mark Segal (<i>Chief Executive Officer</i>)	London
Geoff Green (<i>Chief Financial Officer</i>)	England
Anna Massion (<i>Non-executive Director</i>)	SE1 8QH
Jim Ryan (<i>Non-executive Director</i>)	
Mark Wilson (<i>Non-executive Director</i>)	
Mark Blandford (<i>Non-executive Director</i>)	

20 May 2024

To Shareholders and, for information only, holders of instruments capable of conversion into Existing Ordinary Shares

Dear Shareholder,

Proposed Share Capital Reduction Proposed Cancellation of the Share Premium Account and Notice of Annual General Meeting

1. Introduction

The purpose of this Document is to set out the background to and reasons for the proposed share capital reduction and proposed cancellation of the share premium account (together referred to as the "**Share Capital Reduction**"), explain why the Directors believe that the Share Capital Reduction is in the best interests of Shareholders as a whole and detail the Share Capital Reduction Resolution to be put to the Shareholders at the AGM to be held on 12 June 2024. The formal notice of the AGM is set out at the end of this Document together with the Notes explaining the other resolutions to be proposed at the AGM.

2. Background and reasons for the Share Capital Reduction

Gaming Realms plc completed a reverse takeover of an AIM quoted company Pursuit Dynamics plc on 1 August 2013. Pursuit Dynamics generated a very large deficit in its reserves, which Gaming Realms inherited on the takeover. In the period from 1 August 2013, the Group has invested to build up value in the business, and has been profitable since 2021 and expects to grow its profits in the future. The year ended 31 December 2023 was a record performance by the Group with £6m of profit and generating significant reserves.

The Board is recommending the Share Capital Reduction in order to significantly reduce the historic deficit on the profit and loss account, and to create distributable reserves to enable the Company, in the future, to pay Shareholders dividends or to be used for other valid corporate purposes, such as purchases of its own shares. While the Company has no immediate plans to pay a dividend or to purchase its own shares, the Directors believe that it is appropriate to restructure the balance sheet to permit them to do so should such plans crystallise in the future. Based on the audited unconsolidated figures to 31 December 2023, the balance standing to the credit of the Share Premium Account was £88,452,888. It is proposed that the Share Premium Account be reduced in its entirety through the Share Capital Reduction and the nominal value of each ordinary share in issue be reduced by £0.099 on each issued ordinary share of £0.10 therefore reducing the nominal value of each ordinary shares to £0.001. Following the implementation of the Share Capital Reduction, there will be no change in the number of ordinary shares in issue.

If approved by Shareholders, and subsequently confirmed by the Court in the terms proposed by the Board, the effect of the Share Capital Reduction will be to release all of the amount standing to the credit of the Share Premium Account following the Share Capital Reduction. It is intended that this will eliminate a significant part of the historic deficit on the profit and loss account and create positive reserves. The precise amounts are subject to change depending on movements prior to the Court hearing to approve the Share Capital Reduction and therefore figures are illustrative and based on the audited unconsolidated figures to 31 December 2023.

Based on the audited unconsolidated figures to 31 December 2023, the effect of the Share Capital Reduction will be that £88,452,888 is credited to the distributable reserves of the Company, reducing the historic deficit on the profit and loss account from £115,867,800 to £27,414,912. The historic deficit on the profit and loss account will be further reduced by the reduction in nominal value from £0.10 per Existing Ordinary Share to £0.001 per New Ordinary Share as part of the Share Capital Reduction making a further £29,182,867.96 available to the Company as set out below, taking the historic deficit to a positive reserve of £1,767,955.96 (based on the audited unconsolidated figures as at 31 December 2023). Implementation of the Share Capital Reduction is subject to a number of criteria and legal processes which are explained further below.

Share premium is treated as part of the capital of the Company and arises on the issue by the Company of shares at a premium to their nominal value. The premium element is credited to the Share Premium Account. The Company is generally precluded from the payment of any dividends or other distributions or the redemption or buyback of its issued shares in the absence of sufficient distributable reserves, and the Share Premium Account can be applied by the Company only for limited purposes.

In particular, the Share Premium Account is a non-distributable capital reserve and the Company's ability to use any amount credited to that reserve is limited by the Companies Act. However, with the approval of its Shareholders by way of special Share Capital Reduction Resolution and subsequent confirmation by the Court, a Company may reduce or cancel its Share Premium Account and, in certain circumstances, either return all or part of the sum arising to Shareholders as a return of capital, or credit some or all of such sum arising to its profit and loss account. To the extent that the release of such a sum from a Share Premium

Account creates or increases a credit on the profit and loss account, that sum represents distributable reserves of the Company.

Other than the change in nominal value, the New Ordinary Shares will have the same rights as the Existing Ordinary Shares including voting, dividend and other rights.

Given that there will be no change in the number of ordinary shares in issue post the Share Capital Reduction, it is not anticipated that the market price of the New Ordinary Shares immediately following the Share Capital Reduction will differ from the market price of the Existing Ordinary Shares immediately prior to the Share Capital Reduction.

The New Ordinary Shares will be traded on AIM in the same way as the Existing Ordinary Shares as at the date of this Document and will be equivalent in all respects with the exception of the difference in nominal value.

Existing share certificates for the Existing Ordinary Shares will continue to be valid following the Share Capital Reduction, and no new certificates will be issued following the Share Capital Reduction. In addition, the ISIN of the New Ordinary Shares will not change.

		<i>Issued</i>
At present:	<i>No. of shares</i>	<i>Nominal amount</i>
Existing Ordinary Shares	294,776,444	£29,477,644.40
Proposed:		
New Ordinary Shares	294,776,444	£294,776.44

If the special resolution to reduce the Company's share capital is passed by Shareholders, the Company will then seek the confirmation of the Court to the Share Capital Reduction. It is expected that the final hearing of the application will take place on 16 July 2024.

The Court will only sanction resolutions for the reduction of a Company's share capital if it is satisfied that this will not prejudice the interests of the creditors. The Company and the Directors will take such steps to satisfy the Court in this regard as they consider appropriate. If the Court makes the appropriate order, the Share Capital Reduction will become effective when the order has been registered by the Registrar of Companies which is expected to take place 2 business days after the Court hearing to confirm the Share Capital Reduction, depending on processing times at Companies House.

The Board has undertaken a thorough and extensive review of the Company's liabilities (including prospective and contingent liabilities) and considers, as at the date of this document, that the Company will be able to satisfy the Court that, as at the date on which the Court Order relating to the Share Capital Reduction and the statement of capital in respect of the Share Capital Reduction have both been registered by the Registrar of Companies at Companies House, the Company's creditors will not be prejudiced and/or will be sufficiently protected to the satisfaction of the Court.

The Share Capital Reduction will not involve any distribution or repayment of capital and will not reduce the underlying net assets of the Company.

The Board reserves the right to abandon or discontinue (in whole or in part) the Share Capital Reduction and the application to the Court in the event that the Board considers that the terms on which the Share Capital Reduction would be (or would be likely to be) confirmed by the Court would not be in the best interests of the Company and/or the Shareholders as a whole.

SUMMARY OF THE CAPITAL REDUCTION

The overall effect of the Share Capital Reduction will be to reduce the nominal value from £0.10 per Existing Ordinary Share to £0.001 per New Ordinary Share (making £29,182,867.96 available to the Company based on its current issued share capital), to reduce the Share Premium Account to nil (making £88,452,888 available to the Company based on the audited unconsolidated figures to 31 December 2023), and as a result of both these steps shall reduce the deficit on the Company's profit and loss account from £115,867,800 (based on the audited unconsolidated figures as at 31 December 2023) to a positive reserve of £1,767,955.96, while maintaining the number of ordinary shares in issue at 294,776,444.

3. Taxation

The Directors have been advised that for the purposes of UK taxation of chargeable gains, the receipt of the New Ordinary Shares arising from the Share Capital Reduction will result from a reorganisation of the share capital of the Company. Accordingly, a Shareholder should not be treated as making a disposal of all or part of his holding of Existing Ordinary Shares by reason of the Share Capital Reduction.

4. Overseas Shareholders

The implications of the Share Capital Reduction on Overseas Shareholders may be affected by the laws of their respective jurisdictions. Overseas Shareholders should inform themselves about and observe all applicable legal requirements in such jurisdictions. It is the responsibility of Overseas Shareholders to satisfy themselves as to the full observance of the laws of each relevant jurisdiction in connection with the Share Capital Reduction, including the obtaining of any governmental, exchange control or other consents which may be required, compliance with other necessary formalities which are required to be observed and/or the payment of any taxes due in each jurisdiction. Overseas Shareholders who are in any doubt about their position should consult their professional advisers in the relevant territory.

5. Annual General Meeting

Your attention is drawn to the notice convening the AGM of the Company, set out at the end of this document, to be held at 3.00 p.m. on 12 June 2024. At the AGM the following Share Capital Reduction Resolution will be proposed, together with other resolutions as set out in the Notice of AGM together with the explanatory notes on pages 13 to 21:

- a. to approve the cancellation of the Share Premium Account of the Company;
and
- b. to approve the reduction of the issued share capital by cancelling paid up capital to the extent of £0.099 on each issued ordinary share of £0.10 each thereby reducing the nominal value of each such share to £0.001 each.

6. Action to be taken

You will find enclosed with this document a Form of Proxy in respect of the AGM. **Whether or not you propose to attend the AGM in person, you are asked to complete the Form of Proxy and return it to the Company's registrars by post to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or electronically via www.investorcentre.co.uk/eproxy, so as to arrive as soon as possible, but in any event, so as not to be received any later than 3.00 p.m. on 10 June 2024.** Completion and return of the Form of Proxy will not preclude you from attending and voting at the AGM in person if you wish.

7. Recommendation

The Directors unanimously consider that the Share Capital Reduction is in the best interests of the Company and the Shareholders as a whole. Accordingly, your Directors unanimously recommend that you vote in favour of the Share Capital Reduction Resolution to be proposed at the AGM, as they intend to do in respect of their own beneficial holdings which, in aggregate, amount to 41,387,439 Existing Ordinary Shares, representing approximately 14.04 per cent. of the Company's existing issued ordinary share capital.

Yours sincerely

Michael Buckley

Executive Chairman

DEFINITIONS

AIM	the market of that name operated by the London Stock Exchange Plc
AIM Rules	the AIM Rules for Companies
Annual General Meeting or AGM	the annual general meeting of the Company, convened by the notice set at the end of this Document, to be held at 3.00p.m. at the offices of Memery Crystal, 165 Fleet Street, London EC4A 2DY, on 12 June 2024, or any adjournment of that meeting, which is being held to consider the Share Capital Reduction Resolution amongst other resolutions
Articles	the Company's articles of association
Board	the board of Directors of the Company from time to time
Companies Act	the Companies Act 2006
Company	Gaming Realms plc, a company incorporated and registered in England and Wales under company number 04175777
Court	His Majesty's High Court of Justice in England
CREST	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear which facilitates the transfer of title to shares in uncertificated form
CREST Manual	the Manual, as amended from time to time, produced by Euroclear describing the CREST system and supplied by Euroclear to users and participants thereof
CREST Member	a person who has been admitted by Euroclear as a system member (as defined in the CREST Regulations)
CREST Participant	a person who is, in relation to CREST, a system participant (as defined in the CREST Regulations)
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended

CREST Sponsor	a CREST Participant admitted to CREST as a CREST Sponsor
Directors	the Directors of the Company as at the date of this Document whose names are set out on page 5 of this Document
Document or Circular	this document, being a circular to Shareholders and the accompanying notice of AGM dated 20 May 2024
Effective Date	the date on which the Share Capital Reduction becomes effective, being the date on which the Court order relating to the proposed Share Capital Reduction and the statement of capital in respect of the proposed Share Capital Reduction have both been registered by the Registrar of Companies at Companies House
Euroclear	Euroclear UK & International Limited, a company incorporated in England and Wales with registered number 02878738, whose registered office is at 33 Cannon Street, London EC4M 5SB, the operator of CREST
Existing Ordinary Shares	ordinary shares of £0.10 each in the capital of the Company prior to the Share Capital Reduction
Form of Proxy	the form or forms of proxy accompanying this Document relating to the AGM
New Ordinary Shares	following the Share Capital Reduction, ordinary shares of £0.001 each in the capital of the Company
Overseas Shareholders	Shareholders who are citizens or nationals of, or who are resident in, jurisdictions outside of the United Kingdom
Regulatory Information Service	any of the services authorised from time to time by the UK Financial Conduct Authority for the purposes of disseminating regulatory announcements
Share Capital Reduction	the proposed reduction of the Company's capital as described in this Document
Share Capital Reduction Resolution	special resolution number 7 in relation to the share capital reduction to be proposed at the

	AGM, as set out in the notice of AGM at the end of this Document
Share Premium Account	the share premium account of the Company to be reduced to nil as described in this Document
Shareholders	holders of Existing Ordinary Shares and, on the Share Capital Reduction taking effect, holders of New Ordinary Shares
UK	United Kingdom of Great Britain and Northern Ireland

Notice of Annual General Meeting

GAMING REALMS PLC

(Incorporated in England and Wales with registered number 04175777)

Gaming realms plc ("Company")

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Gaming Realms PLC (the "**Company**") will be held at 3pm on 12 June 2024 at the offices of Memery Crystal, 165 Fleet Street, London EC4A 2DY for the purpose of considering and, if thought fit, passing resolutions 1 to 4 as ordinary resolutions and resolutions 5 to 7 as special resolutions ("**AGM Notice**").

ORDINARY RESOLUTIONS

Statutory accounts

1. To receive, approve and adopt the statement of accounts for the financial year ended 31 December 2023 together with the reports of the Directors and the auditors thereon.

Re-appointment of auditors

2. To re-appoint BDO LLP as auditors to act as such until the conclusion of the next annual general meeting of the Company at which the requirements of section 437 of the Companies Act are complied with and to authorise the Directors to fix their remuneration.

Appointment and re-appointment of Directors

3. To re-elect Mark Segal as a Director.

Authority to allot Relevant Securities

4. That the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act to exercise the powers of the Company to allot Relevant Securities up to a maximum number of 88,432,933, being approximately 30 per cent of the current issued share capital of the Company as at the date of this AGM Notice and provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on the date falling 15 months from the date of the passing of this resolution, or if earlier at the annual general meeting of the Company to be held in 2025, save that the Company may at any time before such expiry make an offer or agreement which might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities to be allotted in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Companies Act.

In this AGM Notice, “**Relevant Securities**” means any shares in the capital of the Company and the grant of any right to subscribe for, or to convert any security into, shares in the capital of the Company (“**Shares**”) but does not include the allotment of Shares or the grant of a right to subscribe for Shares in pursuance of an employees’ share scheme or the allotment of Shares pursuant to any right to subscribe for, or to convert any security into Shares.

SPECIAL RESOLUTIONS

Disapplication of pre-emption rights

5. That the Directors be generally empowered pursuant to section 570 of the Companies Act to allot equity securities (as defined in section 560 of the Companies Act) for cash as if section 561(1) of the Companies Act did not apply to any such allotment pursuant to the general authority conferred on them by resolution 4 above (as varied from time to time by the Company in general meeting) PROVIDED THAT such power shall be limited to:
 - a. the allotment of equity securities in connection with a rights issue or any other offer to holders of Shares in proportion (as close as may be practicable) to their respective holdings and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - b. the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate of 14,738,822 equity securities being approximately 5 per cent. of the Company's issued share capital at the date of this AGM Notice and the power hereby conferred shall expire on whichever is the earlier of the conclusion of the annual general meeting of the Company held in 2025 or the date falling 15 months from the date of the passing of this resolution (unless renewed varied or revoked by the Company prior to or on that date) 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 Directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the power hereby conferred has expired.

Authority to purchase own shares

6. That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act, to make market purchases (as defined in section 693(4) of the Companies Act) of ordinary shares in the capital of the Company (“**Ordinary Shares**”) provided that:

- a. the maximum number of Ordinary Shares hereby authorised to be purchased is 29,477,644 (representing approximately 10% of the Company's issued ordinary share capital at the date of the notice of this annual general meeting);
- b. the minimum price (exclusive of expenses) which may be paid for such Ordinary Shares is the nominal amount thereof;
- c. the maximum price which may be paid for each share is the higher of (i) 105 per cent of the average of the middle market quotations of the Company's ordinary shares as derived from the AIM Appendix to the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased, and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues on which the purchase is carried out; and
- d. the authority shall expire at the conclusion of the annual general meeting of the Company held in 2025 or, if earlier, at the close of business on 31 August 2025 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which may be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

Capital reduction

7. THAT, subject to the approval of His Majesty's High Court of Justice:
 - a. the Share Premium Account of the Company be cancelled;
 - b. the issued share capital be reduced by cancelling paid up capital to the extent of £0.099 on each issued ordinary share of £0.10 each thereby reducing the nominal value of each such share to £0.001 each; and
 - c. the Articles be updated to reflect that the nominal value of the ordinary shares has been reduced from £0.10 each to £0.001 each.

By order of the Board Dated 20 May 2024

Michael Buckley

Executive Chairman

Registered Office:
2 Valentine Place
London
SE1 8QH

Notes

The following notes explain your general rights as a shareholder and your rights in relation to the Annual General Meeting.

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that all shareholders who wish to attend and vote at the Annual General Meeting must be entered on the Company's register of members no later than 48 hours before the time fixed for the Annual General Meeting. Changes to entries on the register after that time will be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.

A member entitled to attend, speak and vote at the meeting has the right to appoint a proxy to exercise all or any of their rights to attend, speak and vote in their place. You should have received a proxy form with the notice of this meeting.

In the case of joint holders, such persons shall not have the right to vote individually in respect of an ordinary share. The vote of the person first named in the register of members of the Company tendering a vote, in person or by proxy in their name, will be accepted to the exclusion of the votes of the other joint holders.

You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different ordinary shares. You may not appoint more than one proxy to exercise rights attached to any one ordinary share. To appoint more than one proxy you may photocopy the enclosed Form of Proxy. Please indicate the proxy holder's name and the number of ordinary shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of ordinary shares held by you). Please also indicate if the proxy instruction is one of multiple instructions given by you. All hard copy Forms of Proxy must be signed and should be returned together in the same envelope. Shareholders are strongly encouraged to submit their votes by appointing the Chairman of the Annual General Meeting as their proxy.

In order to be valid, a proxy appointment must be made and returned by one of the following methods:

by completion of the Form of Proxy, in hard copy form by post, or by courier to the registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY (“the **Registrar**”);

in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below; or

by appointing your proxy electronically via the Registrar's website at www.investorcentre.co.uk/eproxy. You will need your Control Number, SRN & PIN which can be found on your Form of Proxy,

and in each case, the appointment must be received not less than 48 hours before the time for holding of the Annual General Meeting. In calculating such 48-hour period, no account

shall be taken of any part of a day that is not a working day. A shareholder that appoints a person to act on its behalf under any power of attorney or other authority and wishes to use method (a), (b) or (c) must return such power of attorney or other authority to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY prior to using such method and in any event not less than 48 hours before the time of the Annual General Meeting. If you hold your ordinary shares in uncertificated form (that is, in CREST) you may appoint a proxy by completing and transmitting a CREST message (a “**CREST Proxy Instruction**”) in accordance with the procedures set out in the CREST manual so that it is received by the Registrar by no later than 3.00 pm on 10 June 2024.

If the Chairman, as a result of any proxy appointments, is given discretion as to how to cast the votes which are the subject of those proxies and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the disclosure guidance and transparency rules of the United Kingdom Financial Conduct Authority (“**Disclosure Guidance and Transparency Rules**”), the Chairman will make the necessary notification to the Company and the Financial Conduct Authority. As a result, any member holding 3 per cent. or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure Guidance and Transparency Rules, need not make a separate notification to the Company and the Financial Conduct Authority.

In order for a proxy, or instruction made by means of CREST to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it relates to the Form of Proxy or to 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, Computershare Investor Services PLC (ID 3RA50), by the latest time(s) for receipt of Form of Proxies specified in the AGM 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 Applications Host) from which the issuer's agent 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 Uncertified Securities Regulations 2001. CREST members and where applicable, their CREST sponsors or voting service providers should note that Euroclear 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 therefore the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

In the case of a shareholder which is a company, a hard copy Form of Proxy must be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.

Any corporation which is a shareholder may by a resolution of its Directors or other governing body or by authority to be given under the hand of any officer duly authorised authorise such person or persons as it thinks fit to act as its representative (or, as the case may be, representatives) at the Annual General Meeting or to approve a resolution submitted in writing and the person or persons so authorised shall be entitled to exercise on behalf of the corporation which he or she represents the same powers (other than to appoint a proxy) as that corporation could exercise if it were an individual shareholder.

Completion and return of the Form of Proxy will not preclude a holder of ordinary shares from subsequently attending and voting in person at the Annual General Meeting should they so wish.

If you submit more than one valid Form of Proxy, the Form of Proxy received last before the latest time for the receipt of proxies will take precedence (regardless of its date or of the date of its execution). If the Company is unable to determine which Form of Proxy was last validly received, none of them shall be treated as valid in respect of the same.

To have the right to attend, speak and to vote at the Annual General Meeting (and also for the purpose of how many votes a holder of ordinary shares casts), a holder of ordinary shares must first have his or her name entered in the register of holders of ordinary shares by no later than 48 hours before the time fixed for the Annual General Meeting. Changes to entries on the register of holders of ordinary shares after that time shall be disregarded in determining the right of any holder of ordinary shares to attend and vote at the Annual General Meeting.

As at close of business on the day immediately prior to the date of posting of this AGM Notice, the Company's issued share capital comprised 294,776,444 ordinary shares (no ordinary shares were held in treasury). Accordingly, the total number of voting rights in the Company as at close of business on the day immediately prior to the date of posting of this AGM Notice is 294,776,444.

A copy of this notice, and other information required by s311A CA 2006, can be found at www.gamingrealms.com.

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

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

Resolutions 1 to 4 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast in person or by proxy must be in favour of the resolution. Resolutions 5, 6 and 7 are proposed as special resolutions. This means that for these resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolutions.

ORDINARY RESOLUTIONS

Resolution 1:

Resolution 1 is proposed in order to lay the Annual Report 2023 before the shareholders.

The Company's Annual Report and accounts for the year ended 31st December 2023 may be found on the Company's website.

Resolution 2:

Resolution 2 proposes that the Company's existing auditor, BDO LLP, is re-appointed to hold office from the close of the Annual General Meeting to be held on 12 June 2024 until the close of the next annual general meeting and that the Directors are authorised to determine the auditor's remuneration.

Resolution 3:

Resolution 3 proposes that Mark Segal, who retires by rotation, is re-appointed as a Director in accordance with the Company's Articles.

Resolution 4:

Resolution 4 proposes to give authority to the Directors to allot Shares up to a maximum number of 88,432,933 which is approximately 30 per cent. of the Company's current issued ordinary share capital as at the date of this AGM Notice. This is an authority for the Directors to allot Shares generally for a non-cash consideration and is in line with relevant corporate governance guidelines.

The authority sought under resolution 4 will expire on the date falling 15 months from the date of the passing of resolution 4 or, if earlier, at the annual general meeting of the Company to be held in 2025.

SPECIAL RESOLUTION

Resolution 5:

Resolution 5 proposes to disapply pre-emption rights of the Company. Section 561(1) of the Companies Act requires that on an allotment of new Shares for cash, such Shares are offered

first to existing shareholders in proportion to the number of Shares that they each hold at that time.

The Company is seeking general shareholder authority by way of special resolution to give the Directors of the Company authority to allot Shares for cash without first offering them to existing shareholders on a pro-rata basis up to an aggregate number of 14,738,822 which represents approximately 5 per cent. of the Company's issued share capital at the date of this AGM Notice.

Resolution 6:

Resolution 6 proposes to seek authority for the Company to make market purchases of its own ordinary shares up to a maximum of 29,477,644 ordinary shares, representing approximately 10% of the issued ordinary share capital at the date of this AGM Notice. The authority requested would expire at the end of the next annual general meeting of the Company to be held in 2025 or 31 August 2025 if earlier.

Ordinary shares purchased by the Company pursuant to this authority will be cancelled. The minimum price, exclusive of expenses, which may be paid for an ordinary share is the par value of an ordinary share. The maximum price, exclusive of expenses, which may be paid for each share purchased in the market is the higher of (i) an amount equal to 105 per cent of the average market value for an ordinary share for the five business days immediately preceding the purchase and (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange.

In reaching a decision to purchase ordinary shares, the Directors of the Company will take account of the Company's cash resources and capital and the general effect of such purchase on the Company's business. The authority would only be exercised by the Directors of the Company if they consider it to be in the best interests of the shareholders generally and if the purchase could be expected to result in an increase in earnings per ordinary share.

The Directors of the Company have no present intention of using the authority. However, the Directors of the Company consider that it is in the best interests of the Company and its shareholders as a whole that the Company should have flexibility to buy back its own shares should the Directors of the Company in the future consider that it is appropriate to do so, and subject to obtaining all necessary third-party consents. In any event, the capital reduction resolution (resolution 7 below) will need to take effect before the Company will be able to lawfully carry out any buybacks pursuant to this authority.

Resolution 7:

This Resolution is to cancel the Share Premium Account and reduce the issued share capital by £0.099 on each Existing Ordinary Share of £0.10 each, thereby reducing the nominal value of each New Ordinary Share to £0.001. Further details of the Share Capital Reduction are contained in paragraph 2 of the Letter from the Chairman at pages 5 to 9 of this Document.

The Resolution also proposes that the Articles be updated to reflect the reduction of nominal value of the New Ordinary Shares.