

QUIZ

NOTICE OF ANNUAL GENERAL MEETING 2019

Dentons UK and Middle East LLP, 1 Fleet Place, London EC4M 7WS
on Wednesday 4 September 2019 at 1pm

NOTICE IS HEREBY GIVEN that the 2019 annual general meeting (the **Meeting**) of QUIZ plc (the **Company**) will be held at Dentons UK and Middle East LLP, 1 Fleet Place, London EC4M 7WS on Wednesday 4 September 2019 at 1pm for the purposes of transacting the following business:

ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions, which will be proposed as ordinary resolutions:

1. To receive the Annual Report and Group financial statements of the Company and reports thereon of the Directors and auditors for the year ended 31 March 2019.
2. To re-appoint RSM UK Audit LLP as the Company's auditors until the next annual general meeting.
3. To authorise the Directors to agree the remuneration of RSM UK Audit LLP as the Company's auditors.
4. To re-appoint Tarak Ramzan as a Director of the Company.
5. To re-appoint Sheraz Ramzan as a Director of the Company.
6. To re-appoint Gerard Sweeney as a Director of the Company.
7. To re-appoint Peter Cowgill as a Director of the Company.
8. To re-appoint Roger Mather as a Director of the Company.
9. To re-appoint Charlotte O'Sullivan as a Director of the Company.
10. To authorise the Directors of the Company for the purposes of Article 10.2 of the Company's Articles of Association (**Articles**) to allot **relevant securities** (as defined in the Articles) on such terms and conditions as they may in their discretion think fit:
 - 10.1 otherwise than pursuant to paragraph 10.2 below, up to an aggregate number of 41,410,301 ordinary shares (as defined in the Articles) (such number to be reduced by the aggregate number of any relevant securities allotted under paragraph 10.2 below in excess of that number); and
 - 10.2 comprising relevant securities up to an aggregate number of 82,820,603 ordinary shares (such number to be reduced by the number of any relevant securities allotted under paragraph 10.1 above) in connection with an offer by way of a **rights issue** (as defined in the Articles),provided that:
 - 10.3 this authorisation shall expire, unless sooner revoked or altered by ordinary resolution of the Company, on 31 March 2021 or if earlier at the conclusion of the next annual general meeting of the Company, save that the Company may before the expiry of this authorisation make an offer or agreement which would or might require relevant securities to be allotted, or rights to be granted, after the expiry of this authorisation and the Directors may allot relevant securities, or grant rights, in pursuance of any such offer or agreement as if the authorisation conferred by this resolution had not expired; and
 - 10.4 this authorisation is without prejudice to and shall not affect, abrogate or revoke any other authorisations conferred on the Directors prior to the date of passing of this resolution to allot relevant securities or grant rights to subscribe for or to convert any security into shares in the Company.

NOTICE OF ANNUAL GENERAL MEETING 2019 CONTINUED**SPECIAL RESOLUTION**

To consider and, if thought fit, to pass the following resolution, which will be proposed as a special resolution:

11. Subject to the passing of resolution 10, to empower the Directors of the Company pursuant to Article 12 of the Articles to allot **equity securities** (as defined in the Articles) wholly for cash pursuant to the authority conferred by resolution 10 above as if Article 12 of the Articles did not apply to such allotment, provided that such power shall be limited to the allotment of equity securities as follows:

11.1 in connection with a rights issue; and

11.2 otherwise than pursuant to paragraph 11.1 above, up to an aggregate number of 6,211,545 ordinary shares, and such power shall expire on 31 March 2021 or if earlier at the conclusion of the next annual general meeting of the Company (unless previously 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 that offer or agreement as if this power had not expired.

By order of the Board:

GERARD SWEENEY COMPANY SECRETARY

QUIZ plc
9 August 2019

REGISTERED OFFICE:

QUIZ plc
22 Grenville Street
St Helier
Jersey
Channel Islands
JE4 8PX

1. Only those members who are entered in the register of members of the Company as at close of business on 2 September 2019, or in the event the Meeting is adjourned, at close of business on the working day 48 hours before the adjourned meeting, shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their names at that time. Changes to entries in the register of members of the Company after close of business on 2 September 2019, or, in the event that the Meeting is adjourned, after close of business on the working day 48 hours before the adjourned meeting, shall be disregarded in determining the rights of any person to attend and vote at the Meeting. This is the time specified by the Company for the purposes of Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999.
2. A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, to speak and to vote at the Meeting. 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 him. To appoint more than one proxy, you will need to complete a separate proxy form in respect of each appointment. A proxy need not be a member of the Company. A form of proxy for the Meeting is enclosed.
3. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form.
4. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
5. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.
6. To appoint a proxy using the proxy form, the form must be:
 - completed and signed;
 - sent or delivered to the Company's Registrars at Link Market Services (Jersey) Limited, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
 - received by the Company's Registrars no later than 1pm on 2 September 2019.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). 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 made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by not later than 48 hours (excluding non-working days) before the time appointed for holding the Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING CONTINUED

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. 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.
10. To change your proxy instructions simply submit a new proxy appointment using the methods set out above or contact Link Market Services (Jersey) Limited on 0871 664 0300 (from overseas call +44 (0) 371 664 0300); calls cost 12 pence per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. The Registrars are open between 9am and 5.30pm, Monday to Friday excluding public holidays in England and Wales. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Resolutions 1–10 inclusive are proposed as ordinary resolutions. This means that for each resolution to be passed, more than half of the votes cast, in person or by proxy, must be in favour of the resolution.

Resolution 11 is proposed as a special resolution. This means that in order for this resolution to be passed, at least three quarters of the votes cast, in person or by proxy, must be in favour of the resolution.

RESOLUTION 1: ANNUAL REPORT AND GROUP FINANCIAL STATEMENTS

Each year the Directors are required to lay before the members in general meeting the annual accounts of the Company together with the Directors' Report and the Auditors' Report on those accounts. Resolution 1 deals with the receipt of such accounts and reports.

RESOLUTION 2: RE-APPOINTMENT OF AUDITORS

The Company is required to appoint auditors at each general meeting at which accounts are laid, with the intention that the appointed auditors will hold office until the next such meeting. Resolution 2 proposes the re-appointment of RSM UK Audit LLP as auditors.

RESOLUTION 3: AGREEING REMUNERATION OF AUDITORS

In accordance with best practice, this resolution is presented separately from resolution 2 and seeks to authorise the Directors to agree the auditors' remuneration.

RESOLUTIONS 4 TO 9: RE-APPOINTMENT OF DIRECTORS

In accordance with best practice for listed companies, resolutions 4 to 9 propose the re-appointment of Tarak Ramzan, Sheraz Ramzan, Gerard Sweeney, Peter Cowgill, Roger Mather and Charlotte O'Sullivan as Directors of the Company.

RESOLUTION 10: AUTHORITY TO ALLOT RELEVANT SECURITIES

Under the Company's Articles of Association the Directors of the Company may allot shares, or grant rights to subscribe for, or to convert any security into, shares (defined in the Company's Articles of Association as **relevant securities**) if they have been authorised to do so by shareholders in general meeting. Resolution 10 proposes to grant to the Directors authority to allot relevant securities up to an aggregate number of 82,820,603 ordinary shares (which represents approximately two thirds of the issued share capital of the Company as at the date of this document). This amount complies with guidelines issued by the Investment Association. In accordance with Investment Association guidelines, one third of the Company's issued ordinary share capital as at the date of this document will be applied (if at all) to fully pre-emptive rights issues only.

If granted, the authority will expire at the earlier of the conclusion of the Company's next annual general meeting or 31 March 2021.

RESOLUTION 11: POWER TO DISAPPLY PRE-EMPTION RIGHTS

Under the Company's Articles of Association the Directors of the Company may not allot equity securities (as defined in the Company's Articles of Association) for cash unless they have first offered them to the existing shareholders in proportion to their existing shareholding (i.e. on a fully pre-emptive basis). Resolution 11 proposes to grant to the Directors authority to allot equity securities for cash on a non-pre-emptive basis up to an aggregate number of 6,211,545 ordinary shares (which represents approximately 5% of the issued share capital of the Company as at the date of this document).

This 5% limit is in line with the guidelines issued by the Pre-Emption Group and Investment Association.

If granted, this authority will expire at the earlier of the conclusion of the Company's next annual general meeting or 31 March 2021. It is the Directors' intention to seek to renew this authority each year to ensure that the Company has flexibility to issue equity securities for cash on a non-pre-emptive basis when required.

The Board does not intend to allot shares for cash on a non-pre-emptive basis above 7.5% in aggregate of the total issued ordinary share capital of the Company over a rolling three-year period without first consulting shareholders.

The resolution is being proposed as a special resolution in accordance with the requirements of the Company's Articles of Association.

QUIZ

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