

**CLEAR LEISURE PLC**  
**NOTICE OF GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of **Clear Leisure plc** will be held at 22 Great James Street, London WC1N 3ES at 12:00 p.m. on 22 July 2019 for the purpose of

- (a) considering and, if thought fit, passing the following resolutions will be proposed as to resolutions (i) to (v) as ordinary resolutions and as to resolution (vi) as special resolution.

**ORDINARY RESOLUTIONS**

- i. To receive and adopt the Company's audited financial statements for the period ending 31 December 2018 and the associated Directors' and Auditors' reports thereon.
- ii. To re-appoint MHA MacIntyre Hudson LLP as the Company's auditors (the "Auditors") until the conclusion of the Company's Annual General Meeting in 2020.
- iii. To re-elect Reginald Eccles, who retires by rotation, as a director of the Company.
- iv. To adopt the Company's new Investing Policy, as follows:

“As well as its historical investment sectors, namely, real estate, leisure and entertainment industries; the Company will now invest in the technology sector, with special focus on interactive media, blockchain and Artificial Intelligence.

The Company intends to identify and invest in and/or acquire companies, assets and/or projects which show excellent growth potential on a stand-alone basis and which would add value to the Company's portfolio of investments, through the expertise of the Board or through the provision of ongoing funding.

The Company will make investments in target businesses at all development stages. The majority of investments will be made in unlisted companies, however, pre-IPO. Listed companies may, from time to time, be considered on a selective basis.

The geographical focus will be mainly Europe, but investments may also be considered in other regions to the extent that the Board considers that valuable opportunities exist and positive returns can be achieved.

The Board expects that investments will typically be held for the medium to long term, although short term disposal of assets cannot be ruled out.

The Company's investments may range from a minority position with strategic influence up to a controlling position.

Any transaction constituting a reverse takeover under the AIM Rules will require Shareholder approval and the publication by the Company of an admission document meeting the requirements of the AIM Rules.

The Company believes that the broad collective experience of the Board together with its extensive network of contacts will assist them in the identification, evaluation and funding of investment targets. When necessary other external expert professionals will be engaged to assist in undertaking the appropriate due diligence of prospective targets and transaction analysis. The Board will also consider, as it sees fit, appointing additional directors and/or key employees with relevant experience as part of any specific investment.

Investments are expected to be in the form of equity, debt or convertible debt. The Company may offer shares as well as cash by way of consideration for prospective investments, thereby helping to preserve the Company's cash for working capital purposes. The Company may, in appropriate circumstances, place shares, issue debt securities or borrow money to complete an investment.”

- v. That the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 551 of the Act, to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (“Rights”) up to an aggregate nominal amount equal to £500,000 provided that the authority hereby conferred shall expire on the date falling 36 months after the date of the passing of this resolution unless previously renewed, varied or revoked by the Company in general meeting save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement as if the authority conferred hereby had not expired. The Company may allot such equity

securities for the purpose of carrying out its Investing Policy, convert part of the outstanding debt, and finance its legal action and running costs.

This authority shall be in addition and shall not revoke or replace any existing authority pursuant to the said Section 551 to the extent not utilised at the date this resolution is passed.

#### **SPECIAL RESOLUTION**

- vi. That, subject to the passing of Resolution (v) above and in accordance with section 570 of the Act, the Directors be and are hereby generally empowered to allot equity securities (as defined in Section 560 of the Act) for cash, either pursuant to the authority conferred by Resolution (v) above or by way of a sale of treasury shares, as if Section 561(1) of the Act did not apply to any such allotment save that such power will be limited to:
- (a) the allotment of equity securities in connection with an offer by way of a rights issue or similar offer to shareholders of the Company where the interests of all shareholders of the Company are proportionate or as nearly proportionate as practical to the numbers of Ordinary Shares held by them 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 (a) above) for cash of equity securities up to an aggregate nominal amount of £500,000.

The power granted by this resolution will expire on the date falling 36 months after the date of the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements as if the power conferred hereby had not expired.

This resolution shall be in addition to and shall not revoke or replace all unexercised powers previously granted to the Directors to allot equity securities as if Section 561(1) of the Act did not apply.

By Order of the Board

James Douglas Gordon  
Secretary

27 June 2019

*Registered Office: 22  
Great James Street  
London WC1N3ES*

**Notes:**

1. As a member of the Company, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting and you should have received a proxy form with this notice of Annual General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the Annual General Meeting to represent you. Details of how to appoint the Chairman of the Annual General Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Annual General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
4. If you do not give your proxy an indication of how to vote on the 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 Annual General Meeting.
5. The notes to the proxy form explain how to direct your proxy how to vote on the resolution or withhold their vote.
6. To appoint a proxy using the proxy form, the form must be (i) completed and signed; (ii) sent or delivered to Share Registrars, 17 West Street, Farnham GU9 7DR clearly marked "Proxy Return"; and (iii) received by the registrars no later than 48 hours excluding non business days before the appointed time of the Annual General Meeting.
7. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the Register of Members of the Company by 12:00 p.m. 18 July 2019 or, in the event of any adjournment, not less than 48 hours prior to the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
8. 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.
9. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. 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.
10. 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 the Company Secretary. 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.
11. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods (i) by sending a signed hard copy notice revoking your proxy appointment to the Company Secretary; (ii) in the case of a member which is a company, the revocation notice 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 revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice; and (iii) in either case, the revocation notice must be received by the Company no later than 48 hours excluding non business days before the appointed time of the Annual General Meeting.
12. Appointment of a proxy does not preclude you from attending the Annual General Meeting and voting in person. If you have appointed a proxy and attend the Annual General Meeting in person and vote, your proxy appointment will automatically be terminated.
13. Except as provided above, members who have general queries about the Annual General Meeting should contact the Company Secretary by email at james@gordonsols.co.uk (no other methods of communication will be accepted).
14. As at the close of business on 26 June 2019 (being the last business day prior to the date of this Notice) the Company's issued share capital consists of 604,152,600 ordinary shares of 0.25p, carrying one vote each and therefore the total voting rights in the Company, as at the close of business on 26 June 2019 are 604,152,600.

**CLEAR LEISURE PLC**  
**Form of Proxy for use at the Annual General Meeting**

I, a Member of CLEAR LEISURE PLC (hereinafter referred to as 'the Company') and entitled to vote, hereby appoint the Chairman, or \_\_\_\_\_ as my proxy to attend and vote for me and on my behalf at the Annual General Meeting of the Company to be held on 22 July 2019 at 12:00 p.m., at 22 Great James Street, London WC1N 3ES and at any adjournment thereof.

**(Please indicate below by marking the appropriate box with an 'X' how you wish your votes to be cast. If the form of proxy is returned without any indication as to how the proxy should vote on any particular matter, the proxy will vote as he or she thinks fit.)**

	For	Against	Vote Withheld
<b>ORDINARY RESOLUTIONS</b>			
i. to receive the Annual Report and Financial Statements for the year ended 31 December 2018			
ii. to re appoint MHA MacIntyre Hudson LLP			
iii. to re appoint Reginald Eccles as Company Director			
iv. to adopt the Company's new Investing Policy			
v. to authorise the Directors to allot up to £500,000 nominal amount of New Ordinary Shares pursuant to section 551 of the Act			
<b>SPECIAL RESOLUTION</b>			
vi. to dis-apply the statutory pre-emption provisions contained in section 570 of the Act			

Signature
Date
Full name
Address

## Notes to the proxy form

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. 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.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert his or her full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy anyone other than the Chairman, you are responsible for ensuring that that person attends the meeting and is aware of your voting intentions.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy please contact the registrars of the Company, Share Registrars Limited, on 01252 821390.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote Withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, 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.
6. To appoint a proxy using this form, the form must be:
  - completed and signed;
  - sent or delivered to Share Registrars Limited at 17 West Street, Farnham, Surrey, GU9 7DR; and
  - received by Share Registrars Limited no later than 48 hours before the time of the meeting.
7. In the case of a member which is a company, this 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.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. 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).
10. 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.
11. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
12. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.