

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the financial services and markets act 2000.**

If you have sold or otherwise transferred all of your ordinary shares of £0.001 each in the Company (“**Ordinary Shares**”), please immediately forward this document to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

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# Revolution Bars Group plc

(Incorporated under the Companies Act 2006 and registered  
in England and Wales with registered number 08838504)

## Notice of General Meeting to be held on Monday, 15 February 2021

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**Social distancing measures imposed by the UK Government as a result of the COVID-19 pandemic are currently in force restricting, among other things, public gatherings. As restrictions on public gatherings are currently understood to remain in force as at the date of the General Meeting, shareholders must not attend the General Meeting in person, and entry will be refused to anyone who seeks to attend in person. Shareholders are strongly encouraged to register their vote in advance by appointing the Chairman of the General Meeting as their proxy and giving voting instructions. Only the formal business of the resolutions will be carried out at the General Meeting.**

**The situation is constantly evolving, and the UK Government may change current restrictions or implement further measures. Any changes to the General Meeting arrangements will be communicated through the Company’s website and, where appropriate, by a Regulatory Information Service announcement.**

# Letter from the Chairman

## Revolution Bars Group plc

(Incorporated under the Companies Act 2006 and registered in England and Wales with registered number 08838504)

### Directors:

Keith Edelman (Non-Executive Chairman)  
Rob Pitcher (Chief Executive Officer)  
Danielle Davies (Chief Financial Officer)  
Jemima Bird (Senior Independent Non-Executive Director)  
William Tuffey (Independent Non-Executive Director)

### Registered Office:

21 Old Street  
Ashton-under-Lyne  
Tameside  
OL6 6LA

22 January 2021

Dear Shareholder,

As previously confirmed to shareholders, due to the delay in the completion and release of the final results of the Revolution Bars Group plc for the financial year ended 27 June 2020 (which were announced on 17 December 2020), certain matters of business usually dealt with at the Company's Annual General Meeting could not be dealt with at 2020 Annual General Meeting held on Tuesday, 22 December 2020. It was announced that such matters would be dealt with at a separate General Meeting (the 'accounts meeting') notice of which would be given to shareholders and that the 2020 Annual Report & Accounts would be published, in due course.

A General Meeting of the Company ("**General Meeting**") is therefore now being convened to take place at 11.00 am on Monday, 15 February 2021 at the Company's Southern Office at Revolution Bars Group plc, Maxwell Road, Beaconsfield, Buckinghamshire HP9 1QX.

Included in this document (on pages 3 - 6) is a notice convening the General Meeting at the place, time and date stated above. This letter gives further information on the resolutions which will be proposed at the General Meeting (as set out in the Notice included in this document), how the General Meeting will be held, how shareholders should vote at the General Meeting and how they can raise questions in relation to the business of the General Meeting.

### **General Meeting – closed meeting**

In light of the current UK Government measures around COVID-19, the regulations set out in Schedule 14 of the Corporate Insolvency and Governance Act 2020 and the Company's desire to protect the health and safety of our shareholders and employees, the Board has concluded that **shareholders will not be permitted to attend the General Meeting in person**. The Company will make arrangements such that the General Meeting will be conducted as a closed meeting with the minimum quorum of two shareholders to be facilitated by the Directors and the format of the Meeting will be purely functional. The General Meeting will comprise only the formal votes on each resolution as set out in the Notice, without any business update or Q&As, and voting will be conducted on each of the resolutions by way of a poll.

In the circumstances, shareholders are invited to submit questions on the resolutions to be proposed at the General Meeting electronically before the General Meeting and such questions, limited to matters relating to the business of the General Meeting itself, should be sent to: [shareholderhelp@revolutionbarsgroup.com](mailto:shareholderhelp@revolutionbarsgroup.com) and these will be responded to on an individual basis. Any questions raised, together with answers to them, will be published on the Company's website at: <https://www.revolutionbarsgroup.com/investors/shareholder-centre/frequently-asked-questions/> by 5.00 pm on Thursday, 11 February 2021.

### **Proxy voting**

Shareholders are urged to vote by proxy at the General Meeting. This can be done in any of the following ways:-

- by logging on to the share portal: [www.signalshares.com](http://www.signalshares.com) and following the instructions; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below; or
- by requesting a hard copy form of proxy directly from the Company's Registrars, Link Group, on: +44 (0) 371 664 0300.

In line with our commitment to being a more environmentally friendly company and to reduce printing costs, hard copy forms of proxy for the General Meeting are not being included in the post with this document. As referred to above, any shareholder may request a hard copy form of proxy by telephoning Link Group on: +44 (0) 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open 9.00 am – 5.30 pm (London time), Monday to Friday (excluding public holidays in England and Wales).

**Given the restrictions on attendance, shareholders are advised to appoint the Chairman of the meeting as their proxy rather than a named person, as any such other person will not be permitted to attend the General Meeting.**

**To be valid, the proxy appointment must be received in accordance with the notes to the notice of the General Meeting included in this document by not later than 11.00 am on Thursday, 11 February 2021.**

The situation is constantly evolving, and the UK Government may change current restrictions or implement further measures. Any changes to the General Meeting arrangements will be communicated through the Company's website and, where appropriate, by a Regulatory Information Service announcement.

#### **Resolutions to be proposed at the General Meeting**

Turning then to the resolutions to be proposed at the General Meeting on Monday, 15 February 2021, these are as follows:-

##### **Resolution 1 – to receive and adopt the 2020 Annual Report & Accounts**

The Companies Act 2006 (the "Act") requires the directors of a public company to lay its annual accounts and reports before the company in general meeting. Resolution no 1 will therefore be proposed at the General Meeting, as an ordinary resolution, to receive and adopt the annual accounts and reports of the Company for the financial year ended 27 June 2020 (including the Directors' and the auditor's reports thereon) (the "2020 Annual Report & Accounts").

##### **Resolution 2 – to approve the Directors' Remuneration Report**

Following the cancellation of the admission of the Company's ordinary shares to listing on the FCA's Official List and to trading on the London Stock Exchange's main market for listed securities and the admission of Company's enlarged issued share capital to trading on AIM (the "Transfer to AIM", the Company is no longer required to comply with the FCA's 'Listing Rules' or the requirements of Schedule 8 (Quoted Companies Directors' Remuneration Report) as amended of The Large and Medium-sized Companies and Groups (Accounts and Report) Regulations 2008 (SI 2008/410) (the "2008 Regulations") and hence is not required to present a report on remuneration in accordance with those requirements. However, the Board considers it appropriate for the Company to provide shareholders with information in respect of executive remuneration that follows the spirit of the 2008 Regulations given previous disclosures before the Company's Transfer to AIM.

Resolution 2, which will be proposed as an ordinary resolution, seeks shareholder approval of the Directors' Remuneration Report (other than the part containing the Directors' remuneration policy) which can be found in the 2020 Annual Report & Accounts.

##### **Resolutions 3 and 4 – to re-appoint PWC LLP as auditor and auditor's remuneration**

Resolutions 3 and 4 are being proposed, as separate ordinary resolutions, to obtain shareholder approval for the re-appointment of PWC LLP as the Company's auditor and the authorisation of the Directors to determine the auditor's remuneration.

#### **Recommendation**

The Directors of the Company consider that each of the resolutions set out in the notice of the General Meeting are in the best interests of the Company and its shareholders as a whole and unanimously recommend that shareholders vote in favour of each of the resolutions to be proposed at the General Meeting as they intend to do in respect of their own beneficial shareholdings of an aggregate 629,611 Ordinary Shares (representing approximately 0.5 per cent. of the Company's issued share capital).

Yours faithfully,

**Keith Edelman**  
Chairman

# Notice of General Meeting

**Revolution Bars Group plc**  
(Incorporated under the Companies Act 2006 and registered  
in England and Wales with registered number 08838504)

**Notice is given that a General Meeting of Revolution Bars Group plc will be held at 11.00 am on Monday, 15 February 2021 at the Company's Southern Office at Revolution Bars Group plc, Maxwell Road, Beaconsfield, Buckinghamshire HP9 1QX for the following purposes:**

**To consider and, if thought fit, to pass Resolutions 1 to 4 (inclusive) in each case as an ordinary resolution:**

- 1 To receive and adopt the annual accounts and reports of the Company for the year ended 27 June 2020 (including the Directors' and the auditor's reports thereon).

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- 2 That the Directors' Remuneration Report (other than the part containing the Directors' remuneration policy), as set out in the annual report and accounts for the year ended 27 June 2020, be approved.

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- 3 To re-appoint PWC LLP as the Company's auditor to hold office from the conclusion of this meeting until the conclusion of the next meeting at which accounts are laid before the Company.

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- 4 To authorise the Directors to determine the auditor's remuneration.

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## **By Order of the Board**

**Danielle Davies**  
**Company Secretary**  
22 January 2021

## **REVOLUTION BARS GROUP PLC**

Registered office: 21 Old Street, Ashton-under-Lyne, Tameside OL6 6LA

## **IMPORTANT NOTICE RE COVID-19**

**Social distancing measures imposed by the UK Government as a result of the COVID-19 pandemic are currently in force restricting, among other things, public gatherings. As restrictions on public gatherings are currently understood to remain in force as at the date of the General Meeting, shareholders must not attend the General Meeting in person, and entry will be refused to anyone who seeks to attend in person. Shareholders are strongly encouraged to register their vote in advance by appointing the Chairman of the General Meeting as their proxy and giving voting instructions. Only the formal business of the resolutions will be carried out at the General Meeting.**

**The situation is constantly evolving, and the UK Government may change current restrictions or implement further measures. Any changes to the General Meeting arrangements will be communicated through the Company's website and, where appropriate, by a Regulatory Information Service announcement.**

**The General Meeting will be run as a closed meeting and shareholders will not be permitted to attend in person. Shareholders are strongly advised to appoint the Chairman of the Meeting when submitting a proxy.**

## **IMPORTANT NOTES**

### **Attendance at the General Meeting**

1. Given the Company's decision to hold a closed General Meeting, shareholders will not be permitted to attend the General Meeting in person, and will be refused entry. The Company will continue to monitor the situation and reserves the right to revise arrangements should the circumstances change. Any relevant updates will be made available on the Company's website.

### **Rights to appoint a proxy**

- 2 Members of the Company entitled to attend and vote are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote at a meeting of the Company. A proxy does not need to be a member of the Company, but must attend the meeting to represent you. A member may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.
3. As explained above, shareholders will not be permitted to attend the General Meeting in person, and are therefore encouraged to submit a proxy vote in advance of the Meeting. Although shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the General Meeting, **shareholders are encouraged to appoint the Chairman of the meeting as their proxy as the appointment of any proxy other than the Chairman of the meeting would result in their vote not being cast.** A shareholder 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 ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.

### **Procedure for appointing a proxy**

- 4 Proxies may be appointed in any of the following ways:-
  - by logging on to the share portal: [www.signalshares.com](http://www.signalshares.com) and following the instructions; or
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below; or
  - by requesting a hard copy form of proxy directly from the Company's Registrars, Link Group, on: +44 (0) 371 664 0300.
- 5 To be valid, the proxy form must be returned (together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority) so as to be received by no later than 11.00 am on Thursday, 11 February 2021. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- 6 The return of a completed proxy form, appointing a proxy electronically or any CREST Proxy Instruction (as described in Note 13 below) would ordinarily not preclude a member from attending the General Meeting and voting in person if he or she wishes to do so. However, as explained above, shareholders will not be permitted to attend the General Meeting this year.

### **Changing or revoking proxy instructions**

- 7 To change your proxy instructions, simply submit a new proxy appointment using the methods set out in Note 4 above. Any amended proxy appointment must be received no later than the time referred to in Note 5 above and any amended proxy appointment received after the relevant cut-off time will be disregarded.
- 8 If you have appointed a proxy by requesting and completing a hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Link Group on: +44 (0) 371 664 0300 and ask for another hard copy proxy form. 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 9.00 a.m. - 5.30 p.m. (London time), Monday to Friday (excluding public holidays in England and Wales).
- 9 If you submit more than one valid proxy appointment in respect of the same share for the purposes of the same meeting, the appointment last delivered or received shall prevail in conferring authority on the person named in it to attend the meeting and to speak and vote at it.
- 10 In order to revoke a proxy instruction, you will need to inform the Company by sending notice in writing clearly stating your intention to revoke your proxy appointment by one of the methods referred to in Note 4 above (accompanied by the power of attorney or other authority (if any) under which the revocation notice is signed or a certified copy of such power or authority). The revocation notice must be received no later than 11.00 am on Thursday, 11 February 2021.
- 11 If you attempt to revoke your proxy appointment but the revocation is received after the time specified above, then your proxy appointment will remain valid.

### **Record date**

- 12 To be entitled to vote at the General Meeting (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the register of members of the Company at close of business on Thursday, 11 February 2021 (or, in the event of any adjournment, close of business on the date which is two days before the time of the adjourned meeting). Changes to the register of members after the relevant deadline will be disregarded in determining the right of any person to attend and vote at the meeting.

### **CREST proxy appointments**

- 13 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via: [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). 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 & Ireland 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 is 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 (ID RA10) by no later than 11.00 am on Thursday, 11 February 2021 or, in the event of an adjournment, 48 hours before the adjourned time. 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 required by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited 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 Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

### **Corporate representatives**

- 14 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.

### **Total voting rights**

- 15 As at 19 January 2021 (being the last business day prior to the publication of this notice), the Company's issued share capital comprised 125,046,654 ordinary shares of £0.001 each ("**Ordinary Shares**"). Each Ordinary Share carries the right to one vote on a poll at a General Meeting of the Company and, therefore, the total voting rights in the Company as at that date are 125,046,654. As at 19 January 2021, the Company held no Ordinary Shares as treasury shares.

## **Questions**

- 16 Shareholders are invited to submit questions on resolutions to be proposed at the General Meeting electronically before the Meeting and such questions, limited to matters relating to the business of the General Meeting itself, should be sent to: [shareholderhelp@revolutionbarsgroup.com](mailto:shareholderhelp@revolutionbarsgroup.com) and these will be responded to on an individual basis. Any questions raised, together with answers to them, will be published on the Company's website at: [www.revolutionbarsgroup.com/investors/shareholder-centre/frequently-asked-questions/](http://www.revolutionbarsgroup.com/investors/shareholder-centre/frequently-asked-questions/) by 5.00 pm on Thursday, 11 February 2021.

## **Poll voting procedure**

- 17 Voting on all resolutions will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as votes are counted according to the number of shares held by each member. As soon as practicable following the General Meeting, the results of the voting at the Meeting and the number of proxy votes cast for and against and the number of votes actively withheld in respect of each of the resolutions will be announced via a regulatory information service and also placed on the Company's website at: [www.revolutionbarsgroup.com](http://www.revolutionbarsgroup.com).

## **Communications**

- 18 Members who have general enquiries about the General Meeting should use the following means of communication. No other means of communication will be accepted. You may:-
- call our members' helpline on: +44 (0) 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open 9.00 a.m. - 5.30 p.m. (London time), Monday to Friday (excluding public holidays in England and Wales); or
  - email [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk); or
  - write to the Company's Registrars, Link Group, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
- 19 You may not use any electronic address provided in this notice of General Meeting or any related documents (including the proxy form) for communicating with the Company for any purposes other than those expressly stated.

## **Website**

- 20 A copy of this document is available on the Company's website at: <https://www.revolutionbarsgroup.com/investors/shareholder-centre/general-meetings/>

# REVOLUTION

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BARS GROUP PLC



**Registered office:**

21 Old Street  
Ashton-under-Lyne  
Tameside  
OL6 6LA

Registered number 08838504