

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

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## B A R S G R O U P

(Incorporated in England and Wales with registered number 08838504)

### Notice of 2023 Annual General Meeting

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Notice of the 2023 Annual General Meeting of Revolution Bars Group plc (the “**Company**”) to be held at 9.30 am on Thursday, 30 November 2023 at Revolution Bars Group plc, Northern Office, 21 Old Street, Ashton-under-Lyne, Lancashire OL6 6LA is set out on pages 5 to 7 of this document.

Whether or not you propose to attend the Annual General Meeting, you are encouraged to vote by proxy at the 2023 AGM in one of the manners described under the heading ‘Proxy voting’ set out overleaf. **To be valid, the proxy appointment must be received in accordance with the notes to the notice of the 2023 AGM set out on pages 5 to 7 of this document by not later than 9.30 am on Tuesday, 28 November 2023.**

## Letter from the Chairman

# REVOLUTION

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## B A R S G R O U P

(Incorporated 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 Tuffy (Independent Non-Executive Director)

### Registered Office:

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

6 November 2023

Dear Shareholder,

I am pleased to invite you to the Annual General Meeting of Revolution Bars Group plc (the “**Company**”) for 2023.

The Annual General Meeting (the “**2023 AGM**”) will take place at Revolution Bars Group plc, Northern Office, 21 Old Street, Ashton-under-Lyne, Lancashire OL6 6LA at 9.30 am on Thursday, 30 November 2023.

Included in this document (on pages 5 to 7) is a Notice convening the 2023 AGM at the place, time and date stated above. This letter gives further information on the resolutions which will be proposed at the 2023 AGM (as set out in the Notice included in this document) and how shareholders can vote in respect of those resolutions.

### Proxy voting

Whether or not you intend to attend the 2023 AGM, you are encouraged to vote by proxy at the 2023 AGM. 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
- by using the LinkVote+app - Link Group, the Company’s Registrars, has launched a shareholder app: LinkVote+, please refer to the procedures set out below; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below; or
- if you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Company’s Registrars, 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 and returning the completed form of proxy to Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

In line with our commitment to being a more environmentally friendly company and to reduce printing costs, hard copy forms of proxy for the 2023 AGM 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).

To be valid, the proxy appointment must be received in accordance with the notes to the notice of the 2023 AGM set out on pages 5 to 7 of this document by not later than 9.30 am on Tuesday, 28 November 2023.

#### **Resolutions to be proposed at the 2023 AGM**

Turning then to the resolutions to be proposed at the 2023 AGM on Thursday, 30 November 2023, these are as follows:-

#### **Resolution 1 – to receive and adopt the 2023 Annual Report & Accounts**

The Companies Act 2006 (the “**Companies Act**”) requires the directors of a public company to lay its annual accounts and reports before the company in Annual General Meeting. Resolution 1 will therefore be proposed at the 2023 AGM, as an ordinary resolution, to receive and adopt the annual accounts and reports of the Company for the financial year ended 1 July 2023 (including the Directors’ and the auditor’s reports thereon) (the “**2023 Annual Report & Accounts**”). Shareholders who have requested to be sent hard copies of documents sent out by the Company will find enclosed with this document a hard copy of the 2023 Annual Report & Accounts.

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

Resolution 2, which will be proposed as an ordinary resolution, seeks shareholder approval of the Directors’ Remuneration Report which can be found on pages 71 to 78 (inclusive) in the 2023 Annual Report & Accounts. Whilst as an AIM company, the Company is not under any statutory obligation to prepare such a Report, the Board considers it appropriate to do so. The vote on this Resolution will therefore be advisory in nature and the Director’s entitlement to receive remuneration is not conditional on it being passed.

#### **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 to authorise the Directors to determine the auditor’s remuneration.

#### **Resolutions 5 to 9 – to re-elect Keith Edelman, Rob Pitcher, Danielle Davies, Jemima Bird and William Tuffy as Directors**

In accordance with the requirements of article 56.1 of the Company’s articles of association, all the Directors retire at each Annual General Meeting and all of them being eligible and wishing to serve again, offer themselves for re-election.

Information on Keith Edelman, Rob Pitcher, Danielle Davies, Jemima Bird and William Tuffy can be found on the Company’s website at <https://www.revolutionbarsgroup.com/about-us/leadership/meet-the-board/>.

The Board considers that both William Tuffy and Jemima Bird have extensive relevant experience as directors of listed companies, which allows them to contribute to the Company’s development. The Board considers both William Tuffy and Jemima Bird to be independent and, therefore suitable for the role of Non-Executive Director. The Board considers that the performance of Keith Edelman, Jemima Bird, William Tuffy, Rob Pitcher and Danielle Davies continues to be effective and demonstrates commitment to their respective roles, including time commitments for Board and Committee meetings. The Board is therefore of the opinion that each of these Directors should be re-elected to the Board.

### **Resolution 10 – to give general authority to the Directors to allot shares**

Under the Companies Act, the Directors may only allot shares (or grant certain rights over shares) with the authority of shareholders in General Meeting (other than pursuant to an employee share scheme). The Directors' existing authority to allot shares, which was granted at the Annual General Meeting of the Company held on 2 December 2022, will expire at the end of the 2023 AGM.

Resolution 10 will be proposed, as an ordinary resolution, to authorise the Directors to allot Ordinary Shares up to a maximum nominal amount of £76,675 and up to a further maximum nominal amount of £76,675 where the allotment is in connection with an offer by way of a rights issue in favour of existing shareholders of the Company, representing approximately 33.33 per cent. and approximately 33.33 per cent. (respectively) of the nominal value of the Ordinary Shares in issue on 3 November 2023 (being the last business day prior to the printing of the document). The Company does not currently hold any shares in treasury. These limits are in accordance with the latest guidelines issued in February 2023 by The Investment Association and with market practice.

The authority conferred by Resolution 10 will expire at the end of next year's Annual General Meeting or, if sooner, on 28 February 2025.

The Directors have no current intention of exercising this authority. However, the Directors believe it to be in the best interests of the Company that they should continue to have this authority to maintain the flexibility that this authority provides. If the Directors do exercise this authority, the Directors intend to follow best practices as regards its use, as recommended by The Investment Association.

### **Resolutions 11 and 12 – to give power to the Directors to disapply pre-emption rights when allotting shares for cash**

Unless they are given an appropriate authority by shareholders, if the Directors wish to allot any shares for cash or grant rights over shares or sell treasury shares for cash (other than pursuant to an employee share scheme), they must first offer them to existing shareholders in proportion to their existing holdings. These are known as 'statutory pre-emption rights'.

The existing disapplications of these statutory pre-emption rights, which were granted at the Annual General Meeting of the Company held on 2 December 2022, will expire at the end of the 2023 AGM.

In accordance with the Pre-Emption Group's Statement of Principles on Disapplying Pre-Emption Rights published in November 2022 ("PEG's Statement of Principles"), the Company is proposing separate resolutions to disapply pre-emption rights on up to 10 per cent. of the Company's issued ordinary share capital and to disapply pre-emption rights for an additional 10 per cent. of the Company's issued ordinary share capital for acquisitions or other capital investments as defined by PEG's Statement of Principles, in each case with an additional 2 per cent. for the purposes of a 'follow-on offer', as further detailed below.

Resolution 11 would grant the Directors authority to allot equity securities for cash (or sell treasury shares) up to an aggregate nominal value of £23,005, being approximately 10 per cent. of the nominal value of the issued share capital of the Company as at 3 November 2023, without first offering the securities to existing shareholders. Resolution 11 also disapplies the statutory pre-emption provisions in connection with a rights issue only in relation to the amount permitted under Resolution 10 allowing the Directors to make appropriate arrangements in relation to fractional entitlements or other legal or practical problems which might arise. Resolution 11 also asks shareholders to grant the directors authority to allot or sell shares (otherwise than under paragraphs 11.1 and 11.2 of Resolution 11) up to an aggregate additional nominal amount equal to 2 per cent. of the Company's issued ordinary share capital as at 3 November 2023 to be used only for the purposes of making a 'follow-on offer' to retail investors or existing investors not allocated shares in the offer.

Resolution 12 would grant the Directors an additional authority to (i) allot equity securities for cash up an aggregate nominal value of £23,005, being approximately 10 per cent. of the nominal value of the issued share capital of the Company as at 3 November 2023, for the purposes of financing or refinancing an acquisition or other capital investment of a kind contemplated by PEG's Statement of Principles; and (ii) allot or sell shares (otherwise than under paragraph 12.1 of Resolution 12) up to an aggregate nominal amount equal to 2 per cent. of the Company's issued ordinary share capital as at 3 November 2023 to be used only for the purposes of making a 'follow-on offer' to retail investors or existing investors not allocated shares in the offer.

Again, the Directors have no current intention of exercising these powers. However, the powers give the Directors flexibility to take advantage of business opportunities that may arise.

The powers sought and limits set by Resolutions 11 and 12 will also apply to a sale by the Company of any shares it holds as treasury shares. The Companies Act permits shares purchased by the Company out of distributable profits to be held as treasury shares, which may then be cancelled, sold for cash or used to meet the Company's obligations under its employee share-based incentive schemes.

The powers conferred by Resolutions 11 and 12 will expire at the end of next year's Annual General Meeting or, if sooner, on 28 February 2025.

#### **Recommendation**

The Directors of the Company consider that each of the resolutions set out in the notice of the 2023 AGM is 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 2023 AGM as they intend to do in respect of their own beneficial shareholdings of an aggregate 2,283,493 Ordinary Shares (representing approximately 0.99 per cent. of the Company's issued share capital).

Yours faithfully

**Keith Edelman**

Chairman

# Notice of 2023 Annual General Meeting Revolution Bars Group plc

(Incorporated in England and Wales with registered number 08838504)

**NOTICE** is given that the 2023 Annual General Meeting of Revolution Bars Group plc will be held at 9.30 am on Thursday, 30 November 2023 at Revolution Bars Group plc, Northern Office, 21 Old Street, Ashton-under-Lyne, Lancashire OL6 6LA for the following purposes:

**To consider and, if thought fit, to pass Resolutions 1 to 10 (inclusive) in each case as an ordinary resolution:**

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- 1 To receive and adopt the annual accounts and reports of the Company for the 52 weeks ended 1 July 2023 (including the Directors' and the auditor's reports thereon).

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  - 2 To approve the Directors' Remuneration Report as set out in the annual report and accounts for the 52 weeks ended 1 July 2023.

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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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  - 5 To re-elect Keith Edelman as a Director.

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  - 6 To re-elect Robert Pitcher as a Director.

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  - 7 To re-elect Danielle Davies as a Director.

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  - 8 To re-elect Jemima Bird as a Director.

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  - 9 To re-elect William Tuffy as a Director.

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  - 10 **THAT** the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act to exercise all the powers of the Company to allot:-
    - 10.1 shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Relevant Securities**"), up to a maximum aggregate nominal amount of £76,675; and
    - 10.2 Relevant Securities comprising equity securities (within the meaning of section 560 of the Companies Act) up to an aggregate nominal amount of £76,675 in connection with an offer by way of a rights issue in favour of holders of Ordinary Shares in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings of Ordinary Shares, but subject to such exclusions, limits, restrictions or other arrangements as the Directors deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates or any legal, regulatory or practical problems in or under the laws of any territory, the requirements of any regulatory body or stock exchange or any other matter;for a period expiring (unless previously revoked, varied or renewed) at the end of the next Annual General Meeting of the Company, if sooner, on 28 February 2025, but, in each case the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted after this authority expires and the Directors may allot Relevant Securities in pursuance of such offer or agreement as if this authority had not expired.

All previous unutilised authorities given to the Directors pursuant to section 551 of the Companies Act shall cease to have effect at the conclusion of this Annual General Meeting, save to the extent that those authorities are exercisable pursuant to section 551(7) of the Companies Act by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date.

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**To consider and, if thought fit, pass Resolutions 11 and 12 and in each case as a special resolution:**

11 **THAT**, subject to the passing of Resolution 10 above, the Directors be generally empowered pursuant to section 570 and section 573 of the Companies Act to allot equity securities (within the meaning of section 560 of the Companies Act) for cash, pursuant to the authority conferred by Resolution 10, as if section 561(1) of the Companies Act did not apply to such allotment. This power shall be limited to the allotment of equity securities:-

11.1 in connection with an offer of equity securities (including, without limitation, under a rights issue, open offer or similar arrangement save that, in the case of an allotment pursuant to the authority conferred by paragraph 10.2 of Resolution 10, such offer shall be by way of rights issue only) in favour of holders of Ordinary Shares in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings of Ordinary Shares but subject to such exclusions, limits, restrictions or other arrangements as the Directors deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates or any legal, regulatory or practical problems in or under the laws of any territory, the requirements of any regulatory body or stock exchange or any other matter; and

11.2 otherwise than pursuant to paragraph 11.1 above, up to an aggregate nominal amount of £23,005;

11.3 otherwise than pursuant to paragraphs 11.1 and 11.2 above, up to an aggregate nominal amount equal to 20% of any allotment of equity securities under paragraph 11.2 above, such power to be used only for the purposes of making a 'follow-on offer' which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice;

provided that this power shall expire (unless previously revoked, varied or renewed) at the end of the next Annual General Meeting of the Company or, if sooner, on 28 February 2025, but so that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after this power expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by Resolution 10" were omitted.

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12 **THAT**, subject to the passing of Resolution 10 above, the Directors be generally empowered, pursuant to section 570 and section 573 of the Companies Act and in addition to any power granted under Resolution 11, to allot equity securities (within the meaning of section 560 of the Companies Act) for cash, pursuant to the authority conferred by Resolution 10, as if section 561(1) of the Companies Act did not apply to any such allotment. This power shall be limited to the allotment of equity securities:-

12.1 up to an aggregate nominal amount of £23,005, such power to be used only for the purposes of financing (or refinancing, if the power is to be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and

12.2 otherwise than pursuant to paragraph 12.1 above, up to an aggregate nominal amount equal to 20% of any allotment of equity securities under paragraph 12.1 above, such power to be used only for the purposes of making a 'follow-on offer' which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice;

provided that this power shall expire (unless previously revoked, varied or renewed) at the end of the next Annual General Meeting of the Company or, if sooner, on 28 February 2025, but so that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after this power expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act as if in the first paragraph of this resolution the words “pursuant to the authority conferred by Resolution 10” were omitted.

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By Order of the Board

**Danielle Davies**  
Secretary

6 November 2023

**REVOLUTION BARS GROUP PLC**

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

## **IMPORTANT NOTES**

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

1. 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 the Meeting. A proxy does not need to be a member of the Company, but must attend the Meeting to represent the member.
2. 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 ordinary share or ordinary shares held by that member.

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

3. 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
  - by using the LinkVote+ app - Link Group, the Company's Registrars, has launched a shareholder app: LinkVote+, please refer to the procedures set out below; or
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below; or
  - if you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Company's Registrars, 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 and returning the completed form of proxy to Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.
4. 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 9.30 am on Tuesday, 28 November 2023. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
5. The return of a completed proxy form, appointing a proxy electronically or any CREST Proxy Instruction will not preclude a member from attending the Annual General Meeting and voting in person if he or she wishes to do so.



### Changing or revoking proxy instructions

6. To change your proxy instructions, simply submit a new proxy appointment using the methods set out in Note 3 above. Any amended proxy appointment must be received no later than the time referred to in Note 4 above and any amended proxy appointment received after the relevant cut-off time will be disregarded.
7. 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).
8. 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.
9. 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 3 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 9.30 am on Tuesday, 28 November 2023.
10. 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

11. To be entitled to vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes that may be cast), members must be registered in the register of members of the Company at the close of business on Tuesday, 28 November 2023 (or, in the event of any adjournment, the 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.

### Electronic voting - via [www.signalshares.com](http://www.signalshares.com)

12. If you wish, you will be able to vote electronically using the link [www.signalshares.com](http://www.signalshares.com). You will need to log into your Signal Shares account or register if you have not previously done so. To register you will need your Investor Code; this is detailed on your share certificate or is available from the Company's Registrars, Link Group. You can vote via [www.signalshares.com](http://www.signalshares.com) by logging on and selecting the 'Proxy Voting' link. If you have not previously registered for electronic communications, you will first be asked to register as a new user, for which you will require your investor code (IVC) (which can be found on your share certificate), and postcode (if resident in the UK).

### Electronic voting - via the LinkVote+ app

13. Link Group, the Company's Registrars, has launched a shareholder app: LinkVote+. It's free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

Apple App Store



GooglePlay



## CREST proxy appointments

14. 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](http://www.euroclear.com)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with the specifications of Euroclear UK & International Limited (“**Euroclear**”) 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 9.30 am on Tuesday, 28 November 2023 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 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.

## Proximity

15. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Company’s Registrars. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by 9.30 am on Tuesday, 28 November 2023 in order to be considered valid or, if the Meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity’s associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

## Corporate representatives

16. 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

17. As at 3 November 2023 (being the last business day prior to the printing of the document in which this notice is included), the Company’s issued share capital comprised 230,048,520 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 230,048,520. As at 3 November 2023, the Company held no Ordinary Shares as treasury shares.

### **Poll voting procedure**

18. 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 Annual 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 published on the Company's website at [www.revolutionbarsgroup.com](http://www.revolutionbarsgroup.com).

### **Questions**

19. Any member attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting, but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

### **Documents available for inspection**

20. There will be available for inspection at the registered office of the Company during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) prior to and during the Annual General Meeting and at the venue of the Annual General Meeting itself for at least 15 minutes prior to and during the Annual General Meeting, copies of the service contracts of each Executive Director and the letters of appointment of each Non-Executive Director (and all supplemental or variation letters), together with copies of the separate deeds of indemnity executed by the Company in favour of each of the Directors.

### **Communications**

21. Members who have general enquiries about the Annual 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, Central Square, 29 Wellington Street, Leeds LS1 4DL.
22. You may not use any electronic address provided in this notice of Annual General Meeting or any related documents (including the form of proxy) for communicating with the Company for any purposes other than those expressly stated.

# REVOLUTION

BARS GROUP PLC



**Registered office:**

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

Registered number 08838504