

# EXPLANATION OF ANNUAL GENERAL MEETING BUSINESS

**Revolution Bars Group plc**  
21 Old Street  
Ashton-under-Lyne  
Tameside  
OL6 6LA

## Dear shareholder,

I am pleased to invite you to the annual general meeting of Revolution Bars Group plc (the “Company”) for 2016. The annual general meeting will take place on Thursday 1 December 2016 at Revolución de Cuba, 138–141 Friar Street, Reading RG1 1EX at 11.00 a.m.

Enclosed with this document is a notice convening the annual general meeting of the Company for 11.00 a.m. on Thursday 1 December 2016. This explanatory note gives further information on the resolutions which will be proposed at the meeting, as set out in the enclosed notice.

## Resolution 1 – to receive and adopt the annual accounts and reports

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. In accordance with the UK Corporate Governance Code, the Company proposes, as an ordinary resolution, a resolution on its annual accounts and reports.

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

The Act requires listed companies to put a resolution to shareholders at each annual general meeting to approve the directors’ remuneration report (other than the part containing the directors’ remuneration policy), which forms part of the annual report. The vote is advisory in nature and the Directors’ entitlement to receive remuneration is not conditional on it.

Resolution 2, which will be proposed as an ordinary resolution, asks shareholders to approve the Directors Remuneration Report (other than the part containing the Directors’ remuneration policy), which can be found in the annual report and accounts.

## Resolution 3 – to declare a final dividend

The Directors recommend a final dividend of 3.3 pence per Ordinary Share. Subject to approval by shareholders, the final dividend will be paid on 9 December 2016 to shareholders on the register on 11 November 2016.

## Resolutions 4 to 7 – to re-elect Keith Edelman, Michael Shallow and Mark McQuater and to elect Chris Chambers as Directors

In accordance with the recommendations of the UK Corporate Governance Code that all directors should be subject to annual election, all Directors retire at each annual general meeting and those eligible and wishing to serve again offer themselves for (re-)election.

Information on each of the Directors standing for election may be found in the section of the annual report and accounts on the Board of Directors. The Board considers each Non-executive Director to be independent. Keith Edelman and Michael Shallow have extensive relevant experience as directors of listed companies which allows them to contribute to the Company’s development. The Chairman confirms that, following formal performance evaluation, the Directors’ performance 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 the Directors should be elected to the Board.

## Resolutions 8 and 9 – to reappoint KPMG LLP as auditors and auditor’s remuneration

These resolutions propose that KPMG LLP should be reappointed as the Company’s auditor and authorises the Directors to determine its remuneration.

## Resolution 10 – authority for political donations and expenditure

The Company does not intend to change its current practice of not making donations to political parties. However, the Act contains restrictions on companies making political donations to a political party or other political organisation, or to an independent election candidate, or incurring political expenditure. The relevant provisions define political donations, political expenditure and political organisations widely. As a result, for example, the provisions might catch activities such as funding seminars and other functions to which politicians are invited or supporting bodies concerned with policy review or law reform, with the representation of the business community (or sections of it), or with the representation of other communities or special interest groups which it may be in the interests of the Company to support.

# EXPLANATION OF ANNUAL GENERAL MEETING BUSINESS CONTINUED

## **Resolution 10 – authority for political donations and expenditure** continued

Resolution 10, which will be proposed as an ordinary resolution, seeks authority from shareholders to enable the Company and each of its subsidiaries to make political donations and to incur political expenditure when carrying out their normal business activities which they would otherwise be prohibited from making or incurring.

The Directors believe that the authority proposed under Resolution 10 to fund political donations to political parties or independent election candidates to a limit of £100,000, to fund political donations to political organisations (other than political parties) to a limit of £100,000, and to incur political expenditure to a limit of £100,000 is necessary to be sure that, if it is in the Company's or any subsidiary's interests, support can be given to organisations that are not believed to be political but which might come within the extended and uncertain scope of the relevant provisions of the Act.

The resolution does not authorise any specific donations or expenditure. As required by the Act, the Company will make disclosure in its next annual report of any political donations made, or political expenditure incurred, by it or any of its subsidiaries which is in excess of £2,000. The authority conferred by this resolution will expire at the end of next year's annual general meeting or, if sooner, on 28 February 2018.

## **Resolution 11 – authority to allot shares**

Under the 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). In certain circumstances this could be unduly restrictive. The Directors' existing authority to allot shares, which was granted at the annual general meeting of the Company held on 6 November 2015, will expire at the end of this year's annual general meeting.

Resolution 11 will be proposed, as an ordinary resolution, to authorise the Directors to allot Ordinary Shares of £0.001 each in the capital of the Company up to a maximum nominal amount of £16,666.67 and up to a further maximum nominal amount of £16,666.67 where the allotment is in connection with an offer by way of a rights issue, representing approximately 33 per cent and 33 per cent respectively of the nominal value of the Ordinary Shares in issue on Friday 21 October 2016. The Company does not currently hold any shares in treasury. These limits are in accordance with guidelines issued by the Investment Association and market practice.

The authority conferred by the resolution will expire at the end of next year's annual general meeting or, if sooner, on 28 February 2018.

The Directors have no current intention of exercising this authority other than on the exercise of share options under the Company's employee share option schemes. 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 12 and 13 – to disapply pre-emption rights**

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 pre-emption rights.

The existing disapplication of these statutory pre-emption rights, which was granted at the annual general meeting of the Company held on 6 November 2015, will expire at the end of this year's annual general meeting. Accordingly, Resolutions 12 and 13 will be proposed, as special resolutions, to give the Directors power to allot shares without the application of these statutory pre-emption rights: first, in relation to offers of equity securities by way of rights issue, open offer or similar arrangements (save that, in the case of an allotment pursuant to the authority conferred by paragraph 11.2 of Resolution 11, such offer shall be by way of rights issue only); second, in relation to the allotment of equity securities for cash up to a maximum aggregate nominal amount of £2,500 (representing 5 per cent of the nominal value of the Ordinary Shares in issue on Friday 21 October 2016); and third, in relation to an acquisition or other capital investment as defined by the Pre-Emption Group's Statement of Principles, an additional 5 per cent of the nominal value of the Ordinary Shares in issue on Friday 21 October 2016.

These limits are in accordance with guidelines issued by the Pre-Emption Group and the Investment Association as well as market practice.

The Directors have no current intention of issuing shares other than on the exercise of share options under the Company's employee share option schemes. However, the authority gives the Directors flexibility to take advantage of business opportunities that may arise. The Directors intend to adhere to the provisions in the Pre-Emption Group's Statement of Principles, as updated in March 2015, and not to allot shares for cash on a non-pre-emptive basis pursuant to the authority in Resolutions 12 and 13:

- (i) in excess of an amount equal to 5 per cent of the total issued Ordinary Share capital of the Company excluding treasury shares; or
- (ii) in excess of an amount equal to 7.5 per cent of the total issued Ordinary Share capital of the Company excluding treasury shares within a rolling three-year period, without prior consultation with shareholders,

in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

**Resolutions 12 and 13 – to disapply pre-emption rights** continued

The authority sought and limits set by these resolutions will also apply to a sale by the Company of any shares it holds as treasury shares. The 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 power conferred by these resolutions will expire at the end of next year's annual general meeting or, if sooner, on 28 February 2018.

**Resolution 14 – Company's authority to purchase its own shares**

At the annual general meeting of the Company held on 6 November 2015, the Company was authorised to make market purchases of up to 7,499,999 of its own Ordinary Shares. As at 21 October 2016, such authority remained outstanding in full.

Resolution 14, which will be proposed as a special resolution, will authorise the Company to make market purchases of up to 7,499,999 Ordinary Shares. This equals approximately 14.99 per cent of the Company's Ordinary Shares in issue on 21 October 2016. The maximum price that may be paid shall be the higher of (i) 5 per cent above the average of the middle market quotations for an Ordinary Share for the five business days immediately preceding the day on which such share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out or otherwise in accordance with Article 3(2) of the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures (in each case exclusive of all expenses). The minimum price which may be paid for each Ordinary Share shall be £0.001 (exclusive of all expenses).

The authority conferred by this resolution will expire at the end of next year's annual general meeting or, if sooner, on 28 February 2018.

Your Directors are committed to managing the Company's capital effectively. Although the Directors have no plans to make such purchases, buying back the Company's Ordinary Shares is one of the options they keep under review. The Directors will only exercise this authority where they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per share.

The Company may hold in treasury any of its own shares that it purchases in accordance with the Act and the authority conferred by this resolution. This would give the Company the ability to re-issue treasury shares quickly and cost effectively and would provide the Company with greater flexibility in the management of its capital base. Shares held in treasury may subsequently be cancelled, sold for cash, or transferred for the purposes of, or pursuant to, employee share schemes. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings, in respect of shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the shares held in treasury.

If Resolution 14 is passed at the annual general meeting, any shares purchased pursuant to the authority granted by it would either be held as treasury shares or be cancelled. The Board would only authorise such purchases after careful consideration, taking account of other investment opportunities, appropriate gearing levels, the overall financial position of the Company and whether the effect would be an increase on earnings per share and in the best interests of shareholders generally.

As at 21 October 2016, there were no options or warrants outstanding over the Company's Ordinary Shares.

**Resolution 15 – period of notice for general meetings (other than annual general meetings)**

The notice period required by the Act for general meetings of the Company is 21 days unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days. Annual general meetings will continue to be held on at least 21 clear days' notice.

The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. At the annual general meeting of the Company held on 6 November 2015, shareholders authorised the calling of general meetings other than an annual general meeting on not less than 14 clear days' notice, and it is proposed that this authority be renewed.

The Act provides that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

# NOTICE OF ANNUAL GENERAL MEETING

Revolution Bars Group plc

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Company No. 08838504

Notice is given that the annual general meeting of Revolution Bars Group plc will be held at Revolución de Cuba, 138–141 Friar Street, Reading RG1 1EX on Thursday 1 December 2016 at 11.00 a.m. for the following purposes:

To consider and, if thought fit, to pass Resolutions 1 to 12 (inclusive) as ordinary resolutions:

- 1 To receive and adopt the annual accounts and reports of the Directors and the auditor for the year ended 30 June 2016.
  - 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 30 June 2016, be approved.
  - 3 To declare a final dividend of 3.3 pence per Ordinary Share for the year ended 30 June 2016.
  - 4 To re-elect Keith Edelman as a Director.
  - 5 To re-elect Michael Shallow as a Director.
  - 6 To re-elect Mark McQuater as a Director.
  - 7 To elect Chris Chambers as a Director.
  - 8 To reappoint KPMG 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.
  - 9 To authorise the Directors to determine the auditor's remuneration.
  - 10 That in accordance with sections 366 and 367 of the Companies Act 2006 (the "Act") the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect are authorised, during the period beginning with the date on which this resolution is passed and ending at the end of the next annual general meeting of the Company or, if sooner, on 28 February 2018, to:
    - 10.1 make political donations to political parties or independent election candidates or both not exceeding £100,000 in total;
    - 10.2 make political donations to political organisations (other than political parties) not exceeding £100,000 in total; and
    - 10.3 incur political expenditure not exceeding £100,000 in total.
- For the purposes of this resolution the terms "political donations", "political parties", "independent election candidates", "political organisations" and "political expenditure" have the meanings given to them by sections 363–365 of the Act.
- 11 That the Directors be generally and unconditionally authorised pursuant to section 551 of the Act to exercise all the powers of the Company to allot:
    - 11.1 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 £16,667.67; and
    - 11.2 Relevant Securities comprising equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £16,666.67 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, or the requirements of any regulatory body or stock exchange,
- for a period expiring (unless previously revoked, varied or renewed) at the end of the next annual general meeting of the Company or, if sooner, on 28 February 2018, 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.

To consider and, if thought fit, pass Resolutions 12 to 15 (inclusive) as special resolutions:

- 12 That, subject to the passing of Resolution 11 above, the directors be generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by Resolution 11, as if section 561(1) of the Act did not apply to such allotment, 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 2018. This power shall be limited to the allotment of equity securities:

12.1 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 11.2 of Resolution 11, 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, or the requirements of any regulatory body or stock exchange; and

12.2 otherwise than pursuant to paragraph 12.1 up to an aggregate nominal amount of £2,500,

but 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 Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by Resolution 11" were omitted.

- 13 That, subject to the passing of Resolution 11 above, the Directors be generally empowered, pursuant to section 570 and section 573 of the Act and in addition to any power granted under Resolution 12, to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by Resolution 11, as if section 561(1) of the Act did not apply to any such allotment, 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 2018. This power shall be:

13.1 limited to the allotment of equity securities up to an aggregate nominal amount of £2,500; and

13.2 used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other 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,

but 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 Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by Resolution 11" were omitted.

- 14 That the Company be generally and unconditionally authorised pursuant to section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of its Ordinary Shares of £0.001 each on such terms and in such manner as the Directors shall determine, provided that:

14.1 the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 7,499,999;

14.2 the maximum price which may be paid for each Ordinary Share shall be the higher of (i) 5 per cent above the average of the middle market quotations for an Ordinary Share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the day on which such share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out (in each case exclusive of all expenses);

14.3 the minimum price which may be paid for each Ordinary Share shall be £0.001 (exclusive of all expenses); and

14.4 this authority (unless previously revoked, varied or renewed) shall expire at the end of the next annual general meeting of the Company or, if sooner, on 28 February 2018 except in relation to the purchase of Ordinary Shares, the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry, where the Company may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.

- 15 That general meetings (other than any annual general meeting) of the Company may be called on not less than 14 clear days' notice.

By order of the Board

**Chris Chambers**

Secretary

Dated: 3 October 2016

**Revolution Bars Group plc**

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

# NOTICE OF ANNUAL GENERAL MEETING CONTINUED

Revolution Bars Group plc

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## 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 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. For instructions on how to appoint more than one proxy, please see Note 2 to the proxy form which accompanies this notice. If a member wishes a proxy to speak on their behalf at the meeting they should appoint their own choice of proxy (not the Chairman) and give their instructions directly to them.
- 2 A proxy form which may be used to make such appointment and give proxy directions accompanies this notice. Details of how to appoint a proxy are set out in the notes to the proxy form. If you do not receive a proxy form and believe that you should have one, or if you require additional proxy forms in order to appoint more than one proxy, please contact Capita Asset Services on 0871 664 0300. Calls cost 12 pence per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m.–5.30 p.m., Monday to Friday excluding public holidays in England and Wales. As an alternative to completing a hard copy proxy form, proxies may be appointed electronically in accordance with Note 3 below.

### Procedure for appointing a proxy

- 3 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) by one of the following methods:
  - > in hard copy form by post or (during normal business hours only) by hand to Capita Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU;
  - > at the following electronic address: [www.capitashareportal.com](http://www.capitashareportal.com); or
  - > in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below,and in each case so as to be received by no later than 11.00 a.m. on Tuesday 29 November 2016. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- 4 The return of a completed proxy form, appointing a proxy electronically or any CREST Proxy Instruction (as described in Note 15 below) will not preclude a member from attending the annual general meeting and voting in person if he or she wishes to do so. If a member has appointed a proxy and attends the annual general meeting in person, the proxy appointment will automatically be terminated.

### Changing or revoking proxy instructions

- 5 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 3 above and any amended proxy appointment received after the relevant cut-off time will be disregarded.
- 6 If 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 Capita Asset Services on 0871 664 0300 and ask for another proxy form. Calls cost 12 pence per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m.– 5.30 p.m., Monday to Friday excluding public holidays in England and Wales.
- 7 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.
- 8 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 11.00 a.m. on Wednesday 30 November 2016.
- 9 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.

**Notes** continued**Nominated persons**

- 10 Any person to whom this notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "Nominated Person") may, under an agreement between him or her and the member by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the annual general meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.
- 11 The statement of the rights of members in relation to the appointment of proxies in Notes 1, 2 and 3 above does not apply to Nominated Persons. The rights described in those notes can only be exercised by members of the Company.
- 12 The main point of contact for a Nominated Person in terms of their investment in the Company remains the member by whom he or she was nominated (or perhaps a custodian or broker who administers the investment) and a Nominated Person should continue to contact them (and not the Company) regarding changes or queries relating to their personal details and their interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from a Nominated Person.

**Record date**

- 13 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), members must be registered in the register of members of the Company at close of business on Tuesday 29 November 2016 (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.

**Attending in person**

- 14 If you wish to attend the annual general meeting in person, please bring your attendance card to allow entry.

**CREST proxy appointments**

- 15 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 a.m. on Tuesday 29 November 2016 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.

# NOTICE OF ANNUAL GENERAL MEETING CONTINUED

Revolution Bars Group plc

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**Notes** continued

## 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 21 October 2016 (being the last business day prior to the publication of this notice) the Company's issued share capital comprised 50,000,000 Ordinary Shares of £0.001 each. 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 50,000,000. As at 21 October 2016, 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 announced via a regulatory information service and also placed on the Company's website at [www.revolutionbarsgroup.com](http://www.revolutionbarsgroup.com).

## Publication on website

- 19 Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's Report and the conduct of the audit) that are to be laid before the annual general meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor by not later than the time when it makes the statement available on the website. The business which may be dealt with at the annual general meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.
- 20 A copy of this notice, and other information required by section 311A of the Act, can be found on the Company's website at [www.revolutionbarsgroup.com](http://www.revolutionbarsgroup.com).

## Other rights of members

- 21 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

- 22 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) and at Revolución de Cuba, 138–141 Friar Street, Reading RG1 1EX for at least 15 minutes prior to and during the annual general meeting copies of the service contract of each Executive Director and the letter of appointment of each Non-executive Director.

## Communications

- 23 Members who have general enquiries about the meeting should use the following means of communication. No other means of communication will be accepted. You may:
- > call our members' helpline on 0871 664 0300. Calls cost 12 pence per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m.–5.30 p.m., Monday to Friday excluding public holidays in England and Wales; or
  - > email [shareholderenquiries@capita.co.uk](mailto:shareholderenquiries@capita.co.uk); or
  - > write to Capita Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
- 24 You may not use any electronic address provided in this notice of annual general meeting or any related documents (including the proxy form) for communicating with the Company for any purposes other than those expressly stated.