

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action to be taken, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all your ordinary shares of £0.001 each (“**Ordinary Shares**”) in the capital of CentralNic Group Plc (“**Company**”), or will have sold or transferred all of your Ordinary Shares prior to the General Meeting of the Company to be held at the registered address of the Company, 4th Floor, Saddlers House, 44 Gutter Lane, London, England, EC2V 6BR on Thursday, 28 September 2023 at 10.30 am, please forward this document, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred only some of your Ordinary Shares you should retain this document and consult with the stockbroker, bank or other agent through whom the sale or transfer was effected.

CentralNic Group Plc

(Incorporated and registered in England and Wales with registered number 8576358)

Notice of General Meeting

Notice of the General Meeting of CentralNic Group Plc (the “**Company**”), to be held at the registered address of the Company, 4th Floor, Saddlers House, 44 Gutter Lane, London, England, EC2V 6BR on Thursday, 28 September 2023, is set out on page 4 of this document.

The Company is offering facilities for shareholders to attend by conference call to ask questions in real time should they wish to do so. Shareholders can access the meeting via the online Investor Meet Company platform by registering in advance via the following link: <https://www.investormeetcompany.com/centralnic-group-plc/register-investor>

Shareholders are invited to submit any questions in respect of the business of the Meeting for the Board to consider. Questions may be submitted in advance or during the Meeting over the Investor Meet Company platform following registration, and the Board will aim to respond to any such questions relevant to the business of the Meeting. A live broadcast of the Meeting will be opened over the platform at approximately 10.25 am.

Shareholders joining over the platform will be able to see and hear the Meeting but will not be seen or heard by the Board. Shareholders wishing to vote at the Meeting are strongly encouraged to do so by Proxy. SHAREHOLDERS WILL NOT BE ABLE TO VOTE AT THE MEETING OVER THE ONLINE PLATFORM. Alternatively, shareholders may attend and vote at the GM in person provided that they are able to do so safely and in accordance with prevailing regulations and guidance issued by the UK Government.

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may use this service and should follow the relevant instructions set out in the notes to the notice of the General Meeting on page 5 of this document.

Directors

Iain McDonald (Non-Executive Chairman)
Michael Riedl (Chief Executive Officer)
William Green (Chief Financial Officer)
Claire MacLellan (Non-Executive Director)
Horst Siffrin (Non-Executive Director)
Marie Holive (Non-Executive Director)
Max Royde (Non-Executive Director)
Samuel Dayani (Non-Executive Director)

Registered office

4th floor
Saddlers House
44 Gutter Lane
London EC2V 6BR

To the holders of ordinary shares of £0.001 each in the capital of CentralNic Group Plc (“Ordinary Shares”)

Dear Shareholder

General Meeting of CentralNic Group Plc (the “Company”)

1. Introduction

I am pleased to be writing to you with the details of our General Meeting (“GM”), which we are holding on Thursday, 28 September 2023 at 10.30 am. The formal notice of the GM (the “Notice”) is set out on page 4 of this document.

2. Business to be transacted at the GM

Two special resolutions will be proposed at the GM.

Special Resolution One: Change of Company Name

To better align with its offering, the company proposes to change its name from CentralNic Group PLC to Team Internet Group PLC. This change in name reflects our continued commitment to growth, innovation, and our dedication to providing exceptional products to our customers and partners. The Company celebrated 10 years since IPO in September 2023 and the Board feels the proposed name better reflects where the company is today and its offering. The decision to propose to change our company name was made after careful consideration and alignment with our strategic goals.

Special Resolution Two: Reduction of Capital

The Company wishes to increase its distributable reserves in order to facilitate making future distributions to its shareholders, including the payment of dividends.

The Directors believe it is an appropriate time to undertake a cancellation of its share premium reserve and thereby increase the Company’s distributable reserves which would enable the payment of dividends in the future, subject to the continuing satisfactory financial performance of the Group. The Directors do not, however, have a current intention to recommend a dividend be paid to shareholders, but are keeping the possibility under review. The completion of the proposed capital reduction would enable the recommendation of a dividend at a later date.

The capital reduction is proposed to be effected by cancelling the balance standing to the credit of the share premium account of the Company. Cancelling the balance of its share premium account will, subject to the discharge of any undertakings required by the High Court of Justice in England and Wales as explained below, create additional positive distributable reserves.

It is therefore proposed that the amount standing to the credit of the Company’s share premium account (such amount being USD 98,529,000) is cancelled.

The Companies House Act 2006 requires that if a company issues shares at a premium to the nominal value of those shares, whether for cash or otherwise, a sum equal to the aggregate amount or value of the premium must be transferred to the company’s share premium account. Sums held in a company’s share premium reserve is not a distributable reserve. The proposed cancellation of the Company’s share premium reserve will not result in any diminution to the cash available to the Company.

There will be no change in the number of Ordinary Shares in issue (or their nominal value) following the implementation of the Capital Reduction. No new share certificates will be issued as a result of the proposed Capital Reduction.

The Capital Reduction itself will not involve any distribution or repayment of capital or share premium by the Company and will not reduce the underlying net assets of the Company.

Court approval

In addition to the approval by the Shareholders of Resolution 2, the capital reduction requires the approval of the High Court. Accordingly, following the GM, it is expected that an application will be made to the High Court in order to confirm and approve the capital reduction.

In providing its approval of the capital reduction, the High Court may require protection for the creditors (including contingent creditors) of the Company whose debts remain outstanding on the relevant date, except in the case of creditors which have consented to the capital reduction. Any such creditor protection may include seeking the consent of the Company's creditors to the capital reduction or the provision by the Company to the High Court of an undertaking to deposit a sum of money into a blocked account created for the purpose of discharging the non-consenting creditors of the Company.

The Board reserves the right to abandon or to discontinue (in whole or in part) the application to the High Court in the event that the Board considers that the terms on which the capital reduction would be (or would be likely to be) confirmed would not be in the best interests of the Company and/or its Shareholders as a whole. The Board has undertaken a thorough and extensive review of the Company's liabilities (including contingent liabilities) and considers that the Company will be able to satisfy the High Court that, as at the date (if any) on which the court order relating to the capital reduction and the statement of capital in respect of the capital reduction are registered by the Registrar of Companies at Companies House and the capital reduction therefore becomes effective, the Company's creditors will be sufficiently protected.

Action to be taken

You are entitled to appoint a proxy to vote at the GM on your behalf. CREST members who wish to appoint a proxy by utilising the CREST electronic proxy appointment service may do so and should follow the relevant instructions set out in the notes to the Notice on page 5 of this document.

If voting by proxy you should appoint your proxy as soon as possible but in any event not later than 10.30 am on Thursday, 28 September 2023. If you appoint the Chairman of the meeting as your proxy, this will ensure your votes are cast in accordance with your wishes even though you may not attend the meeting.

Alternatively, you may vote online at www.signalshares.com citing your Investor Code (which can be located on your share certificate).

3. Recommendation

The Directors consider that the resolutions to be proposed at the GM are in the best interests of the Company and its shareholders as a whole and unanimously recommend that shareholders vote in favour of the resolutions, as the Directors intend to do in respect of their own beneficial holdings.

Yours faithfully

Iain McDonald

Non-Executive Chairman

Notice is hereby given that the General Meeting of CentralNic Group Plc (the **“Company”**) will be held at the registered office of the Company, 4th floor, Saddlers House, 44 Gutter Lane, London EC2V 6BR on Thursday, 28 September 2023 at 10.30 am for the transaction of the following business:

To consider and, if thought fit, to pass the following resolutions (the **“Resolutions”**) which will be proposed as special resolutions.

SPECIAL RESOLUTION

1. THAT, the company’s name be changed from ‘CentralNic Group Plc’ to ‘Team Internet Group Plc’ with immediate effect.
2. THAT, the Company’s share premium account of USD 98,529,000 be and is hereby cancelled.

By order of the Board

Cleopatra Sotiropoulou

Company Secretary

Dated: 7 September 2023

Registered office

4th Floor

Saddlers House

44 Gutter Lane

London EC2V 6BR

Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the GM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, contact the Company's registrars, Link Group, PXS1, Central Square, 29 Wellington Street, LEEDS, LS1 4DL. Where more than one proxy is appointed, a member must specify the number of shares the rights in respect of which each proxy is entitled to exercise. A proxy need not be a shareholder of the Company. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of joint holdings (the first named being the most senior).
2. The return of a completed Form of Proxy will not prevent a shareholder attending the GM and voting in person if he/she wishes to do so.
3. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the GM and any adjournment(s) of it by using the procedures described in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
4. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a **"CREST Proxy Instruction"**) must be properly authenticated in accordance with Euroclear UK & International Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Link Group (CREST Participant ID RA10) by the latest time(s) for receipt of proxy appointments specified in this Notice. 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
5. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her 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.
6. 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.
7. Unless otherwise indicated on the Form of Proxy, CREST voting or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
8. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only shareholders registered in the register of members of the Company as at close of business on Tuesday 26 September 2023 (or in the event of any adjournment, at close of business on the day which is two days (excluding non-business days) before the date fixed for the adjourned meeting) shall be entitled to attend and vote at the GM in respect of the number of shares registered in their name at such time. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the meeting.
9. As at 31 July 2023 (being the latest practicable date prior to the publication of this document), the Company's issued share capital consists of 288,660,084 Ordinary Shares of £0.001 each of which each carry one vote. The Company as at 31 July 2023 holds 9,469,335 ordinary shares in treasury and therefore, the total voting rights in the Company as at 31 July 2023 are 279,190,749.
10. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.



Registered office

4th Floor
Saddlers House
44 Gutter Lane
London EC2V 6BR

www.centralnic.com