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Notice of Annual General Meeting

to be held on Wednesday 26 June 2019 at 11:00 am at Mercure Sheffield Parkway, Britannia Way, Catcliffe, Sheffield, S60 5BD.

SUMO GROUP PLC

(registered in England and Wales no. 11071913)

24 May 2019

Dear shareholder

I am pleased to be writing to you with details of the second annual general meeting of Sumo Group plc ("the Company") which we are holding at the Mercure Sheffield Parkway hotel (full address above) at 11 am on Wednesday 26 June 2019 ("the AGM").

The formal notice of AGM is set out on pages 2 to 3 of this document and contains the proposed resolutions on which you are invited to vote. Explanatory notes to the business to be considered are set out at the Appendix to this document on pages 5 to 6.

The AGM will cover standard matters likely to arise at every annual general meeting.

The Directors' view is that all the proposals will promote the success of the Company and are in the best interests of shareholders as a whole. The Directors have confirmed to me that they intend to vote in favour of the proposed resolutions (save in respect of those matters in which they are interested) and recommend that you also do so.

Voting at the AGM

I will be inviting you to vote on all resolutions at the AGM by way of a poll rather than on a show of hands. Poll voting is in line with practice increasingly adopted by UK public companies and provides a more transparent method of voting. It will result in a more accurate reflection of the views of shareholders by ensuring that every vote is recognised, including the votes of those shareholders who are unable to attend but who have appointed a proxy for the meeting. On a poll each shareholder has one vote for every share held.

Appointing a proxy

If you are unable to attend the AGM we encourage you to vote by completing and submitting a form of proxy. You can do this in one of the following ways:

- complete the online form of proxy by logging on to www.mysumogroupshares.com (you will require your user name and password in order to log in and vote. If you have forgotten your user name or password, you can request a reminder via www.mysumogroupshares.com. If you haven't previously registered to use the portal you will require your investor code ("IVC") which can be found on your share certificate);
- submit your proxy appointment instruction through the CREST voting service, if you are a CREST member (see note 6 for more information); or
- request a hard copy proxy form from Link at shareholder.enquiries@linkgroup.co.uk or 0871 664 0391 and return it to them at the address shown on the form. Calls cost 12p per minute plus your phone company's access charge. Calls outside the UK will be charged at the applicable international rate. Link are open between 09:00-17:30 Monday to Friday excluding public holidays in England and Wales.

To be valid, your proxy appointment form or instruction must be received by Link Asset Services at the address for delivery specified in the notes to the notice of AGM by 11 am on Monday 24 June 2019.

Appointing a proxy does not affect your right to attend the AGM and vote, if you decide subsequently that this is what you want to do.

AGM voting results

The results of the voting will be available on the Company's website as soon as practicable after the conclusion of the AGM.

Yours faithfully

Ken Beaty

Chairman

NOTICE OF ANNUAL GENERAL MEETING 2019

NOTICE IS HEREBY GIVEN of the Annual General Meeting of Sumo Group plc ("the Company") to be held at 11 am on Wednesday 26 June 2019 at Mercure Sheffield Parkway, Britannia Way, Catcliffe, Sheffield, S60 5BD to transact the business set out below.

Items 1 to 13 will be proposed as ordinary resolutions and items 14 to 16 will be proposed as special resolutions.

Receipt of the Annual Report and Accounts

1 To receive the Annual Report and Accounts for the financial year ended 31 December 2018.

Re-appointment and remuneration of the Auditor

- 2 To re-appoint Grant Thornton UK LLP as auditor of the Company, to hold office until the conclusion of the next annual general meeting at which accounts are laid before the Company.
- 3 To authorise the Audit Committee to fix the auditor's remuneration.

Election of Directors

- 4 To re-elect Ken Beaty as a Director.
- 5 To re-elect Ian Livingstone as a Director.
- 6 To re-elect Michael Sherwin as a Director.
- 7 To re-elect Carl Cavers as a Director.
- 8 To re-elect David Wilton as a Director.
- 9 To elect Andrea Dunstan as a Director.
- 10 To elect Paul Porter as a Director.

Approval of the Directors' Remuneration Report

11 To approve the Directors' Remuneration Report for the financial year ended 31 December 2018.

Authority for political donations and expenditure

12 That, from the date of this resolution until the earlier of the close of business on 27 June 2020 and the conclusion of the Company's next annual general meeting, the Company and all companies which are its subsidiaries at any time during such period are authorised for the purposes of Part 14 of the Companies Act 2006 to:

- (a) make political donations to political parties and/or independent election candidates not exceeding £50,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- (c) incur political expenditure not exceeding £50,000 in total,

provided that the maximum aggregate amount which may be donated or expended, as appropriate, shall not exceed £50,000. Any such amount may be comprised of sums paid or incurred in one or more currencies. Any sum paid or incurred in a currency other than sterling will be converted at such rate as may be determined by the Board to be appropriate. Terms used in this resolution have, where applicable, the meanings that they have in Part 14 of the Companies Act 2006 on "Control of political donations and expenditure".

Authority to allot shares

13 That, pursuant to section 551 of the Companies Act 2006, the Directors are generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares in the Company:

- (a) up to an aggregate nominal amount of £500,243 (such amount to be reduced by the aggregate nominal amount of any equity securities that may be allotted pursuant to paragraph (b) below in excess of £500,243); and
- (b) comprising equity securities (as defined in section 560 of the Companies Act 2006) up to an aggregate nominal amount of £1,000,486 (such amount to be reduced by the aggregate nominal amount of any shares allotted or rights granted pursuant to the authority in paragraph (a) above) in connection with an offer by way of a rights issue:
 - (i) to holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their respective holdings; and
 - (ii) to holders of other equity securities in the capital of the Company as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on at the close of business on 27 June 2020 or, if earlier, at the conclusion of the Company's next annual general meeting save that the Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may allot shares or grant rights in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired. This resolution revokes and replaces all authorities vested in the Directors on the date of this notice of meeting to allot shares or to grant rights that remain unexercised at the commencement of this meeting, but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

Limited disapplication of pre-emption rights

14 That, subject to the passing of Resolution 13, the Directors are empowered, pursuant to sections 570 and 573 of the Companies Act 2006, to allot equity securities (as defined in section 560 of that Act) for cash under the authority conferred by that resolution and/or by way of a sale of treasury shares as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that such power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under paragraph (b) of Resolution 13 by way of a rights issue only):
 - (i) to the holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their respective holdings; and
 - (ii) to holders of other equity securities in the capital of the Company as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter; and

- (b) the allotment of equity securities and / or the sale of treasury shares (otherwise than pursuant to paragraph (a) of this resolution) up to an aggregate nominal amount of £75,036,

and such power shall expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors by Resolution 13 above, save that the Company may, before such expiry make any offer or agreement which would or might require equity securities to be allotted (or treasury shares to be sold) after the power expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the power had not expired.

This resolution revokes and replaces all existing powers vested in the Directors on the date of this notice of meeting to the extent they remain unexercised at the commencement of this meeting.

Limited disapplication of pre-emption rights in relation to acquisitions and capital investments

15 That, subject to the passing of Resolution 13 and in addition to the power contained in Resolution 14, the Directors are empowered, pursuant to sections 570 and 573 of the Companies Act 2006, to allot equity securities (as defined in section 560 of that Act) for cash under the authority conferred by Resolution 12 and/or by way of a sale of treasury shares as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that such power is:

- (a) limited to the allotment of equity securities or the sale of treasury shares up to an aggregate nominal amount of £75,036; and
- (b) used only for the purpose of financing (or refinancing, if the power is to be exercised within 6 months after the date of 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 of meeting,

and such power shall expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors by Resolution 13 above, save that the Company may, before such expiry make any offer or agreement which would or might require equity securities to be allotted (or treasury shares to be sold) after the power expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the power had not expired.

Authority to purchase ordinary shares

16 That the Company is generally and unconditionally authorised, pursuant to section 701 of the Companies Act 2006, to purchase ordinary shares in the capital of the Company by way of market purchase (within the meaning of section 693 of the Companies Act 2006) subject to the following conditions:

- (a) the maximum aggregate number of ordinary shares which may be purchased under this authority is 15,007,305;
- (b) the minimum price (exclusive of expenses) which may be paid for any such share is its nominal value and the maximum price (exclusive of expenses) shall not be more than shall not be more than 5% above the average market value of an ordinary share for the five business days immediately preceding the date on which the contract for the purchase is made;
- (c) this authority will expire at the close of business on 27 June 2020 or, if earlier, at the conclusion of the Company's next annual general meeting after the passing of this resolution; and
- (d) before such expiry the Company may enter into any contract for the purchase of ordinary shares that would or might require a purchase to be completed after such expiry and the Company may purchase shares pursuant to any such contract as if the authority had not expired.

By order of the Board

Steven Webb

Secretary

24 May 2019

Registered office
32 Jessops Riverside
Brightside Lane
Sheffield
S9 2RX

NOTICE OF ANNUAL GENERAL MEETING 2019 CONTINUED

Notes:

- 1 Only those members registered in the register of members of the Company as at the close of business on Monday 24 June 2019 shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their name at that time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend or vote at the meeting.
- 2 A member entitled to attend and vote at the meeting is entitled to appoint a proxy to exercise all or any of his or her rights to attend and to speak and vote instead of him or her at the meeting. 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 him or her. A proxy need not be a member of the Company.
- 3 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.
- 4 A form for the appointment of a proxy in respect of the meeting has been provided to members with this notice of meeting. To be valid, the form of proxy must be completed in accordance with the instructions that accompany it and then delivered (together with any power of attorney or other authority, if any, under which it is signed, or a notarially certified or office copy of such power or authority) to the Company's registrars, Link Asset Services at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received by no later than 11 am on Monday 24 June 2019.
- 5 You may submit your proxy electronically by accessing www.mysumogroupshares.com and following the instructions for appointment. You will require your user name and password in order to log in and vote. If you have forgotten your user name or password, you can request a reminder via www.mysumogroupshares.com. If you haven't previously registered to use the portal you will require your investor code ("IVC") which can be found on your share certificate. To be a valid proxy appointment, the member's electronic message confirming details of the appointment must be transmitted so as to be received by no later than 11 am on Monday 24 June 2019.
- 6 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising 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(s), should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf. 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 the specifications of Euroclear UK and Ireland Limited ("Euroclear UK & Ireland") and must contain the information required for such instructions, as described in the CREST Manual available via www.euroclear.com/CREST. The message must be transmitted so as to be received by Link Asset Services as the Company's agent (ID RA10) by no later than 11 am on Monday 24 June 2019. 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 Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. CREST members and, where applicable, their CREST sponsors and voting service providers should note that Euroclear UK & Ireland 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.
- 7 You may not use any electronic address provided either in this notice or any related documents to communicate with the Company for any purpose other than expressly stated.
- 8 In line with best practice, voting at the meeting will be on a poll, rather than a show of hands. Each shareholder present at the meeting will be entitled to one vote for every ordinary share registered in his or her name and each corporate representative or proxy will be entitled to one vote for each ordinary share which he or she represents.
- 9 Copies of the service contracts of the executive directors and the letters of appointment for the non-executive directors are available for inspection at the Company's registered office during normal business hours and at the AGM venue from at least 15 minutes prior to, and until the end of, the AGM.

Sumo Group plc

Registered office
32 Jessops Riverside
Brightside Lane
Sheffield
S9 2RX

Tel: + 44 (0) 114 242 6766

www.sumogroupplc.com

Explanatory notes to the business of the AGM

Resolution 1 – Receipt of the Annual Report and Accounts

The Companies Act 2006 requires the directors of a public company to lay before the company in general meeting copies of the directors' reports, the independent auditors' report and the audited financial statements of the company in respect of each financial year. In line with best practice, the Directors invite shareholders to receive their reports, the audited accounts and the auditors' report for the financial year ended 31 December 2018 (the "2018 Annual Report").

Resolutions 2 and 3 – Re-appointment and remuneration of the Auditor

The Company is required to appoint or reappoint auditors at each annual general meeting at which its audited accounts and reports are presented to shareholders. Grant Thornton UK LLP were appointed by the Board as auditor of the Company for the year ended 31 December 2018. Following a formal recommendation by the Audit Committee, the Board now proposes that Grant Thornton UK LLP are reappointed as auditor for the financial year ending 31 December 2019.

As is market practice, Resolution 3 authorises the Audit Committee to agree the auditor's fees.

Resolutions 4 to 10 – Election and re-election of Directors

Resolutions 4 to 10 relate to the election and re-election of the Company's Directors. In accordance with the Company's articles of association, any Director (on the date of this notice of meeting) appointed by the Board since the last annual general meeting must stand for election at the next annual general meeting. As Andrea Dunstan and Paul Porter were appointed to the Board during the year, they now stand for election by shareholders for the first time.

The Articles of Association of the Company require that, at each AGM, any Director who has not been elected or re-elected as such at one of the two previous AGMs should be proposed for re-election. However, the Board has decided that all Directors will stand for re-election at every AGM.

The Directors' biographical details are provided on pages 36 and 37 of the 2018 Annual Report to enable shareholders to make an informed decision on their election.

Their biographies indicate the breadth and depth of experience they contribute to the Company and the balance on the Board between extensive experience of the sector in which the Company operates and the perspective provided from working in other industries.

Carl Cavers and Ian Livingstone have long associations with the business and the video games industry and Ken Beaty has been in place as a non-executive Chairman in the group since 2014. David Wilton and Michael Sherwin joined the Company as part of the IPO process and contribute financial and public company expertise. Andrea Dunstan joined the Board in September 2018 and has lengthy and extensive experience in senior HR roles. Paul Porter was appointed as a director in April 2019. Paul (along with Carl Cavers) is one of the founders of Sumo Digital and has significant experience of the video games industry.

Resolution 11 – Approval of the Directors' Remuneration Report

Although not required by company law to do so, the Company has prepared a Directors' Remuneration Report for the financial year ended 31 December 2018 and now invites shareholders to approve it. The Directors' Remuneration Report is set out on pages 42 to 46 of the 2018 Annual Report. The vote on this resolution is advisory only and the Directors' entitlement to remuneration is not conditional on its being passed.

Resolution 12 – Authority for political donations and expenditure

It is the Company's policy not to make political donations nor to incur political expenditure. However, in order to prevent any inadvertent breach of the provisions of the Companies Act 2006 which prohibit the making of political donations or incurring of political expenditure without shareholder authority, the Company is seeking approval for the making of any such donations or the incurring of such expenditure both for itself and its subsidiaries. The seeking of such an authority as a precautionary measure to guard against any inadvertent breach of the statutory restrictions is common practice among many UK public companies. If granted, the approval will be on the terms as to maximum amount and duration set out in the resolution.

Resolution 13 – Authority to allot shares

The Directors currently have a general authority to allot new shares in the Company and to grant rights to subscribe for, or convert any securities into, shares. This authority is, however, due to expire at the AGM and the Board would like to renew it to provide the Directors with flexibility to allot new shares and grant rights up until the Company's next annual general meeting within the limits prescribed by The Investment Association.

The Investment Association's guidelines on Directors' allotment authority state that the Association's members will regard as routine any proposal at a general meeting to seek a general authority to allot an amount up to two-thirds of the existing share capital, provided that any amount in excess of one-third of the existing share capital is applied to fully pre-emptive rights issues only.

Accordingly, if passed, this resolution will authorise the Directors to allot (or grant rights over) new shares in the Company: (i) under an open offer or in any situation other than a rights issue up to an aggregate nominal amount of £500,243 (representing approximately 33 per cent. of the Company's issued ordinary share capital); and (ii) under a rights issue up to an aggregate nominal amount of £1,000,486 (representing approximately 66 per cent. of the Company's issued ordinary share capital).

For the avoidance of doubt, the maximum aggregate nominal amount of shares which may be allotted (or rights that may be granted) under this resolution is £1,000,486 (representing approximately 66 per cent. of the Company's issued ordinary share capital).

Each reference to the Company's issued ordinary share capital in this explanatory note is to the Company's issued ordinary share capital as at 3 May 2019 (being the latest practicable date prior to publication of this document).

The Directors have no present intention to exercise the authority conferred by this resolution, however the Board considers it prudent to maintain the flexibility that it provides to enable the Directors to respond to any appropriate opportunities that may arise.

Resolutions 14 and 15 – Powers to disapply pre-emption rights

Resolutions 14 and 15 are resolutions which will, if passed, give the Directors powers to allot ordinary shares or to sell any shares out of treasury, for cash without first offering those shares to existing shareholders in proportion to their existing holdings.

The proposed resolutions seek powers which reflect the Statement of Principles published by the Pre-Emption Group in March 2015 (and endorsed by the Investment Association) which provides that a company may seek power to issue on a non-pre-emptive basis for cash shares in any one year representing: (i) no more than five per cent. of the company's issued ordinary share capital; and (ii) no more than an additional five per cent. of the company's issued ordinary share capital provided that such additional power is only used in connection with an acquisition or specified capital investment.

Accordingly, and in line with best practice, the Board is seeking two separate powers to disapply pre-emption rights.

Resolution 14 is proposed as a special resolution. If this resolution is passed by shareholders, it will permit the Board to allot ordinary shares for cash on a non-pre-emptive basis both in connection with a rights issue or similar pre-emptive issue and, otherwise than in connection with any such issue, up to a maximum nominal amount of £75,036. This amount represents approximately five per cent. of the Company's issued ordinary share capital as at 3 May 2019 (being the latest practicable date prior to publication of this document). This resolution will permit the Board to allot ordinary shares for cash, up to the specified level, in any circumstances (whether or not in connection with an acquisition or specified capital investment).

Resolution 15 is proposed as a separate special resolution. If this resolution is passed by shareholders, it will afford the Board an additional power to allot ordinary shares for cash on a non-pre-emptive basis up to a further maximum nominal amount of £75,036. As above, this amount represents approximately five per cent. of the Company's issued ordinary share capital as at 3 May 2019. In compliance with the Pre-Emption Group's Statement of Principles, the Directors confirm that they will not allot shares for cash on a non-pre-emptive basis pursuant to the power conferred by Resolution 15 other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

In addition, the Directors also confirm that in accordance with the Statement of Principles, they do not intend to issue shares for cash representing more than 7.5% of the Company's issued ordinary share capital in any rolling three-year period other than to existing shareholders, save as permitted in connection with an acquisition or specified capital investment as described above, unless shareholders have been notified and consulted in advance.

Resolution 16 – Authority to purchase ordinary shares

It is proposed that, in common with many other UK public companies, the Company be given authority to make market purchases of its own shares, subject to specific conditions relating to price and volume.

The number of ordinary shares the Company which may be purchased under this authority is limited to a maximum of 15,007,305, representing approximately 10% of the Company's issued ordinary share capital as at 3 May 2019 (being the latest practicable date prior to the publication of this document). The resolution sets out the lowest and the highest price the Company can pay for any shares it intends to repurchase. If passed, the authority would expire at the close of business on 27 June 2020 or, if earlier, at the end of the next annual general meeting.

The Board will continue to monitor the capital requirements of the Company carefully and, although there are no plans to buy-back ordinary shares at the moment, the Directors consider it prudent to be able to act at short notice if the circumstances warrant it. The Board will only make use of this authority if it is satisfied that it would promote the success of the Company to do so, would result in an increase in earnings per share and accordingly that the purchase is in the interests of shareholders.

As at 3 May 2019 (the latest practicable date prior to the publication of this document), options to be satisfied by new issued shares were outstanding and not exercised over a total number of 5,360,935 ordinary shares. That represents 3.57% of the issued ordinary share capital at that date. It would represent 3.97% of the Company's issued ordinary share capital calculated at that date if the full level of authority to buy the Company's own shares were to be used in full.

Any purchases would be made through the London Stock Exchange and purchased shares would be cancelled (in which case the number of shares in issue would thereby be reduced) or, alternatively, held as treasury shares depending on which course of action is considered by the Directors to be in the best interests of the shareholders at that time. The Companies Act 2006 permits the Company to hold shares purchased as treasury shares rather than treat them as cancelled. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options and share awards under an employees' share scheme. 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 the shares. Further, no dividend or distribution of the Company's assets may be made to the Company in respect of the treasury shares.

