



3 September 2018

Dear Shareholder,

### **Notice of Annual General Meeting**

I am writing to invite you to a General Meeting of Nakama Group plc (the “**Company**”) to be held on Wednesday 26 September 2018 at 11.00 am at the offices of Allenby Capital Limited, 5th Floor, 5 St Helen's Place, London EC3A 6AB and to explain the reasons for the tabling of certain resolutions at the Annual General Meeting.

The Notice of Annual General Meeting and Form of Proxy are enclosed with this letter. Copies of the Company's financial statements for the year ended 31 March 2018, together with the report of the directors of the Company (the “**Directors**”) will be sent to shareholders under separate cover.

#### **1. Re-appointment and the ratification of Timothy Sheffield's actions as a Director.**

Timothy Sheffield was appointed a non-executive director of the Company on 27 June 2017 and was announced by the Company in an RIS announcement dated 27 June 2017. Pursuant to the Company's articles of association, any person that has been appointed by the board of Directors since the last Annual General Meeting of the Company will cease to hold office unless that person is re-appointed at the next Annual General Meeting. Due to an administrative oversight, a resolution to re-appoint Timothy Sheffield was not tabled at the Annual General Meeting of the Company held on 7 September 2017 (the “**2017 AGM**”). Timothy Sheffield continued to act as a Director at all times and he was formally re-appointed by the board of Directors as non-executive Chairman on 26 January 2018 which was announced by the Company in an RIS announcement on 30 January 2018. Resolution 4 has been tabled to approve Timothy Sheffield's appointment as a Director as he has been appointed by the board of Directors after the date of the 2017 AGM and resolution 7 has been tabled to ratify and approve Timothy Sheffield's actions as a Director from the date of the 2017 AGM until his formal re-appointment by the board of Directors as non-executive Chairman on 26 January 2018.

#### **2. Action to be taken**

A Form of Proxy for use at the Annual General Meeting is enclosed with this document. The Form of Proxy should be completed and signed in accordance with the instructions thereon and returned to the Company's registrars, or posted or delivered to the Company's Registrars, Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF as soon as possible, but in any event so as to be received by no later than 11.00am on 24 September 2018. The completion and return of a Form of Proxy will not preclude Shareholders from attending the Annual General Meeting and voting in person should they so wish.

#### **3. Recommendation**

The Directors consider the passing of all resolutions set out in the Notice of Annual General Meeting (the “**Resolutions**”) to be in the best interests of the Company and its Shareholders as a whole and accordingly unanimously recommend Shareholders to vote in favour of the Resolutions to be proposed at the Annual General Meeting as I intend to do in respect of my beneficial holdings amounting, in aggregate, to 28,430,000 Ordinary Shares, representing approximately 24.1 per cent of the existing issued Ordinary Share capital of the Company.

Yours faithfully

**Timothy Sheffield**  
Chairman  
**Nakama Group Plc**