

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are a resident of the United Kingdom or, if not, another appropriately authorised independent professional adviser.

If you have recently sold or transferred all of your shares in Napster Group PLC (the “Company”), please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Napster Group PLC  
55 Poland Street  
London  
WC1X 8BB

20 July 2021

Dear shareholder

Annual General Meeting

I am writing to you regarding the Company’s annual general meeting (“AGM”) which will be held on 12 August 2021. Details of the time and venue of the meeting are set out in the notice convening the AGM at the end of this letter.

The Company has been monitoring closely the evolving situation relating to the Coronavirus (COVID-19) pandemic, including the current guidance and restrictions on travel and public gatherings and social distancing. While the Board's current expectation is that there will be no restrictions on social contact at the time of our AGM, there can be no guarantee that this will be the case.

The priority of the Board at this time is the health, safety and wellbeing of all shareholders and Directors. Shareholders should carefully consider whether or not it is appropriate to attend the AGM and the Company will make the AGM available electronically for those who do not wish to attend in person. If shareholders choose to attend the AGM in person, the Company kindly requests shareholders present evidence of a negative PCR test or proof of full vaccination. Further guidance can be found at note 11 to the notice of AGM set out below.

The resolutions to be proposed at the AGM are summarised below.

Resolution 1: Receipt of the 2019 accounts

An ordinary resolution will be proposed to receive and approve the Company’s annual report and financial statements for the year ended 31 December 2019. The 2019 accounts were published following the annual general meeting held on 11 May 2020, so the Company was unable to put the Company’s annual report and financial statements for the year ended 31 December 2019 before shareholders at the previous annual general

meeting.

Resolution 2: Receipt of the 2020 accounts

The Company's annual report and financial statements for the period ended 28 December 2020 are enclosed. The directors of the Company (the "Directors") must present their report and the annual accounts to the meeting. This gives shareholders the opportunity to ask questions on the content before voting on the resolution.

Resolutions 3, 4, 5, 6 and 7: Appointment of Directors

The Company's articles of association (the "Articles") require Directors to retire and submit themselves for re-election periodically. On 18 June 2018 Simon Cole, Steven Hancock and Anthony Matchett (the "Retiring Directors") were appointed by the board as directors of the Company, consequently it is proposed in accordance with the Articles, the Retiring Directors retire as directors and subsequently be re-elected by the shareholders as directors.

The Company today announced the appointment of Lansing Davis and Peter Read as directors of the Company. In accordance with the Articles, Lansing Davis' and Peter Read's appointment as Directors will be ratified by the shareholders.

Resolution 8: Appointment of Auditors

An ordinary resolution will be proposed to appoint BDO LLP as the Company's auditors (the "Auditors") to hold office from the conclusion of the AGM until the conclusion of the next general meeting at which accounts are laid before the members of the Company.

Resolution 9: Remuneration of the Auditors

An ordinary resolution will be proposed to authorise the Directors to determine the remuneration payable to the Auditors.

Resolution 10: Directors' Authority to Allot Shares

This resolution seeks shareholder approval for the Directors to be authorised to allot shares. Under the provisions of section 551 of the Companies Act 2006 (the "Act"), the Directors are not permitted to allot shares unless authorised to do so by the shareholders. The Act provides for such authority to be granted either by the Company in general meeting or by the Articles and, in both cases, such authority must be renewed every five years. Notwithstanding the statutory provisions, in accordance with institutional best practice, it is the present intention of the Directors to seek a similar authority each year.

The Directors seek authority to allot shares in the capital of the Company up to a maximum nominal amount of £18,222,240.62 (representing 66 per cent. of the issued share capital as at the date of this document). This will facilitate the raising of further funds and the making of investments and acquisitions in pursuit of the previously approved investing policy. This power will last until the conclusion of the next annual general meeting of the Company.

#### Resolution 11: Directors' Power to Disapply Pre-emption Rights

This resolution, which will be proposed as a special resolution, supplements the Directors' authority to allot shares in the Company proposed by resolution 10.

Section 561 of the Act requires a company proposing to allot equity securities (which includes selling shares held in treasury) to offer them first to existing shareholders in proportion to their existing shareholdings. Equity securities include ordinary shares, but do not include shares issued under employee share schemes. If resolution 11 is passed, the requirement imposed by section 561 of the Act will not apply to allotments by the Directors in two cases:

in connection with a rights (or similar) issue, where strict application of the principle in section 561 of the Act could (for example) either result in fractional entitlements to shares arising or require the issue of shares where this would be impractical because of local, legal or regulatory requirements in any given overseas jurisdiction; and

allotments of shares for cash up to a total nominal value of £13,804,727.74 (representing 50 per cent. of the issued share capital as at the date of this document). This gives the Directors flexibility to quickly take advantage of business opportunities as they arise.

This authority will expire at the conclusion of the next annual general meeting except in so far as commitments to allot shares have been entered into before that date. It is the present intention of the Directors to seek a similar authority annually.

The Directors believe that this resolution together with resolution 10 will provide the Company with flexibility to take advantage of business opportunities that may arise.

#### Recommendation

The Directors consider that all the proposals to be considered at the AGM are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company. The Directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

Yours faithfully

Simon Cole

*Chairman*

**NAPSTER GROUP PLC**

*(Incorporated in England and Wales, number 5628362)*

Notice is hereby given that the annual general meeting of Napster Group PLC (the “Company”) will be held at the Company’s registered office at 55 Poland Street, London, WC1X 8BB at 11 a.m. (BST) on 12 August 2021 to consider and, if thought fit, pass the following resolutions as ordinary resolutions other than resolution 11 which will be proposed as a special resolution.

### Ordinary Business

To receive the Company's accounts for the financial year ended 31 December 2019 together with the directors' report and the auditors' report thereon.

To receive the Company's accounts for the financial period ended 28 December 2020 together with the directors' report and the auditors' report thereon.

To re-elect Simon Cole as a director of the Company ("Director").

To re-elect Steven Hancock as a Director.

To re-elect Anthony Matchett as a Director.

To approve and ratify Peter Read as a Director.

To approve and ratify Lansing Davis as a Director.

To appoint BDO LLP as the auditors of the Company (the "Auditors").

To authorise the directors of the Company (the "Directors") to agree the remuneration of the Auditors.

That the Directors be generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £18,222,240.61 (representing 66% of the issued share capital at the date of this notice) provided that:

(except as provided in paragraph 11.2 below) this authority shall expire on the date of the next annual general meeting of the Company; and

the Company may before such expiry make an offer or agreement which would or might require shares or equity securities, as the case may be, to be allotted or such rights granted after such expiry and the Directors may allot shares or equity securities or grant such rights, as the case may be, in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

All unexercised authorities previously granted to the Directors to allot shares or to grant rights to subscribe for or to convert any security into shares be and are hereby revoked.

### Special Business

That, subject to the passing of resolution 10 above, the Directors, pursuant to the general authority conferred on them, be empowered pursuant to section 570 of the Act to allot for cash, either pursuant to the authority so conferred or where the equity securities are held by the Company as treasury shares (within the meaning of section 724(5) of the Act), equity securities (within the meaning of section 560 of the Act) as if section 561 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities:

made in connection with an offer of securities, open for acceptance for a fixed period, by the Directors to holders of ordinary shares of the Company on the register on a fixed record date in proportion (as nearly as may be) to their then holdings of such shares (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares or any legal or practical problems under the laws or requirements of any recognised regulatory body or any stock exchange in any overseas territory or in connection

with fractional entitlements or by virtue of shares being represented by depositary receipts or any other matter whatsoever); and/or

wholly for cash (otherwise than pursuant to paragraph 10.1 above) up to an aggregate nominal value of £13,804,727.74 (representing 50% of the issued share capital as at the date of this document),

and shall expire on the conclusion of the next annual general meeting of the Company provided that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to such an offer or agreement notwithstanding that the power conferred by this resolution has expired.

All unexercised authorities previously granted to the Directors under section 570 of the Act are hereby revoked.

20 July 2021

By order of the board  
*office*

*Registered*

55 Poland

Street

London  
WC1X 8BB

*Secretary*

Registered in England and Wales, number 5628362

## Notes

The following notes explain your general rights as a member of the Company and your right to attend and vote at this meeting or to appoint someone else to vote on your behalf. Notes 1 to 10 are subject to note 11 which provides guidance on arrangements for the meeting in view of the ongoing COVID-19 pandemic.

Pursuant to Regulation 41 of Uncertificated Securities Regulations 2001, the Company specifies that only those members entered in the register of members of the Company as at 11 a.m. (BST) on 10 August 2021 shall be entitled to attend and vote at the meeting convened above in respect of the number of shares registered in their names at that time. This time will still apply for the purpose of determining who is entitled to attend and vote if the annual general meeting is adjourned from its scheduled time by 48 hours or less. If the annual general meeting is adjourned for longer, members who wish to attend and vote must be on the Company's register of members by 48 hours (excluding any part of a day that is not a business day) before the time fixed for the adjourned meeting. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting. On a poll demanded, all of a member's voting rights may be exercised by one or more duly appointed proxies. Any such member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such member. You may not appoint more than one proxy to exercise rights attached to any one share. A proxy must vote in accordance with any instructions given by the appointing member. To appoint more than one proxy, please contact Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD. A proxy need not be a member of the Company, but they must attend the meeting to represent the relevant member. Appointing a proxy will not prevent a member from attending in person and voting at the meeting. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman of the meeting) and give your instructions directly to them.

A form of appointment of proxy is enclosed. Please carefully read the instructions on how to complete the form of proxy. To appoint a proxy using this form in hard copy form, this form must be completed and signed, sent or delivered to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney of the company. If you return more than one proxy appointment, either by hard copy form or by electronic form, that received last by the registrar before the latest time for the receipt of proxies will take precedence. The completion and return of a form of proxy does not preclude a member from subsequently attending and voting at the meeting in person if he or she so wishes. If a member has appointed a proxy and attends the meeting in person, such proxy appointment will automatically be terminated.

CREST members who wish to appoint a proxy or proxies through the CREST Electronic Proxy Appointment Service may do so for the meeting to be held at 11 a.m. (BST) on 12 August 2021 and any adjournment(s) thereof by following the procedures described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously-appointed proxy, which are to be transmitted through CREST, must be received by the Registrars (ID 7RA11) no later than 11 a.m. (BST) on 10 August 2021, or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (excluding any part of a day that is not a business day).

A member's instructions to the proxy must be indicated in the appropriate space provided. The form of proxy includes a vote with held option. To abstain from voting on a resolution, select the relevant 'Vote withheld' box. Please note that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against any particular resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her decision. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

This form of proxy must be signed by the appointor or his attorney duly authorised in writing. The appointment of a proxy and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated should be deposited with the Company's registrar at the address shown on the proxy form not later than 11 a.m. (BST) on 10 August 2021 or 48 hours (excluding any part of a day that is not a business day) before the time for holding any adjourned meeting or (in the case of a poll not taken on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used.

As at the close of business on the date immediately preceding this notice, the Company's issued share capital comprised 2,760,945,547 Ordinary Shares. Each Ordinary Share carries the right to vote at the meeting and, therefore, the total number of voting rights in the Company as at close of business on the date immediately preceding this notice is 2,760,945,547.

In the case of joint holders of shares, 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 the joint holding (the first named being the most senior).

In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrars. In the case of a member which is a company, the revocation notice must be executed in accordance with note 3 above. Any power of attorney or any other authority under which the revocation

notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice and must be received by the Company's registrars not less than 48 hours (excluding any part of a day that is not a business day) before the time fixed for the holding of the meeting or any adjourned meeting (or in the case of a poll before the time appointed for taking the poll) at which the proxy is to attend, speak and to vote. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Except as provided above, members who have general queries about the meeting should contact the company secretary in writing at the Company's registered office. No other methods of communication will be accepted.

#### Arrangements for the meeting – COVID-19 outbreak

The Company has been monitoring closely the evolving situation relating to the Coronavirus (COVID-19) pandemic, including the current guidance and restrictions on travel and public gatherings and social distancing. While the Board's current expectation is that there will be no restrictions on social contact at the time of our AGM, there can be no guarantee that this will be the case.

The priority of the Board at this time is the health, safety and wellbeing of all shareholders and Directors. Shareholders should carefully consider whether or not it is appropriate to attend the AGM and the Company will make the AGM available electronically for those who do not wish to attend in person. **If shareholders choose to attend the AGM in person, the Company kindly requests shareholders present evidence of a negative PCR test or proof of full vaccination.**

Pending further developments, the Board:

Encourages shareholders to submit their votes via proxy as early as possible, and shareholders should appoint the chairman of the meeting as their proxy. If a shareholder appoints someone else as their proxy, that proxy may not be able to attend the AGM in person or cast the shareholder's vote.

Strongly recommends CREST members to vote electronically through the CREST electronic proxy appointment service as your vote will automatically be counted. In addition, the Company has also decided that Forms of Proxy can also be submitted by shareholders electronically (even outside CREST) by emailing a scanned copy of the signed personalised Form of Proxy to [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk). Please contact the Neville Registrars Limited's helpline on 0121 585 1131 for any further guidance.

Proposes that voting at the meeting will be conducted by means of a poll on all resolutions, with each shareholder having one vote for each share held, thereby allowing all those proxy votes submitted and received prior to the meeting to be counted.

Encourages you to submit any question that you would like to be answered at the meeting by sending it, together with your name as shown on the Company's register of members and the number of shares held, to the following email address: [HYPERLINK "mailto:napster@equitory.com" napster@equitory.com](mailto:napster@equitory.com) so that it is received by no later than 11 a.m. (BST) on 6 August 2021. Please insert "AGM – Shareholder Questions" in the subject header box of your email. The Company will endeavour to respond to all questions received from Shareholders at the AGM or within seven days following the AGM.

Has arranged for shareholders to be able to join the meeting electronically. If you are interested in this option, please email [HYPERLINK "mailto:napster@equitory.com" napster@equitory.com](mailto:napster@equitory.com) in order to make the necessary arrangements. Please note that shareholders will not be able to use this facility to actively participate in the meeting by voting on the resolutions

or asking questions. It is therefore recommended that shareholders submit their votes via proxy or vote electronically through the CREST electronic proxy appointment service and submit any questions prior to the meeting.

The situation in respect of COVID-19 may change rapidly and Shareholders should note that further changes may need to be put in place at short notice in relation to the AGM. The Company will continue to monitor closely the situation in the lead up to the AGM and will make any further updates as required about the meeting on its website at <https://napster.group/>. Please ensure that you regularly check this page for updates.