



It's your game

Entain plc

Notice of Annual General Meeting 2023

This document is important and requires your immediate attention.

If you are in any doubt about the contents of this document, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, or if outside the United Kingdom, another appropriately authorised financial adviser, without delay.

If you have sold or otherwise transferred all of your shares in Entain plc, you should immediately send this document, together with the accompanying documents, to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Entain plc

(Incorporated in the Isle of Man with Registered No. 004685V)

Notice of the Annual General Meeting of the Company to be held at 10.00 a.m. (London time) on 25 April 2023 at etc.venues, 200 Aldersgate, London EC1A 4HD is set out at the end of this circular.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form or electronic proxy instruction in accordance with the notes to the notice of the Annual General Meeting. The proxy form or electronic proxy instruction must be received no later than 10.00 a.m. (London time) on 21 April 2023.

Directors:

J M Barry Gibson (Non-Executive Chair)

Pierre Bouchut (Independent Non-Executive Director)

Stella David (Senior Independent Director)

Robert Hoskin (Chief Governance Officer)

Virginia McDowell (Independent Non-Executive Director)

Jette Nygaard-Andersen (Chief Executive Officer)

David Satz (Independent Non-Executive Director)

Rob Wood (Chief Financial Officer and Deputy CEO)

Rahul Welde (Independent Non-Executive Director)

Registered Office:

32 Athol Street
Douglas
Isle of Man
IM1 1JB

9 March 2023

Chair's letter

To: Shareholders and (for information purposes only) option holders of Entain plc (the "Company" or "Entain")

Notice of 2023 Annual General Meeting

I have pleasure in enclosing the notice of the Company's 2023 Annual General Meeting ("AGM"), which will be held on 25 April 2023 at etc.venues, 200 Aldersgate, London EC1A 4HD at 10.00 a.m. (London time). The Company's audited annual report and accounts for the year ended 31 December 2022 (the "Annual Report") was published on 22 March 2023 and is available on the Company's website www.entaingroup.com.

The Entain Board of Directors (the "Board") look forward to welcoming shareholders to the AGM.

The formal notice of the AGM is set out on pages 3 and 4 of this document and contains the 20 proposed resolutions for your consideration. The Board believes that in the interests of shareholder democracy, it is important that the voting intentions of all shareholders are taken into account, not just those who are able to attend the AGM and as such I propose, in accordance with the Company's articles of association ("Articles of Association"), putting all of the 20 resolutions to shareholders by way of poll rather than a show of hands. Explanatory notes to those resolutions are set out in Appendix 1 to this document. I would, however, like to take this opportunity to address shareholders on certain matters relevant to the resolutions to be considered.

Attendance at the meeting

At the time of printing, there are no restrictions in place that would prevent shareholders from physically attending the AGM. However, we request that if you have symptoms and/or have tested positive for Covid, you do not attend in person. On arrival at the venue, please enter via the 'South' entrance.

Board and Committee changes

Rahul Welde was appointed as a Non-Executive Director of the Company during the financial year and is therefore standing for election at this first AGM since his appointment. Mark Gregory and Vicky Jarman, both Non-Executive Directors, stepped down from the Board with effect from 17 February 2023. All other Directors will retire and stand for re-election at the AGM in accordance with the recommendation of the UK Corporate Governance Code 2018. Following the Board changes, Stella David has been appointed as Chair of the Remuneration Committee and Rahul Welde has joined the Audit Committee and the Remuneration Committee. Biographical details for all the Directors are set out in Appendix 2 to this document.

Remuneration policy

As a company incorporated and registered in the Isle of Man, the Company is not subject to the UK remuneration reporting regulations which apply to UK incorporated companies. Nevertheless, the Board and the Remuneration Committee recognise the importance of effective corporate governance and are firmly committed to UK best practice. The updated Remuneration Policy has been prepared in accordance with the provisions of the UK Companies Act 2006 and the UK Corporate Governance Code 2018, and following consultation with our major shareholders. If approved by shareholders by ordinary resolution at the AGM, the policy will apply until the Annual General Meeting to be held in 2026. The rationale for the proposed changes to the Remuneration Policy is set out on pages 118 and 119 and an overview of the existing and proposed Remuneration Policies is set out on pages 125 to 126 of the Annual Report. The full Remuneration Policy can be found on pages 135 to 145.

Articles of Association

It is proposed that the Company adopt new articles of association (the "New Articles") in place of the existing Articles of Association, which were last substantively amended in 2020.

The principal changes in the New Articles are summarised in Appendix 3. The changes in the New Articles are intended to align certain articles with certain provisions of the UK Companies Act 2006, which the Company adopts as a matter of best practice, reflect developments in market practice and provide additional flexibility where this is considered appropriate. In addition, the Company has taken the opportunity to incorporate amendments of a more minor, technical or clarifying nature. The New Articles showing all the changes to the existing Articles of Association are available for inspection on the national storage mechanism from the date of this notice and will be available at the AGM location from 15 minutes before the AGM until it ends.

LTIP Rules

With respect to The Entain plc 2017 Long Term Incentive Plan (the "LTIP"), the Company is seeking shareholder approval to allow shareholders the opportunity to vote on the LTIP grant limits (as part of the remuneration policy vote) at least every three years, with any changes to the policy automatically flowing through into the rules of the LTIP. Further information is set out in Appendix 1. The marked up LTIP rules will be available for inspection on the national storage mechanism from the date of this notice and will be available at the AGM location from 15 minutes before the AGM until it ends.

Recommendation

The Directors consider that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. The Directors will therefore be voting in favour of all the resolutions in respect of their own shareholdings, other than in respect of those matters in which they are interested, and unanimously recommend that you do so as well. As at the date of this document, Directors' own aggregated shareholdings (including those of their Closely Associated Persons) amount to 549,045 shares in the Company, representing approximately 0.09% of the present issued share capital of the Company.

Action to be Taken

Shareholders wishing to submit their voting instructions online should visit www.signalshares.com and follow the instructions. To use this service, you will need your Investor Code (IVC) which can be found on your share certificate or on any other recent shareholder communication. Link Group, the Company's Share Registrar ("Registrar"), has launched a shareholder app: LinkVote+ which can be used to submit voting instructions. It is free to download and use and gives shareholders the ability to access their records at any time. To download the app, you can use the following QR Codes:

Apple App Store



Google Play



Alternatively, if you hold your ordinary shares in CREST, you can vote through CREST in accordance with the notes to the AGM notice set out at the end of this document.

Institutional investors may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar.

Shareholders who have opted to receive a hard copy Form of Proxy should complete, sign and return the Form of Proxy in accordance with the instructions printed on it. Hard copy Forms of Proxy should be returned to:

Link Group,
PXS1,
Central Square,
29 Wellington Street,
Leeds LS1 4DL

In each case, the electronic proxy instruction or Form of Proxy should be returned as soon as possible but, in any event, must be received by the Registrar by **no later** than 10.00 a.m. (London time) on 21 April 2023.

Yours faithfully

J M Barry Gibson
Non-Executive Chair

Company Number: 004685V

**THE ISLE OF MAN COMPANIES ACT 2006
NOTICE OF ANNUAL GENERAL MEETING of Entain plc
(the "Company")**

Notice is hereby given that the 2023 Annual General Meeting of the Company will be held on 25 April 2023 at 10.00 a.m. (London time) at etc.venues, 200 Aldersgate, London EC1A 4HD for the purpose of considering and, if thought fit, passing the following resolutions. Resolutions 17 to 20 (inclusive) will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions. All resolutions will be decided on a poll.

Ordinary Business

1. To receive the Company's annual accounts, the strategic report, the Directors' report and the auditor's report for the year ended 31 December 2022.
2. To receive and approve the Directors' remuneration report (other than the part containing the Directors' remuneration policy referred to in resolution 3 below) contained within the annual report and accounts for the financial year ended 31 December 2022.
3. To receive and approve the Directors' remuneration policy set out on pages 135 to 145 of the Directors' remuneration report contained within the annual report and accounts for the financial year ended 31 December 2022, such Directors' remuneration policy to take effect from the date of its adoption.
4. To re-appoint KPMG LLP as auditor to the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid before the shareholders.
5. To authorise the Directors to agree the remuneration of the auditor.
6. To re-elect J M Barry Gibson as a Director.
7. To re-elect Pierre Bouchut as a Director.
8. To re-elect Stella David as a Director.
9. To re-elect Robert Hoskin as a Director.
10. To re-elect Virginia McDowell as a Director.
11. To re-elect Jette Nygaard-Andersen as a Director.
12. To re-elect David Satz as a Director.
13. To re-elect Rob Wood as a Director.
14. To elect Rahul Welde as a Director.

Special Business

Ordinary resolutions

15. THAT, the Entain plc 2017 Long Term Incentive Plan be amended in the form produced in draft to the Meeting and initialled by the Chair for the purposes of identification.
16. THAT, pursuant to and for the purposes of, article 5.1 of the Articles of Association of the Company (and subject to the passing of Resolution 20, pursuant to and for the purposes of article 4.1 of the New Articles), the Directors are generally and unconditionally authorised to exercise all the powers of the Company to allot ordinary shares of €0.01 each in the Company and to grant rights to subscribe for or to convert any security into Shares in the Company:

- (a) up to a maximum aggregate nominal amount of €196,283,475;
- (b) up to a further maximum aggregate nominal amount of €196,283,475 in connection with any pre-emptive offer,

provided that the authority conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the close of business (London time) on 25 April 2024 or, if earlier, at the conclusion of the next Annual General Meeting of the Company but so that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to any such offer or agreement as if this authority had not expired, where "pre-emptive offer" means any offer that is open for acceptance for a period determined by the Directors to:

- i. holders of shares in proportion (as nearly as practicable) to the respective number of shares held by them; and
- ii. if applicable, holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or by virtue of shares being represented by depositary receipts or any other matter.

Special resolutions

17. THAT, subject to and conditional on the passing of Resolution 16, the Directors are empowered, pursuant to article 5.2(d) of the Articles of Association of the Company (and subject to the passing of Resolution 20, pursuant to article 4.2(d) of the New Articles), to allot shares for cash pursuant to the authority conferred by Resolution 16 or in circumstances where the allotment constitutes an allotment of equity securities as defined in the Articles of Association and the New Articles (including by way of a sale of treasury shares), in each case disapplying the provisions of article 5.2(a) (and subject to the passing of Resolution 20, disapplying the provisions of article 4.2(a) of the New Articles), provided that this power is limited to:
 - (a) the allotment of shares or equity securities as defined in the Articles of Association and the New Articles (including by way of a sale of treasury shares) in connection with an offer of such shares or equity securities in connection with any pre-emptive offer to:
 - (i) holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) if applicable, holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or by virtue of shares being represented by depositary receipts or any other matter; and

(b) the allotment of shares or equity securities as defined in the Articles of Association and the New Articles (including by way of a sale of treasury shares) otherwise than pursuant to paragraph 17(a) above, up to an aggregate nominal value of €29,442,521,

and provided also that the power conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the close of business (London time) on 25 April 2024 or, if earlier, at the conclusion of the next Annual General Meeting of the Company, save that the Company may, before such expiry, make offers or agreements which would or might require shares or equity securities as defined in the Articles of Association and the New Articles (including sale of treasury shares) to be allotted and the Directors may allot shares or equity securities as defined in the Articles of Association and the New Articles (including sale of treasury shares) in pursuance of such offer or agreement notwithstanding that the power conferred by this resolution has expired.

18. THAT, subject to and conditional on the passing of Resolution 16 and in addition to any power granted under Resolution 17 above, the Directors are empowered, pursuant to article 5.2(d) of the Articles of Association of the Company (and subject to the passing of Resolution 20, pursuant to article 4.2(d) of the New Articles), to allot shares or equity securities as defined in the Articles of Association and the New Articles (including by way of a sale of treasury shares) for cash, pursuant to the authority given by Resolution 16, in each case disapplying the provisions of article 5.2(a) (and subject to the passing of Resolution 20, disapplying the provisions of article 4.2(a) of the New Articles), provided that this power is:

- (a) limited to the allotment and/or sale of shares or equity securities as defined in the Articles of Association and the New Articles (including the sale of treasury shares) up to an aggregate nominal value of €29,442,521; and
- (b) used only for the purposes of financing (or refinancing, if the power 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 published by the Pre-Emption Group,

and provided also that the power conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the close of business (London time) on 25 April 2024 or, if earlier, at the conclusion of the next Annual General Meeting of the Company, save that the Company may, before such expiry, make offers or agreements which would or might require shares or equity securities as defined in the Articles of Association and the New Articles (including sale of treasury shares) to be allotted and the Directors may allot shares or equity securities as defined in the Articles of Association and the New Articles (including sale of treasury shares) as if the power conferred by this resolution had not expired.

19. THAT, pursuant to and for the purposes of article 14 of the Company's Articles of Association (and subject to the passing of Resolution 20, pursuant to and for the purposes of article 13 of the New Articles), the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the UK Companies Act 2006) of shares provided that:

- a) the maximum aggregate number of shares authorised to be purchased is 58,885,042;
- b) the minimum price (excluding expenses) which may be paid for each share is its nominal value;
- c) the maximum price (excluding expenses) which may be paid for each share is the higher of:
 - (i) an amount equal to 105% of the average of the middle market quotations of a share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the share is contracted to be purchased; and
 - (ii) an amount equal to the higher of the price of the last independent trade of a share and the highest current independent bid for a share on the trading venue where the purchase is carried out;
- (d) this authority shall expire at the close of the Annual General Meeting of the Company held in 2024 or 18 months from the date of this resolution (whichever is earlier); and
- (e) a contract to purchase shares under this authority may be made before the expiry of this authority, and concluded in whole or in part after the expiry of this authority.

20. THAT, with effect from the end of the meeting the New Articles produced to the Meeting and initialled by the Chair for the purpose of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing Articles of Association.

By Order of the Board
Dated: 9 March 2023

J M Barry Gibson
Non-Executive Chair

Registered Office:
32 Athol Street, Douglas
Isle of Man IM1 1JB

Registered in
the Isle of Man
No. 004685V

Notes:**Entitlement to attend and vote**

1. Pursuant to Regulation 22 of the Uncertificated Securities Regulations 2006 of the Isle of Man, only those shareholders registered in the shareholders' register of the Company as at close of business (London time) on 21 April 2023 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. If the meeting is adjourned, the time by which a person must be entered on the shareholders' register of the Company in order to have the right to attend and vote at the adjourned meeting is at close of business (London time) on the day two business days before the date fixed for the adjourned meeting. Changes to entries on the relevant register of securities after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
2. Shareholders wishing to submit their voting instructions online should visit www.signalshares.com and follow the instructions. To use this service, you will need your Investor Code (IVC) which can be found on your share certificate or on any other recent shareholder communication.
3. Alternatively, if you hold your ordinary shares in CREST, you can vote through CREST in accordance with the notes to the AGM notice set out in this document. In each case, the instruction must be received by Link Group not later than 10.00 a.m. (London time) on 21 April 2023.

Proxies

4. Members entitled to attend and vote at the Annual General Meeting are also entitled to appoint one or more proxies 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 provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder, which detail must be identified on the Form of Proxy (in respect of those shareholders who have opted to receive a hard copy Form of Proxy). A proxy need not be a shareholder of the Company. For shareholders who have opted to receive hard copies, a Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact Link Group on 0371 664 0300 if you are phoning from the United Kingdom or +44 (0)371 664 0300 if you are calling outside the United Kingdom. Calls are charged at the standard geographical rate and will vary by provider. Calls from outside of the United Kingdom will be charged at the applicable international rate. Lines are open 9.00 a.m. to 5.30 p.m. (London time) Monday to Friday (excluding public holidays in England and Wales). Alternatively for shareholders intending to appoint more than one proxy and have opted to receive a hard copy Form of Proxy, you may photocopy the Form of Proxy prior to its completion. If you wish your proxy to speak at the meeting, you should appoint a proxy other than the chair of the meeting and give your instructions to that proxy.

5. To be valid an appointment of proxy must be returned by one of the following methods:

IMPORTANT: In any case your electronic proxy instructions or Form of Proxy must be received by the Company's Registrars, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL, no later than 10.00 a.m. (London time) on 21 April 2023 or, in the case of a poll taken subsequent to the date of the Annual General Meeting, or any adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll which is taken more than 48 hours after the day of the Annual General Meeting or adjourned meeting.

6. For shareholders who have opted to receive a hard copy Form of Proxy intending to appoint more than one proxy, the Forms of Proxy should be returned in the same envelope and each should indicate that it is one of multiple appointments being made. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Company's Registrar before the last time for the receipt of proxies will take precedence.
7. Completion and submission of the Form of Proxy or electronic proxy instruction (including any CREST proxy instruction as described in note 10 below, any Proxymity instruction as described in note 11 below or any LinkVote+ instruction as described in note 12 below) by a shareholder will not prevent him from attending the meeting and voting at the meeting in person, in which case any votes cast by the proxy will be excluded.
8. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the shareholders' register in respect of the joint holding.
9. A "vote withheld" option has been included on the Form of Proxy. The legal effect of choosing the vote withheld option on any resolution is that the shareholder concerned will be treated as not having voted on the relevant resolution. The number of withheld votes will, however, be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.

10. CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in the "CREST voting service" section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, 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 a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (a "CREST proxy appointment instruction") must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & International Limited ("Euroclear"), and must contain all the relevant information required by the CREST Manual. To be valid, 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 be transmitted so as to be received by Link Group (ID RA10), as the Company's "issuer's agent", by 10.00 a.m. (London time) on 21 April 2023. After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means. The time of the message's receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer's agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on "Practical limitations of the system". In certain circumstances the Company may, in accordance with the Uncertificated Securities Regulations 2006 or the CREST Manual, treat a CREST proxy appointment instruction as invalid.
11. Proximity Voting – if you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 10.00 a.m. on 21 April 2023 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
12. Link Group, the Company's Registrar, has launched a shareholder app: LinkVote+. It is free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through

the post or other methods of proxy appointment. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

Apple App Store



Google Play



13. Unless otherwise indicated on the Form of Proxy, CREST voting, Proximity, LinkVote+ or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
14. Shareholders, proxies and authorised representatives will be required to provide their names and addresses for verification against the register of members and proxy appointments received by the Company before entering the meeting. Each authorised representative must produce proof of his or her appointment, in the form of the actual appointment or a certified copy.
- Other than this, there are no procedures with which any such persons must comply in order to attend and vote at the meeting.

Issued share capital and total voting rights

15. As at the close of business (London time) on 9 March 2023, which is the latest practicable date before publication of this document, the Company's issued share capital comprised 588,850,427 ordinary shares of €0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at that time was 588,850,427. The Company's website will include information on the number of shares and voting rights.

Inspection of documents

16. The New Articles, showing the changes to the existing Articles of Association proposed in Resolution 20, are available for inspection on the national storage mechanism from the date of this notice and will be available at the AGM location from 15 minutes before the AGM until it ends. The remuneration policy is also available for inspection during normal business hours at the registered office of the Company on any weekday (Saturdays, Sundays and public holidays excepted) or by sending an email request to secretary@entaingroup.com from the date of this notice until the date of the AGM.

Website

17. A copy of this notice can be found at www.entaingroup.com.

Voting results

18. The AGM vote on the 20 resolutions set out in the AGM notice will be held by a poll, so all votes cast by shareholders will be counted. The voting results will be released on 25 April 2023 to the London Stock Exchange via a regulatory news service and published on the Company's corporate website www.entaingroup.com.

Appendix 1 – Explanatory Notes to the AGM Resolutions

The notes on the following pages explain the proposed resolutions.

Resolutions 1 to 16 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 17 to 20 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three quarters of the votes cast must be in favour of the resolution.

Resolution 1 – To receive the Company's 2022 annual report and audited accounts (ordinary resolution)

The Directors must present the annual accounts, the strategic report, the directors' report and the auditor's report to shareholders at the AGM.

Resolutions 2 and 3 – To approve the Directors' Remuneration Report for the year ended 31 December 2022 and the Directors' Remuneration Policy (ordinary resolutions)

The Directors' Remuneration Report which is set out on pages 116 to 152 of the Company's annual report and accounts, gives details of the Directors' remuneration for the year ended 31 December 2022 and sets out the way in which the Company will implement its policy on Directors' remuneration. The Company's auditor, KPMG LLP, has audited those parts of the Directors' remuneration report capable of being audited and KPMG's report may be found on page 170 of the annual report and accounts.

The Directors' remuneration policy, which is set out on pages 135 to 145 of the Company's annual report and accounts, sets out the proposed policy on Directors' remuneration. A copy of the Directors' remuneration policy is also available on the website at www.entaingroup.com or in hard copy on request from the Company Secretary by emailing secretary@entaingroup.com or writing to 'Company Secretary, Entain plc, One New Change, London EC4M 9AF, United Kingdom'. The Directors' Remuneration Policy must be put to a shareholder vote at least every three years. The Directors' Remuneration Policy was last approved by shareholders at the Annual General Meeting held on 24 June 2020. It is intended that, if approved by shareholders, the policy will apply with immediate effect until the conclusion of the Annual General Meeting in 2026.

The vote on the Directors' Remuneration Report is advisory in nature in that payments made or promised to Directors will not have to be repaid, reduced or withheld in the event that this resolution is not passed. In contrast, the vote on the Directors' remuneration policy is binding in nature in that Entain may not make a remuneration payment or payment for loss of office to a person who is, is to be, or has been a Director of Entain unless that payment is consistent with the approved Directors' remuneration policy, or has otherwise been approved by a resolution of members.

Resolutions 4 and 5 -The re-appointment and remuneration of the Auditor (ordinary resolutions)

The Company is required to re-appoint the auditor at each annual general meeting at which its audited accounts and reports are presented to shareholders. Accordingly, following a recommendation by the Audit Committee, the Board now proposes that KPMG LLP is re-appointed by the Company's shareholders as auditor for the financial year ending 31 December 2023. Resolution 5 authorises the Board to determine the auditor's remuneration.

As part of its assessment of audit effectiveness, the Audit Committee considered reports from the external auditor and management on the audit process and quality procedures. Senior finance colleagues completed a survey covering a number of areas of audit effectiveness. The review concluded that the external audit process had been effective and noted the improvements made to the audit process during the year.

Resolutions 6 to 14 – Election and re-election of the Directors (ordinary resolutions)

Since the last Annual General Meeting, Rahul Welde has been appointed to the Company's Board. Under the Company's articles of association (the "Articles of Association"), any person who has been appointed as a Director by the Board since the date of the Company's last Annual General Meeting is required to retire from office at the annual general meeting following his or her appointment. Consequently, Rahul Welde will retire from office at the AGM and intends to stand for election by the Company's shareholders.

The Articles of Association also require one-third of the remaining Directors to retire from office at each annual general meeting. Notwithstanding the provisions of the Articles of Association, the Board has determined that each of the other Directors shall also retire from office at the AGM in accordance with the best practice recommendation of the UK Corporate Governance Code 2018 and each intends to stand for re-election by the Company's shareholders.

The Nomination Committee has recently reviewed these re-election proposals formally and, based on experience, performance, skills and commitment demonstrated, has recommended to the Board that each Director be proposed to shareholders for re-election.

The Board has considered and agrees with this recommendation. The Board considers that each Director proposed for re-election continues to make an effective and valuable contribution and demonstrates commitment to the role. The Board is content that each independent Non-Executive Director offering themselves for re-election is independent in character and there are no relationships or circumstances likely to affect their character or judgement.

The biographies for each Director are set out in Appendix 2 to this document.

Resolution 15 – Approval of amendments to The Entain plc 2017 Long Term Incentive Plan (ordinary resolution)

The rules of The Entain plc 2017 Long Term Incentive Plan (the “LTIP”) were approved by shareholders in a general meeting on 14 December 2017. The Company is seeking shareholder approval to amend the individual grant limit in the rules to replace it with the limits for LTIP grants as set out in the Directors’ remuneration policy as approved by shareholders from time to time. This will allow shareholders the opportunity to vote on the LTIP grant limits (as part of the remuneration policy vote) at least every three years, with any changes to the policy automatically flowing through into the rules of the LTIP. The LTIP rules marked up to show the proposed changes are available for inspection at the Company’s registered office and displayed at Entain’s office on the third floor, One New Change, London EC4M 9AF during usual business hours on weekdays (excluding Saturdays, Sundays and public holidays) from the date of this notice until the conclusion of the AGM. They are available for inspection on the national storage mechanism from the date of this notice and will also be available at the AGM for at least 15 minutes prior to and until the conclusion of the meeting.

Resolution 16 – Power of Directors to allot shares (ordinary resolution)

The Directors’ current authority to allot shares or grant rights over shares expires at the conclusion of the 2023 Annual General Meeting. It is therefore proposed to renew this allotment authority up until the Company’s next Annual General Meeting within the limits prescribed by The Investment Association. The Investment Association’s most recent Share Capital Management Guidelines published in February 2023 (the “IA Guidelines 2023”) on authority to allot shares states that its members will permit, and treat as routine, resolutions seeking to allot shares representing approximately one-third of the number of ordinary shares in issue.

In addition, the IA Guidelines 2023 have extended the authority relating to the disapplication authorities so that its members will treat as routine a request for authority to allot shares representing approximately two-thirds of the number of ordinary shares in issue not just to rights issues but to all fully pre-emptive offers.

Accordingly, the authority in Resolution 16, paragraph (a) will allow the Directors to allot shares in the capital of the Company or grant rights to subscribe for, or convert any security into, shares in any circumstances up to a maximum aggregate nominal amount of €196,283,475 representing approximately one-third of the Company’s issued ordinary share capital as calculated as at 9 March 2023 (being the latest practicable date prior to publication of this document).

The authority in Resolution 16, paragraph (b) will allow the Directors to allot shares or grant rights to subscribe for, or convert any security into, shares in connection with all fully pre-emptive offers to issue up to a further maximum aggregate nominal amount of €196,283,475, representing approximately one-third of the Company’s issued share capital as calculated as at 9 March 2023 (being the latest practicable date prior to publication of this document). The authority proposed under Resolution 16 will expire at the close of business on 25 April 2024 or, if earlier, at the conclusion of the 2024 Annual General Meeting. The Directors have no present intention of exercising this authority, however, it is considered prudent to maintain the flexibility that this authority provides.

The Directors intend to renew this authority annually. As at 9 March 2023, the Company did not hold any shares in treasury.

Resolutions 17 and 18 – Disapplication of pre-emption rights (special resolutions)

Under the Articles of Association, when new shares are proposed to be issued for cash, other than in connection with an employee share option plan, they must first be offered to existing shareholders pro-rata to their holdings. There may be occasions, however, when it is in the Company’s interests for the Directors to have the flexibility to finance business opportunities by the issue of shares for cash without a fully pre-emptive offer to the Company’s existing shareholders and this can be done if the shareholders have first given a limited waiver of their pre-emption rights.

Resolutions 17 and 18 ask shareholders to grant this limited waiver. The resolutions will be proposed as special resolutions.

Resolution 17 contains a two part waiver. The first part is limited to the allotment of shares for cash on a pre-emptive basis to allow the Directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders. The second part is limited to the allotment of shares for cash up to an aggregate nominal value of €29,442,521 representing approximately 5% of the Company’s issued share capital as at 9 March 2023 (being the latest practicable date prior to publication of this document).

The waiver granted by Resolution 18 is in addition to the waiver granted by Resolution 17. If this resolution is passed by shareholders, it will afford the Directors an additional power to allot and issue shares for cash on a non-pre-emptive basis up to a further maximum nominal amount of €29,442,521, representing approximately 5% of the Company’s issued share capital (as at 9 March 2023, being the latest practicable date prior to publication of this document). This waiver may only be used for an allotment of shares for cash for the purposes of financing (or refinancing, if the waiver is used within six months of the original transaction) a transaction which the Directors determine to be an acquisition or specified capital investment by the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in March 2015. The Company is in the process of considering the updated Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in November 2022 and may seek different resolutions at next year’s Annual General Meeting if the Company considers it to be appropriate.

The powers conferred by these resolutions will expire at the close of business on 25 April 2024 or, if earlier, at the conclusion of the 2024 Annual General Meeting. The Directors currently have no immediate plans to make use of these powers.

Resolution 19 – Authority to purchase own shares (special resolution)

In certain circumstances, it may be advantageous for the Company to purchase its own shares and Resolution 19 seeks authority from the shareholders to do so. The resolution specifies the maximum number of shares that may be acquired, which is 58,885,042 shares, representing approximately 10% of the Company's issued shares as at 9 March 2023 (being the latest practicable date prior to publication of this document). The resolution also sets out the maximum and minimum prices at which the shares may be bought. The Directors will only exercise the authority to purchase shares where they consider that such purchases would be likely to promote the success of the Company for the benefit of its shareholders as a whole and would result in an increase in earnings per share. Any decision to purchase shares will be subject to prevailing market conditions, other investment opportunities, appropriate gearing levels and the overall financial position of the Company. Any purchases would be made through the London Stock Exchange and trading venues where the shares are traded and purchased shares would either 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 Directors do not currently have any intention of exercising the authority granted by this resolution. The authority would lapse at the close of business on 25 April 2024 or, if earlier, at the conclusion of the 2024 Annual General Meeting.

As at 1 March 2023, there were options or rights outstanding to subscribe for 5,561,356 new shares in the Company. This represents 0.94% of the Company's issued ordinary share capital at that date and would represent 0.94% of the Company's issued ordinary share capital if the authority had been exercised in full at that date.

Resolution 20 – Adoption of new Articles of Association (special resolution)

It is proposed in Resolution 20 to adopt new articles of association (the "New Articles") in order to update the existing Articles of Association.

The changes in the New Articles are intended to align certain articles with provisions of the UK Companies Act 2006, which the Company adopts as a matter of best practice, reflect developments in market practice and provide additional flexibility where this is considered appropriate. In addition, the Company has taken the opportunity to incorporate amendments of a more minor, technical or clarifying nature which are not summarised below. These seek to modernise the language in the document and clarify how certain provisions should operate. References to article numbers are to the New Articles. The principal changes in the New Articles are summarised in Appendix 3. The New Articles showing all the changes to the existing Articles of Association are available for inspection on the national storage mechanism from the date of this notice and will be available at the AGM location from 15 minutes before the AGM until it ends.

Appendix 2 – Director Biographies

Barry Gibson (71): Chair of the Board and Nomination Committee

Tenure: Appointed to the Board November 2019 and became Chair in February 2020.

Barry was previously a non-executive director of William Hill plc and bwin.party digital entertainment plc, where he was the senior independent director. Other listed company experience includes roles as the chairman of Homeserve plc, non-executive directorships of Somerfield plc and National Express plc and group chief executive of Littlewoods plc. He was formerly the group retailing director at BAA plc and non-executive chairman of Harding Brothers Holdings Ltd.

Reasons for re-election: Barry has enjoyed a distinguished business career, with deep understanding of the gaming and retail sectors. He is an experienced leader and board member with valuable insight on improving company performance and transformation programmes. Barry continues to create a Board environment of constructive challenge and oversight.

Pierre Bouchut (67): Independent Non-Executive Director, Chair of the Audit Committee and member of the Nomination Committee

Tenure: Appointed September 2018

Outside interests: Non-executive director and chairman of the audit committees at Pepco Group, Firmenich SA and GeoPost SA, and a non-executive director of Central Europe Investment SA.

Pierre was the chief operating officer for Europe at Koninklijke Aholddelhaize N.V. (2016-2018), chief financial officer at Delhaize Group Belgium (2012-2016), Carrefour SA (2009-2012), Schneider Electric Group (2005-2009) and CEO of Casino Group (1995-2003). He was also a non-executive director of Hammerson plc (2015-2021). Prior to this, Pierre worked for Citibank, Bankers Trust and as a consultant with McKinsey.

Reasons for re-election: Pierre has had a long career in senior executive and non-executive roles across finance, retail, logistics, information systems and property. His familiarity with the management of large, internationally listed companies gives him extensive understanding of regulation, accounting standards and strategy, complementing his deep knowledge of corporate governance and audit committee practice. This broad experience makes him suited to chair Entain's Audit Committee and to act as its financial expert.

Stella David (60): Senior Independent Director, Chair of the Remuneration Committee and member of the ESG and Nomination Committees

Tenure: Appointed March 2021.

Outside interests: Non-executive director of Domino's Pizza Group plc (where she chairs the remuneration committee) and Norwegian Cruise Line Holdings. Stella is also non-executive chair of Vue International and a non-executive director of Bacardi Ltd, both of which are privately owned businesses.

Stella was previously CEO of William Grant & Sons, following more than 15 years with Bacardi Ltd. She was chair of C&J Clark Ltd, non-executive director and senior independent director of Homeserve plc and non-executive director and remuneration committee chair at the Nationwide Building Society.

Reasons for re-election: Stella brings lengthy experience in management, the consumer environment and marketing to the Board. Her non-executive roles in listed and privately held companies give her a deep understanding of shareholder views and best practice standards of corporate governance as well as enhancing the Board's ability to support and oversee the delivery of Entain's strategy.

Robert Hoskin (51): Chief Governance Officer

Tenure: Appointed January 2021.

Robert joined Entain in 2005 and served as Group Director of Legal, Regulatory and Secretariat, overseeing its corporate governance, legal and regulatory requirements across more than 20 countries in five continents and supported various M&A transactions. Prior to Entain, he headed up the Investment Company Secretariat at Aberdeen Asset Management. Robert is a chartered company secretary.

Reasons for re-election: Robert has extensive legal, regulatory and governance experience. His career at Entain spans 18 years, giving him huge insight into the business and sector as he has overseen the Group evolve from holding two gambling licences to 135 licences in more than 30 different countries. Robert's role as Chief Governance Officer has been pivotal in assisting the Board in developing and implementing a strategy to build a responsible and sustainable business.

Virginia McDowell (65): Independent Non-Executive Director, Designated Workforce Director, Chair of the ESG Committee and member of the Remuneration and Nomination Committees

Tenure: Appointed June 2018

Outside interests: Vice-president of Global Gaming Women, a non-profit organisation with a mission to support, inspire and influence the development of women in the gaming industry through education and mentoring and a trustee of St Louis University.

Virginia was the president and CEO of Isle of Capri Casinos, Inc. in the United States from 2011 until her retirement in 2016, and the president and COO of Isle of Capri (2007-2011). Prior to this she was the chief information officer at Trump Entertainment Resorts (2005-2007) and senior vice president of operations. Virginia was the first woman to be inducted into the Mississippi Gaming Hall of Fame and was recently inducted into the American Gaming Association's Hall of Fame.

Reasons for re-election: Virginia's 40-year career and accomplishments in the gaming sector have been recognised by a number of prestigious awards. Virginia has actively engaged with our stakeholders in her role as Designated Workforce Director. Throughout her career she has maintained a tireless focus on developing the next generation of women leaders in the gaming industry and this understanding of the diversity and regulatory challenges of the sector has greatly assisted the Board and the ESG Committee.

Jette Nygaard-Andersen (54): Chief Executive Officer

Tenure: Appointed to the Board as Non-Executive Director in December 2019. Appointed as Chief Executive Officer and Executive Director in January 2021.

Outside interests: Non-executive director of Coloplast AS (a medical technology company listed on the Copenhagen Stock Exchange) and a member of their remuneration and nomination committees.

Jette held a number of senior leadership roles at Modern Times Group AB, a listed international entertainment group with a strong presence in Scandinavia and Central Europe. These included being chief executive of Pay TV, Broadcasting and, latterly, CEO of Digital Video Content, which had ownership in next generation digital entertainment businesses such as video gaming companies, esports and social content platforms. She also chaired the board of Astralis Group A/S, an international esports organisation.

Reasons for re-election: Jette joined as Chief Executive on 21 January 2021, having previously spent one year on the Entain Board as a Non-Executive Director. She has over two decades of leadership experience in the media, sports and entertainment sectors, with deep experience of digital transformation and optimisation of customer experience. Jette has been instrumental in bringing a number of initiatives to promote diversity and inclusion within the workplace and to place customer focus at the heart of Entain's business.

David Satz (63): Independent Non-Executive Director and member of the ESG and Audit Committees

Tenure: Appointed October 2020

Outside interests: Member of the board of a commercial gaming and hospitality entity established by the Eastern Band of Cherokee Indians (EBCI).

David was senior vice president of Government Relations and Development for Caesars Entertainment Corporation in Las Vegas, where he worked from 2002 to 2019 and had responsibility for overseeing Caesars' government activities for more than 52 properties in 15 states in the US and several other countries around the world. Prior to this he spent 16 years at the US law firm Saiber Schlesinger Satz Goldstein LLC, where he had a particular focus on the gaming industry and played a key role in numerous regulatory and legislative initiatives throughout the US.

Reasons for re-election: David brings an exceptional perspective on the US gaming sector to the Board as well as expertise in gaming regulatory law and policy as it impacts the Group worldwide. His extensive career in regulation and legislation has allowed the Board to benefit from his insight and knowledge as Entain seeks to execute its strategy of being the leading US operator through its BetMGM joint venture. His regulatory experience has also provided insight into the many regulatory, responsible gaming and compliance issues that the Group faces.

Rob Wood (43): Chief Financial Officer and Deputy CEO

Tenure: Appointed to the Board as Chief Financial Officer in March 2019; the role of Deputy CEO was added to his portfolio in January 2021.

Rob joined Entain in 2012 and worked in senior roles within finance, including as CFO of the Group's retail business. Prior to Entain, he was senior vice president at Cerberus Capital, overseeing the private equity firm's European portfolio companies and worked in restructuring advisory at Rothschild. Rob started his career at KPMG where he qualified as a chartered accountant and holds a degree in Mathematics and Management Studies from the University of Nottingham.

Reasons for re-election: Rob's financial expertise and deep knowledge of Entain's business make him uniquely placed to manage his wide-ranging portfolio as CFO and Deputy CEO, providing insight to the Board on commercial and financial issues as well as merger and acquisition opportunities.

Rahul Welde (53): Independent Non-Executive Director and member of the Audit, ESG and Remuneration Committees

Tenure: Appointed July 2022

Outside interests: Chair of the Advisory Board of Migrant Leaders, a UK charity.

Rahul spent over 30 years working with Unilever PLC, most recently in a global role as the Executive Vice President of Global Digital Transformation, building capabilities across the digital spectrum, including new business models, innovation, partnerships, processes and training. Previously, Rahul was Unilever's Regional VP Media for Asia, Africa, Middle East, Turkey and Russia. Throughout his career he has worked in a diverse range of roles across functions and categories. He has been active in industry bodies, including as the Regional Vice President for The World Federation of Advertisers and chairman of the Mobile Marketing Association, Asia.

Reasons for election: Rahul brings a lifetime career of knowledge from the global fast-moving consumer goods sector. He has proven experience of leveraging digital technologies for the benefit of business. Rahul has deep expertise in media and marketing as well as in digital and transformation, leading large change programmes encompassing technology, processes and people.

Appendix 3 – Material Changes to the Company's Articles of Association

Electronic, Hybrid and Satellite meetings

Part J of the New Articles has been amended to allow for general meetings to be held electronically as well as physically. The changes have been introduced to provide the Board with greater flexibility to align with technological advances and evolving best practices. The changes introduced in the New Articles will allow for meetings to be held and conducted in such a way that persons who are not present together at the same place may attend at, speak and vote at the meeting by electronic means. The amendments give the Board discretion to convene a solely electronic meeting, a 'hybrid' meeting (being a meeting that has the facilities for shareholders to attend both in a physical place and via electronic platforms) or a physical meeting. Nothing in the New Articles will preclude physical general meetings being held and it is not the current intention of the Board to replace physical general meetings with electronic meetings but the Board wants to be prepared for the future and have the flexibility to hold hybrid or electronic meetings in exceptional circumstances where appropriate. The New Articles also give the Board discretion for meetings to be held in more than one place by way of satellite meeting. Consequential changes to facilitate these amendments have been made where applicable in the New Articles.

Notice of meeting

Article 50.1 has been amended so that an annual general meeting may be convened in 21 days' notice and all other general meetings may be convened at 14 days' notice.

Members under incapacity

New Article 69 has been added to provide clarity on the voting rights of a member under incapacity. A member's receiver, curator bonis or other person authorised by a court or official will be entitled to vote on the members behalf subject to the provisions of New Article 69.

Calls in arrears

New Article 70 prohibits a member from voting unless all moneys payable in respect of that share have been paid. This principal has been adopted by the Company in practice but is being included in the New Articles for clarity.

Disclosure of interests in shares

Article 76 has been simplified and amended to make clear that Chapter 5 of the Disclosure Guidance and Transparency Rules as published and amended from time to time by the United Kingdom Financial Conduct Authority shall apply to the Company and its members as if the Company were an "issuer" (and not, for the avoidance of doubt, a "non-UK issuer"). Shareholders are reminded that this means that a person must notify the Company of the percentage of its voting rights held directly or indirectly as shareholder pursuant to DTR 5.1.2R if the percentage of those voting rights reaches, exceeds or falls below 3%, 4%, 5%, 6%, 7%, 8%, 9%, 10% and each 1% threshold thereafter up to 100%.

Untraceable members and proceeds of sale

Article 77 has been amended to remove the specific requirements to publish newspaper advertisements and to notify regulatory authorities of intention to sell missing shareholders' shares in connection with tracing missing shareholders. Article 77 has been replaced with a more flexible obligation for the Company to use its reasonable efforts to trace the missing shareholder (in addition to an obligation to send a notice to the last known address of the missing shareholder). Article 78 has been amended so that in the event a shareholder is untraceable in accordance with Article 77, following completion of the procedure and the sale of the untraceable shareholder's share, the proceeds of the sale of that share will belong to the Company and the Company is no longer liable to hold the proceeds of the sale on behalf of the shareholder.

Directors

Article 86 has been updated, in line with the Company's existing practice, that all directors of the Company will retire and stand for annual re-election at each AGM. The amendments to Article 79 (increase in the maximum amount of directors to 15) and Article 95 (increase of aggregate directors' fees to £1,600,000 per annum) were approved by resolutions passed by members at the 2022 AGM.

Dividend payment procedures and unclaimed dividends

Article 135 has been amended to provide greater detail on the forms of dividend payments and, in particular, provide detail on the process for electronic payments. The Company's discretion to choose the form of dividend payment existed in the current Articles of Association but there was limited detail on the process around electronic payments. If the Board decides that a dividend payment will be made exclusively by electronic means, then a shareholder is required to nominate an account to receive that dividend payment. In the event that the payment fails or no account is nominated by a shareholder, the Company will credit that dividend payment to the account of the Company to be held until the shareholder nominates a valid account. In the event a shareholder does not nominate a valid account within 12 months of the dividend becoming payable (in accordance with the existing provisions in Article 137), the dividend may be treated as an unclaimed dividend and after six years may be liable to be forfeited. The Company will not be a trustee of the money and will not be liable to pay interest on it. If payment by any method has failed on three consecutive occasions following reasonable enquiries made within a period of 12 months by the Company, the Company shall not be obliged to send any further dividends or other moneys payable until notified of the correct nominated account or address to be used for the purpose in which case Article 137 on unclaimed dividends will apply. The Company considers it important to have the flexibility to cater for new developments and changes in practice, including considering the efficiency if the Company changed to electronic payment only.

Article 137 has been updated to include the scenario mentioned above (i.e. a shareholder failing to submit a valid account within 12 months of the dividend becoming payable), any such sum payable and unclaimed may, after a period of 12 months, be invested by the Company and the Company will not be the trustee of that amount and will not be liable to pay interest on it.

Electronic Communications

Articles 149 and 151 have been updated to include detail on electronic communications which may be issued by the Company instead of hard copy communications. New Article 151 provides greater detail on deemed service by way of electronic communications. A member will be deemed to receive an electronic communication the following day after the electronic communication has been issued by the Company (this has shortened the period from 24 hours).

Indemnity

The indemnity under Article 157 has been expanded to enable the Company to indemnify former directors and officers of the Company and any Group Company (as well as current directors and officers of the Company) to the fullest extent permitted by law.

