

A notification in accordance with LR 9.6.2, that the resolutions listed below were passed as special business at the Annual General Meeting of Games Workshop Group PLC (the 'Company'), held on 13 September 2017 at Willow Road, Lenton, Nottingham, NG7 2WS.

Ordinary resolutions

Resolution 8

That the directors of the Company be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to allot Relevant Securities (as defined below) up to an aggregate nominal amount of £530,286 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 12 December 2018 or, if earlier, the date 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 Relevant Securities to be allotted and the directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

Relevant Securities means: (i) shares in the Company other than shares allotted pursuant to an employee share scheme (as defined by section 1166 of the Act), a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security or a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security; (ii) any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the Act). References to the allotment of Relevant Securities in this resolution include the grant of such rights.

Special resolutions

Resolution 9

That subject to the passing of resolution 8 above, the directors of the Company be given the general power pursuant to sections 570 to 573 of the Companies Act 2006 (the 'Act') to allot or make offers or agreements to allot equity securities for cash, either pursuant to the authority conferred by resolution 8 above or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with a rights issue so that for this purpose 'rights issue' means an offer of equity securities open for acceptance for a period fixed by the directors to holders of equity securities on the register on a fixed record date in proportion (as nearly as may be) to their respective holdings of such securities or in accordance with rights attached thereto but subject to such exclusions or other arrangements as the directors consider necessary or expedient in relation to treasury shares, fractional entitlements or any legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory; and
- (b) the allotment of equity securities up to an aggregate nominal amount of £80,346.

The power granted by this resolution will expire on 12 December 2018 or, if earlier, the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired. This resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities as if either section 89(1) of the Companies Act 1985 or section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities. For the purposes of this resolution the expression 'equity securities' and references to 'allotment of equity securities' respectively have the meanings given to them in section 560 of the Act.

Resolution 10

That the Company be and is hereby granted general and unconditional authority for the purposes of section 701 of the Companies Act 2006 (the 'Act') to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 5p each in the capital of the Company ('ordinary shares') on such terms and in such manner as the directors may from time to time determine provided that:

- (c) the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company or on 12 December 2018 whichever is the earlier;
- (d) the maximum aggregate number of ordinary shares that may be purchased is 3,213,856;
- (e) the minimum price (excluding expenses) which may be paid for an ordinary share is 5p;
- (f) the maximum price (excluding expenses) which may be paid for an ordinary share is the higher of:
 - (i) an amount equal to 105 per cent of the average market value of an ordinary share in the Company for the five business days prior to the day on which the purchase is made; and (ii) the value of an ordinary share calculated on the basis of the higher of the price quoted for: (a) the last independent trade of; and (b) the highest current independent bid for, any number of the Company's ordinary shares on the trading venue where the purchase is carried out; and
- (g) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares in pursuance of any such contract.

Resolution 11

That:

- (a) £1,901,000 of the dividend of the Company paid on 2 June 2017 in technical breach of the Companies Act 2006 be treated as a loan to the shareholders of the Company who received such dividends (the 'Recipients') (an 'Unlawful Dividend');
- (b) the directors of the Company be and are hereby authorised to appropriate distributable profits of the Company (as shown in the interim accounts of the Company made up to 26 February 2017 and filed with Companies House on 17 July 2017) to the payment of £1,901,000 which shall be for an amount equal to the Unlawful Dividend, and on the Company's ordinary shares (a 'Rectification Dividend');
- (c) the Rectification Dividend shall be made to the relevant Recipients of the corresponding original Unlawful Dividend;
- (d) the Rectification Dividend shall not be satisfied in cash but shall be satisfied by the release of each shareholder of the Company who was a recipient of the Unlawful Dividend from the liability to repay the amount already paid to such shareholder in the form of the Unlawful Dividend;
- (e) any and all claims which the Company may have in respect of the payment of the Unlawful Dividend and/or the Rectification Dividend against its shareholders who received the Unlawful Dividend be waived and released and deeds of release in favour of such shareholders be entered into by the Company in the form of the deeds produced to this meeting and signed by the Chairman for the purpose of identification; and
- (f) any breach of duty committed by the directors of the Company arising out of or in connection with the approval, declaration or payment of the Unlawful Dividend be and is hereby ratified and that any and all claims which the Company may have against its directors (both past and present) arising out of or in connection with the approval, declaration or payment of the Unlawful Dividend be waived and released and that a deed of release in favour of each of the Company's relevant directors be entered into by the Company in the form of the deeds produced to this meeting and signed by the chairman for purposes of identification.

Secretary