

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to immediately seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended), if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser in a territory outside the United Kingdom.**

If you have sold or otherwise transferred all of your holding of ordinary shares of £0.01 each in the capital of Blockchain Worldwide plc (**Company**) (**Ordinary Shares**), please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, such documents should not be distributed, forwarded to or transmitted in or into, any jurisdiction in which such act would constitute a violation of the relevant laws or regulations in such jurisdiction. If you have sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain these documents and consult the stockbroker, bank manager or other agent through whom the sale or transfer was effected.

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## **BLOCKCHAIN WORLDWIDE PLC**

*(Incorporated and registered in England and Wales with registered number 10621059)*

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

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This document should be read as a whole. Your attention is drawn in particular to the letter from the non-executive chairman of the Company which is set out in this document which contains recommendations that you vote in favour of all of the Resolutions set out in the Notice of Annual General Meeting referred to below.

Notice of an Annual General Meeting of the Company, to be held at the offices of Fladgate LLP at 16 Great Queen Street, London WC2B 5DG at 10.00 a.m. on 11 March 2019, is set out at the end of this document. To be valid, the accompanying Form of Proxy should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street Farnham GU9 7DR by no later than 10.00 a.m. on 7 March 2019. Completion and return of a Form of Proxy will not preclude members of the Company from attending and voting in person at the Annual General Meeting should they so wish.

Copies of this document are available free of charge at the Company's registered office during normal business hours on any Business Day and shall remain available for at least one month after Admission. In addition, a copy of this document will also be available free of charge from the Company's website at <http://www.bloc-worldwide.com/>.

## LETTER FROM THE NON-EXECUTIVE CHAIRMAN

# Blockchain Worldwide plc

*(Incorporated and registered in England and Wales with registered number 10621059)*

*Directors:*

Jonathan Edward Hale (*Non-Executive  
Chairman*)  
Rodger Sargent (*Chief executive officer*)

*Registered office:*

4th Floor 43-44 Albemarle Street, London,  
England, W1S 4JJ

13 February 2019

*To all Shareholders*

Dear Shareholder

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

#### **1. Annual General Meeting**

I am pleased to report that the Company's first Annual General Meeting will be held on 11 March 2019 at 10.00 a.m. at the offices of Fladgate LLP, 16 Great Queen Street, London, WC2B 5DG. The formal notice of the Annual General Meeting is set out on page 6 of this document and contains the proposed resolutions to be considered and voted on at the meeting.

We enclose a copy of the annual report and accounts for the year ended 30 June 2018 which are the subject of the first proposed resolution. They can also be accessed from the "Documents and Announcements" page of our website (<http://www.bloc-worldwide.com/documents.html>).

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

A Form of Proxy is enclosed for use by Shareholders in connection with the Annual General Meeting. Whether or not you intend to be present at the Annual General Meeting in person, you are requested to complete and sign the Form of Proxy in accordance with the instructions printed on it and return it to the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street Farnham GU9 7DR as soon as possible and, in any event, so as to arrive not later than 10.00 a.m. on 7 March 2019. The completion and return of a Form of Proxy will not preclude you from attending the Annual General Meeting and voting in person should you subsequently wish to do so.

#### **3. Overseas Shareholders**

It is the responsibility of any person receiving a copy of this document outside of the United Kingdom to satisfy himself/herself as to the full observance of the laws and regulatory requirements of the relevant territory in connection therewith, including obtaining any governmental or other consents which may be required or observing any other formalities required to be observed in such territory and paying any other issue, transfer or other taxes due in such territory. Persons (including, without limitation, nominees and trustees) receiving this document should not send it into any jurisdiction when to do so would, or might, contravene local securities laws or regulations.

#### **4. Recommendation**

Each member of the Board who holds shares in the Company intends to vote in favour of each resolution in respect of their own beneficial holdings. The Directors unanimously recommend that Shareholders vote in favour of each resolution at the Annual General Meeting.

Yours faithfully

Jonathan Hale  
*Non-executive chairman*

## **Explanatory notes to the business of the AGM**

### **1. Report and accounts**

The directors of a public company are required to lay before the shareholders in a general meeting copies of the directors' reports, the independent auditors' report and the audited financial statements of the Company in respect of each financial year. In accordance with best practice the Company proposes, as an ordinary resolution, resolution 1 to receive its annual report and audited accounts for the year ended 30 June 2018.

### **2. Directors' remuneration report and policy**

As a company admitted to the Standard segment of the Official List of the UK Listing Authority the Company must:

- a. prepare a directors' remuneration report for the year ended 30 June 2018; and
- b. have a forward looking directors' remuneration policy in place,

each of which is to be approved by the shareholders.

The Company is seeking this approval by proposing, as ordinary resolutions, resolutions 2 and 3. The vote on resolution 2 is advisory only; no entitlement of a director to remuneration is conditional on resolution 2 being passed. The directors' remuneration policy is set out in the Company's audited accounts for the financial year ended 30 June 2018. It will come into effect once resolution 3 is passed and will expire at the next AGM (at which shareholder approval will be sought for a new forward looking directors' remuneration policy).

### **3. Re-appointment of directors**

In accordance with the Company's articles of association, each director must retire at the third annual general meeting after the annual general meeting or general meeting at which they were appointed. As the Company has not yet held an annual general meeting, each director must retire and seek re-appointment.

Resolutions 4 and 5 will be proposed as ordinary resolutions. The Board believes that each of its members continues to be vital to the Company's success, makes a positive contribution to the Board and demonstrates the utmost commitment to their role.

Brief biographical details of each director are set out below:

**Jonathan Hale** - Jonathan Hale was chief financial officer of 32Redplc, the AIM listed Gibraltar-based online gaming company, between November 2006 and March 2018. As chief financial officer, Jonathan has been instrumental in several corporate transactions, including the sale of the Betdirect sports betting business to Stan James in 2007 and the acquisition of the Roxy Palace online casino business in 2015. In February 2017, Kindred Group Plc made an offer to acquire the entire share capital of 32Red Plc for £176 million and the takeover completed on 5 June 2017. Prior to his appointment at 32Red plc, Jonathan qualified as a chartered accountant with PriceWaterhouseCooper in 1998, before leaving to work in the finance department of Capital Corporation plc, an operator of high roller land-based casinos. Following the sale of Capital Corporation plc to Stanley Leisure plc, Jonathan co-founded Property Internet Plc and Alan Brazil Leisure Plc and served as finance director of the Sports Café Group for four year between 2001 and 2005.

**Rodger Sargent** - Rodger Sargent has been the founder and finance director of a number of quoted and private companies over the past fifteen years. Mr Sargent has also been a director

of Sports Internet Group Plc, Audioboom Group Plc and Bigblu Broadband plc. He previously ran the family office of Betfair founder, Andrew Black. He qualified as a chartered accountant with PriceWaterhouseCooper, London in 1996.

#### **4. Re-appointment of auditors and remuneration**

For each financial year in respect of which auditors are to be appointed, the Company is required to appoint auditors before the end of the general meeting at which the annual reports and accounts for the previous financial year are laid before members. haysmacintyre LLP has indicated willingness to continue as the Company's auditor. Resolutions 6 and 7 are ordinary resolutions to re-appoint them and give the directors the discretion to determine their remuneration.

#### **5. Directors' authority to allot shares**

The directors currently have authority to allot ordinary shares in the Company and to grant rights to subscribe for or convert any securities into shares in the Company. This authority was granted at the time the Company re-registered as a public limited company in connection with its admission to the main market of the London Stock Exchange plc and is due to expire at the conclusion of the AGM. The Board is seeking, by resolution 8, to renew that authority over ordinary shares up to a maximum nominal amount of £109,500 (one hundred and nine thousand, five hundred pounds), representing 30% of the Company's issued share capital as at 12 February 2019 (being the latest practicable date prior to publication of this document).

If approved by shareholders this authority will expire on 30 June 2020 or, if earlier, at the conclusion of the Company's next annual general meeting.

#### **6. Dis-application of statutory pre-emption rights**

The directors currently have the power, in certain circumstances, to allot equity securities for cash other than in accordance with statutory pre-emption rights (which require a company to offer all allotments for cash first to existing shareholders in proportion to their holdings). This power was granted at the time the Company re-registered as a public limited company in connection with its admission to the main market of the London Stock Exchange plc and is due to expire at the conclusion of the AGM. The Board is seeking, by resolution 9, to renew this power (on the same basis as the existing power) to apply in circumstances where:

1. the allotment takes place in connection with a rights issue or other pre-emptive offer; or
2. the allotment is limited to a maximum nominal amount of £109,500 (one hundred and nine thousand, five hundred pounds), representing approximately 30% of the nominal value of the issued ordinary share capital of the Company as at 12 February 2019 being the latest practicable date before publication of this notice.

If approved by shareholders this power will expire on 30 June 2020 or, if earlier, at the conclusion of the Company's next annual general meeting.

#### **7. Notice of general meetings**

The Company, being admitted to trading on the main market of the London Stock Exchange plc, can call a general meeting (that is not an annual general meeting) on not less than 14 days' notice if a resolution reducing the period of notice was passed at the last annual general meeting or a general meeting held since the last annual general meeting (as the case may be). The effect of this is that for the Board to have the ability to call a general meeting on not less than 14 days' notice resolution 10 must be passed at the AGM.

# Blockchain Worldwide plc

*(Incorporated and registered in England and Wales with registered number 10621059)*

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS GIVEN** that an Annual General Meeting of the members of Blockchain Worldwide plc (**Company**) will be held at the offices of Fladgate LLP at 16 Great Queen Street, London WC2B 5DG on 11 March 2019 at 10.00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions of which Resolutions 1 to 8 (inclusive) will be proposed as ordinary resolutions and Resolutions 9 and 10 as special resolutions.

### ORDINARY RESOLUTIONS

#### Report and accounts

1. To receive the audited accounts for the financial year ended 30 June 2018 together with the auditors' and directors' reports on those accounts.
2. To approve the directors' remuneration report for the year ended 30 June 2018 set out in the audited accounts for the financial year ended 30 June 2018.
3. To approve the directors' remuneration policy in the form set out in the directors' remuneration report for the financial year ended 30 June 2018.

#### Reappointment of Director

4. To reappoint Jonathan Hale as a director of the Company.
5. To reappoint Rodger Sargent as a director of the Company.

#### Reappointment of Auditors

6. To reappoint haysmacintyre LLP as auditors of the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid before the Company.

#### Auditors' remuneration

7. To authorise the directors to fix the auditors' remuneration.

#### Directors' authority to allot shares

8. That:
  - 8.1 the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (CA 2006) to issue and allot shares in the Company or grant rights to subscribe for or to convert any security into shares of the Company (Rights) up to an aggregate nominal amount of £109,500, provided that this authority will, unless previously renewed, varied or revoked, expire on 30 June 2020 or, if earlier, at the conclusion of the next annual general meeting of the Company except that the Company may, before such expiry, make offers or agreements which would or might require Rights to be allotted or granted after such expiry and the Directors may allot or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired; and
  - 8.2 this authority revokes and replaces all unexercised authorities previously granted to the Directors to allot or grant Rights, but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

## **SPECIAL RESOLUTIONS**

9. That, subject to the passing of resolution 8:
- 9.1 in accordance with section 570 CA 2006, the directors be given the general power to allot equity securities (as defined in section 560 CA 2006) for cash, pursuant to the authority conferred by resolution 8 for cash as if section 561(1) CA 2006 did not apply to any such allotment. This power is limited to:
- 9.1.1 (subject to such exclusions or other arrangements as the board of directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in, or under, the laws of any territory or the requirements of any regulatory body or stock exchange) the allotment of equity securities in connection with an offer by way of a rights issue;
- 9.1.1.1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
- 9.1.1.2 holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,
- 9.1.2 the allotment (otherwise than pursuant to paragraph 9.1.1) of equity securities up to an aggregate nominal amount of £109,500; and
- 9.2 the directors may, for the purposes of 9.1, impose any limits or restrictions and make any arrangements which they consider necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or any regulatory body or stock exchange;
- 9.3 the power granted by this resolution will expire on 30 June 2020 or, if earlier, at the conclusion of the next annual general meeting of the Company (unless previously renewed, varied or revoked by the Company prior to or on such date) except 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 pursuant to any such offer or agreement notwithstanding that the power conferred by this resolution has expired; and
- 9.4 this resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities as if section 561(1) CA 2006 did not apply but without prejudice to any allotment of equity securities already made, offered or agreed to be made pursuant to such authorities.
10. That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

Dated: 13 February 2019

By order of the Board

Rodger Sargent  
*Company Secretary*

*Registered office:*

4th Floor 43-44 Albemarle Street,  
London, W1S 4JJ

## EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING:

### *Appointment of proxies*

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you must appoint your own choice of proxy (not the chairman) and give your instructions directly to the relevant person.
3. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street Farnham GU9 7DR. If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
4. If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against a resolution.

### *Appointment of a proxy using the hard copy proxy form*

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
6. To appoint a proxy using the proxy form, it must be
  - (a) completed and signed;
  - (b) sent or delivered to the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street Farnham GU9 7DR; and
  - (c) received by the Company's registrars no later than 10.00 a.m. on 7 March 2019.
7. 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 for the company.
8. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001 (SI 2001/3755), specifies that only those ordinary shareholders registered in the register of members of the Company by close of business on 7 March 2019 or, if the meeting is adjourned, in the register of members at close of business on the day two days before the date of any adjourned meeting will be entitled to attend or vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. 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.

### *Appointment of proxies through CREST*

10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.



11. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID: 7RA36) by 10.00 a.m. on 7 March 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
13. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (SI 2001/3755).

#### *Appointment of proxy by joint members*

14. 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 (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

#### *Changing proxy instructions*

15. To change your proxy instructions simply submit a new proxy appointment using the methods set out in paragraphs 6 or 11 above. Note that the cut off time for receipt of proxy appointments specified in those paragraphs also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
16. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company's registrar as indicated in paragraph 3 above.
17. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

#### *Termination of proxy appointments*

18. 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 registrar as indicated in paragraph 3 above. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. 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.
19. The revocation notice must be received by the Company no later than 10.00 a.m. on 7 March 2019.
20. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 21 below, your proxy appointment will remain valid.
21. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

#### *Corporate representatives*

22. A corporation, which is a member, can appoint one or more corporate representatives, who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

#### *Issued shares and total voting rights*

23. As at 6.00 p.m. on 12 February 2019 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital comprised 36,500,000 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 6.00 p.m. on 12 February 2019 is 36,500,000.

#### *Communication*

24. You may not use any electronic address provided either in this notice of meeting or any related documents (including the document within which this notice of meeting is incorporated and the proxy form) to communicate with the Company for any purposes other than those expressly stated.