



Hollywood Bowl Group plc

Notice of the 2025 Annual General Meeting of Hollywood Bowl Group plc

To be held on Thursday 30 January 2025 at 9.30am (London time)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, please take advice immediately from an independent financial adviser authorised under the Financial Services and Markets Act 2000.

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

Letter from the Chairman

3 January 2025

Dear shareholder,

On behalf of the directors of Hollywood Bowl Group plc (together the Directors), it gives me great pleasure to write to you with details of the 2025 Annual General Meeting (AGM) of Hollywood Bowl Group plc (the Company) which will be held at Berenberg Bank, 60 Threadneedle Street, London EC2R 8HP, on Thursday 30 January 2025 at 9.30am (London time).

The formal Notice of AGM (the AGM Notice) is set out on the following pages of this document, detailing the resolutions that the shareholders are being asked to vote on along with explanatory notes of the business to be conducted at the AGM. The AGM provides shareholders with an opportunity to communicate with the Directors and we welcome your participation.

Board changes

As announced on 7 October 2024, the 2025 AGM will be my last as Chair of the Board and as a Director of the Company after 10 years' service. Following a rigorous and independent recruitment process led by Rachel Addison in her capacity as the Company's Senior Independent Director and member of the Nomination Committee, the Board appointed Darren Shapland as a Non-Executive Director and Chair Designate on 1 December 2024, and subject to his election by shareholders Darren will succeed me as Chair of the Board on conclusion of the AGM. Darren brings significant experience in retail and consumer businesses, and as a non-executive director and chair of listed companies. Biographical information about Darren is set out on page 10 of this document, along with biographies of all of the remaining Directors who are seeking re-election by shareholders.

It has been a pleasure to chair the Board of the Company over the last ten memorable and exciting years, and I shall very much enjoy watching the Company's continued domestic and international growth in the years ahead.

Proposed Remuneration Policy

The Directors' Remuneration Policy was last approved by shareholders at our 2022 Annual General Meeting. As required by law, we are inviting you to approve a new Remuneration Policy (the Policy) for Directors this year in addition to the customary advisory vote on the Directors' Remuneration Report. As described in Julia Porter's (our Remuneration Committee Chair) statement on pages 105 to 107 in our FY2024 Annual Report, the proposed changes to the Policy follow a detailed review by the Committee during the year, and engagement with our significant shareholders to establish their views and support.

Questions

The AGM is an important opportunity for all shareholders to express their views by asking questions and voting. It will be possible to put questions to the meeting by raising your hand if you are attending in person. If you are unable to attend, you can still submit a question on the business of the meeting in advance. Please write to the Company Secretary at Focus 31, West Wing, Cleveland Road, Hemel Hempstead, Hertfordshire HP2 7BW, or email: hollywoodbowl@bernwoodcosec.co.uk. You may submit questions related to the business of the AGM up until 9.30 am on Tuesday 28 January 2025 and we will provide answers to any questions received as if they had been asked at the AGM and where we would have been required to do so pursuant to Section 319A of the Companies Act 2006. We will consider all questions received and, if appropriate and relating to the business of the AGM, provide a written response and post a response on the Investors section of the Company's website.

Action to be taken

In line with our continuing commitment to reduce our environmental impact, we will not be issuing hard copy forms of proxy for the 2025 AGM in the post. Instead, you may appoint a proxy online at www.signalshares.com. You will need your Investor Code, which can be found on your share certificate. If you require assistance, or if you would like to request a paper form of proxy, please contact our registrar, Link Group, whose contact details are set out in this document. If your shares are held in CREST, you may vote electronically via CREST as detailed in the notes to the Notice of AGM on page 9. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the registrar. For further information regarding Proxymity, please go to www.proxymity.io and refer to the notes to the Notice of AGM on page 9.

Whether or not you intend to attend the AGM, please complete and submit a proxy appointment in accordance with the notes to the AGM Notice set out in this document. To be valid, the proxy appointment must be received no later than 9.30am on Tuesday 28 January 2025.

The appointment of a proxy (whether online or in hard copy) and voting electronically will not prevent you from attending and voting at the AGM in person if you wish. If I am appointed as proxy I will, of course, vote in accordance with any instructions given to me. If I am given discretion as to how to vote, I will vote in favour of each of the resolutions to be proposed at the AGM.

Recommendation

The Directors believe that the resolutions set out in the AGM Notice are in the best interests of the Company and its shareholders as a whole and unanimously recommend that shareholders vote in favour of all of the resolutions to be proposed at the AGM. The Directors who own ordinary shares intend to vote in favour of the resolutions to be proposed at the AGM.

I look forward to seeing you at the AGM.

Yours faithfully

Peter Boddy

Chair

Notice of the Annual General Meeting

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of Hollywood Bowl Group plc (the Company) will be held at Berenberg Bank, 60 Threadneedle Street, London EC2R 8HP, on Thursday 30 January 2025 at 9.30am (London time) to consider and, if thought appropriate, pass the following resolutions of which Resolutions 1 to 14 will be proposed as ordinary resolutions and Resolutions 15 to 18 will be proposed as special resolutions.

Ordinary resolutions

Report and accounts

1. To receive the Directors' report and the accounts for the Company for the year ended 30 September 2024 (the 2024 Annual Report).

Dividends

2. To declare a final dividend of 8.08 pence per ordinary share for the year ended 30 September 2024.

Directors' remuneration

3. To approve the Directors' remuneration report for the year ended 30 September 2024, excluding the Directors' Remuneration Policy set out on pages 109 to 118 of the 2024 Annual Report.
4. To approve the Directors' Remuneration Policy, the full text of which is set out on pages 109 to 118 of the 2024 Annual Report.

Directors

5. To elect Darren Shapland as a Director.
6. To re-elect Rachel Addison as a Director.
7. To re-elect Stephen Burns as a Director.
8. To re-elect Melanie Dickinson as a Director.
9. To re-elect Laurence Keen as a Director.
10. To re-elect Julia Porter as a Director.
11. To re-elect Ivan Schofield as a Director.

Auditor

12. To reappoint KPMG LLP as auditor of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM at which accounts are laid before the Company.
13. To authorise the Audit Committee of the Company to fix the remuneration of the auditor.

Directors' authority to allot shares

14. To generally and unconditionally authorise the Directors pursuant to and in accordance with Section 551 of the Companies Act 2006 (the 2006 Act) to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares in the Company:

(A) up to an aggregate nominal amount of £573,612; and

(B) comprising equity securities (as defined in Section 560(1) of the 2006 Act) up to a further aggregate nominal amount of £573,612 in connection with an offer by way of a rights issue,

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the 2006 Act and to expire at the end of the next Annual General Meeting or on 31 March 2026, whichever is the earlier, but in each case so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority ends.

For the purposes of this resolution, 'rights issue' means an offer to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) 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,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

Special resolutions

Disapplication of pre-emption rights

15. That if Resolution 14 is passed, the Directors be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

(A) to allotments for rights issues and other pre-emptive issues;

Notice of the Annual General Meeting continued

Special resolutions continued

Disapplication of pre-emption rights continued

(B) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount of £172,083; and

(C) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) or paragraph (B) above up to a nominal amount equal to 20 per cent of any allotment of securities or sale of treasury shares from time to time under paragraph (B) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next AGM of the Company or, if earlier, at the close of business on 31 March 2026 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

16. That if Resolution 14 is passed, the Directors be authorised in addition to any authority granted under Resolution 15 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

(A) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £172,083, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and

(B) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount equal to 20 per cent of any allotment of equity securities or sale of treasury shares from time to time under paragraph (A) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next AGM of the Company or, if earlier, at the close of business on 31 March 2026 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Authority to purchase own shares

17. To unconditionally and generally authorise the Company for the purpose of Section 701 of the 2006 Act to make market purchases (as defined in Section 693(4) of the 2006 Act) of ordinary shares of £0.01 each in the capital of the Company provided that:

(A) the maximum number of ordinary shares which may be purchased is 17,208,385;

(B) the minimum price which may be paid for each share is £0.01;

(C) the maximum price which may be paid for an ordinary share is an amount equal to the higher of (i) 105 per cent of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System; and

(D) this authority shall expire at the conclusion of the Company's next Annual General Meeting or, if earlier, 31 March 2026 (except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

Notice of general meetings

18. To authorise the Directors to call a general meeting other than an Annual General Meeting on not less than 14 clear days' notice.

By order of the Board

Bernwood Cossec Limited

Company Secretary
3 January 2025

Registered in England and Wales No. 10229630

Registered office:

Focus 31, West Wing, Cleveland Road, Hemel Hempstead Industrial Estate, Hemel Hempstead,
Hertfordshire, England
HP2 7BW

Explanatory notes to the notice of Annual General Meeting

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 14 are proposed as ordinary resolutions. For each of these resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 15 to 18 are proposed as special resolutions. For each of these resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1: Report and accounts

The first item of business is the receipt by the shareholders of the Directors' report and the accounts of the Company for the year ended 30 September 2024 (the 2024 Annual Report). The Directors' report, the accounts and the report of the Company's auditor on the accounts and on those parts of the Directors' remuneration report that are capable of being audited are contained within the Annual Report.

Resolution 2: Declaration of final dividend

Resolution 2 deals with the recommendation of the Directors that a final dividend of 8.08 pence per ordinary share be paid. If approved, it is intended that the dividend will be paid to ordinary shareholders on 21 February 2025 that were on the register at the close of business on 31 January 2025.

Resolution 3: Annual remuneration report

This resolution seeks shareholder approval of the Directors' remuneration report for the year ended 30 September 2024 (excluding the Directors' Remuneration Policy which is subject to a separate binding vote under Resolution 4), which is set out on pages 105 to 127 of the 2024 Annual Report. The Company's auditor, KPMG LLP, has audited those parts of the Directors' remuneration report that are required to be audited and its report may be found on pages 133 to 140 of the 2024 Annual Report.

This resolution is subject to an 'advisory vote' by shareholders. In the event that the resolution is not passed, payments made or promised to Directors will not have to be repaid, reduced or withheld.

Resolution 4: Directors' Remuneration Policy

The Directors' Remuneration Policy is contained in the Directors' remuneration report and can be found on pages 109 to 118 of the 2024 Annual Report. The Directors are required to seek shareholder approval for a Remuneration Policy at least every three years, except in the event that a change to the Policy is proposed or the advisory vote on the Directors' remuneration report is not passed in any year subsequent to the approval of the Policy.

The Company's current Remuneration Policy was last approved by shareholders at the Annual General Meeting in 2022. Accordingly, shareholders are invited to approve the new Directors' Remuneration Policy by voting on Resolution 4. The Policy sets out the Company's forward-looking policy on Directors' remuneration and is subject to a binding shareholder vote. If Resolution 4 is passed, the Policy will take effect from the date of this AGM (the Effective Date) and, from the Effective Date, the Company may not make a remuneration payment or payment for loss of office to a person who is, or is to be, or has been a director of the Company unless that payment is consistent with the approved Policy, or such payment has otherwise been approved by a shareholders' resolution. If Resolution 4 is not passed, the Remuneration Policy approved at the 2022 Annual General Meeting will continue in effect.

Resolutions 5 to 11: Election and re-election of Directors

In accordance with the Company's Articles of Association all Directors of the Company, having not previously been elected by shareholders, are required to submit themselves for election by shareholders. Darren Shapland will therefore submit himself for election by shareholders having been appointed to the Board since the Company's 2024 AGM. In addition, the Board continues to comply with the UK Corporate Governance Code requirement that all other Directors submit themselves for re-election by shareholders. As previously announced, and in accordance with agreed Board succession plans, Peter Boddy (who has served as Chair of the Board since 2014) will retire from the Board at the AGM, and is therefore not submitting himself for re-election by shareholders.

Biographical details of each of the Directors who are seeking election or re-election appear on pages 10 to 11 of this document. The Board believes that each Director brings considerable and wide-ranging skills and experience to the Board as a whole and continues to make an effective and valuable contribution to the deliberations of the Board. Each Director has continued to perform effectively and demonstrate commitment to their role.

The Board carries out a review of the independence of its Directors on an annual basis. In considering the independence of the independent Non-Executive Directors proposed for re-election, the Board has taken into consideration the guidance provided by the UK Corporate Governance Code. Accordingly, the Board considers that Darren Shapland was independent on his appointment to the Board (and will be independent at the point that he succeeds Peter Boddy as Chair), and that Rachel Addison, Ivan Schofield and Julia Porter continue to be independent in accordance with the UK Corporate Governance Code.

It is the intention of the Board that all Directors will continue to submit themselves for annual re-election by shareholders.

Resolution 12: Reappointment of auditor

The auditor of a company must be appointed or reappointed at each general meeting at which the accounts are laid. Resolution 13 proposes, on the recommendation of the Audit Committee, the appointment of KPMG LLP as the Company's auditor, until the conclusion of the next general meeting of the Company at which accounts are laid.

Resolution 13: Remuneration of auditor

This resolution seeks shareholder consent for the Audit Committee of the Company to set the remuneration of the auditor.

Resolution 14: Directors' authority to allot shares

The purpose of Resolution 14 is to renew the Directors' power to allot shares. The authority in paragraph (A) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to approximately one-third (33.3 per cent) of the total issued ordinary share capital of the Company (exclusive of treasury shares) which as at 17 December 2024, being the latest practicable date prior to publication of this notice of meeting (the Latest Practicable Date), is equivalent to a nominal value of £573,612.

The authority in paragraph (B) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a rights issue up to a further nominal value of £573,612, which is equivalent to approximately one-third (33.3 per cent) of the total issued ordinary share capital of the Company (exclusive of treasury shares) as at the Latest Practicable Date. The Company currently holds no shares in treasury.

There are no present plans to undertake a rights issue or to allot new shares other than in connection with employee share incentive plans. The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

If the resolution is passed the authority will expire on the earlier of 31 March 2026 and the end of the Annual General Meeting in 2026.

Resolutions 15 and 16: Disapplication of pre-emption rights

If the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings.

Resolution 15 deals with the authority of the Directors to allot new shares or other equity securities pursuant to the authority given by Resolution 14, or sell treasury shares, for cash without the shares or other equity securities first being offered to shareholders in proportion to their existing holdings. Such authority shall only be used in connection with a pre-emptive offer, or otherwise, up to an aggregate nominal amount of £172,083, being approximately 10 per cent of the total issued ordinary share capital of the Company as at the Latest Practicable Date (plus a further authority of up to 2 per cent of issued share capital to be used only for the purposes of making a follow-on offer of the kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Group Statement of Principles). As at the Latest Practicable Date the Company holds no treasury shares.

The Pre-Emption Group Statement of Principles supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities (and sales of treasury shares for cash) representing no more than an additional 10 per cent of issued ordinary share capital (exclusive of treasury shares) (with a further authority of up to 2 per cent of issued share capital to be used only for the purposes of making a follow-on offer of the kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Group Statement of Principles), to be used only in connection with an acquisition or specified capital investment. The Pre-Emption Group Statement of Principles defines 'specified capital investment' as meaning one or more specific capital investment related uses for the proceeds of an issuance of equity securities, in respect of which sufficient information regarding the effect of the transaction on the Company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, and in line with the template resolutions published by the Pre-Emption Group, Resolution 16 seeks to authorise the Directors to allot new shares and other equity securities pursuant to the authority given by Resolution 14, or sell treasury shares, for cash up to a further nominal amount of £172,083, being approximately 10 per cent of the total issued ordinary share capital of the Company as at the Latest Practicable Date, only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding 12-month period and is disclosed in the announcement of the issue. Resolution 16 also provides for a further authority for no more than 2 per cent of issued share capital to be used only for the purposes of making a follow-on offer of a kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Group Statement of Principles.

If the authority given in Resolution 16 is used, the Company will publish details of the placing in its next Annual Report.

If these resolutions are passed, the authorities will expire at the end of the next AGM or on 31 March 2026, whichever is the earlier.

The Board considers the authorities in Resolutions 15 and 16 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a rights issue or other pre-emptive offer without the need to comply with the strict requirements of the statutory pre-emption provisions.

In the event of the Company issuing shares non-pre-emptively for cash pursuant to the general disapplication of pre-emption rights authorities described above, the Board intends to adhere to the Pre-Emption Group Statement of Principles, including, but not limited to: consulting (where reasonably practicable and permitted by law) with major shareholders prior to the announcement of the issues; providing an explanation of the background to and reasons for the offer and the proposed use of proceeds; as far as possible, making the issue on a soft pre-emptive basis; giving due consideration to the involvement (in the placing and/or in a follow-on issue) of retail investors and existing investors not allocated shares as part of a soft pre-emptive process; involving management in the process of allocation of the shares issued; and, after completion of the issue, making a post-transaction report as described in Section 2B of the Pre-Emption Group Statement of Principles.

Resolution 17: Purchase of own shares

The effect of Resolution 17 is to renew the authority granted to the Company to purchase its own ordinary shares, up to a maximum of 17,208,385 ordinary shares, until the Annual General Meeting in 2026 or 31 March 2026, whichever is the earlier. This represents 10 per cent of the ordinary shares in issue (excluding shares held in treasury) as the Latest Practicable Date. The Company's exercise of this authority is subject to the stated upper and lower limits on the price payable. The Directors believe that it is advantageous for the Company to have the flexibility to purchase its own shares, and this resolution provides the authority from shareholders to do so. The authority to purchase the Company's own ordinary shares will only be exercised if the Directors consider that there is likely to be a beneficial impact on earnings per ordinary share and that it is in the best interests of the Company at the time. Any shares which would be bought back may either be cancelled or held in treasury (pursuant to the Companies Act 2006).

The Company will not, save in accordance with a predetermined, irrevocable and non-discretionary programme, repurchase shares in the period immediately preceding the preliminary announcement of its annual or interim results as dictated by the UK Listing Rules or Market Abuse Regulation (as applicable in the UK) (UK MAR) or, if shorter, between the end of the financial period concerned and the time of a relevant announcement or, except in accordance with the UK Listing Rules and the MAR, at any other time when the Directors would be prohibited from dealing in shares.

Options to subscribe for a total of 1,751,748 shares, being 1.02 per cent of the issued ordinary share capital (excluding treasury shares), were outstanding at the Latest Practicable Date. If the existing authority given at the 2024 AGM and the authority being sought under Resolution 17 were to be fully used, these would represent 1.27 per cent of the Company's issued ordinary share capital (excluding treasury shares) at that date.

Resolution 18: Notice of general meetings

Under the Companies Act 2006, as amended, the notice period required for all general meetings of the Company is 21 days, though shareholders can approve a shorter notice period for general meetings that are not Annual General Meetings, which cannot, however, be less than 14 clear days. Annual General Meetings will continue to be held on at least 21 clear days' notice. The shorter notice period for which shareholder approval is sought under Resolution 18 would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. In the event that a general meeting is called on less than 21 days' notice, the Company will meet the requirements for electronic voting under The Companies (Shareholders' Rights) Regulations 2009. Shareholder approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

Further notes

1. A shareholder is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend, speak and vote at the AGM. A proxy need not be a shareholder of the Company.
2. A shareholder may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the shareholder may result in the proxy appointment being invalid. A proxy may only be appointed in accordance with the procedures set out in notes 3 and 4 below.
3. Shareholders may appoint a proxy, and vote, either:
 - by visiting www.signalshares.com, and following the instructions;
 - by requesting a hard copy form of proxy directly from the registrar, Link Group, via email at shareholderenquiries@linkgroup.co.uk or by telephone on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00am and 5.30pm Monday to Friday excluding public holidays in England and Wales;
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 19 to 22 below; or
 - if you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform in accordance with the procedures set out in note 23 below.
4. In order for a proxy appointment to be valid, the appointment must be received by the Company's registrar, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL, by no later than 9.30am on Tuesday 28 January 2025 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).
5. If shareholders return more than one proxy appointment, either by electronic communication or hard copy form of proxy, the appointment received last by the registrar before the latest time for receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
6. In the case of joint holders of a share the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names appear in the register of members in respect of the share.
7. Unless otherwise indicated on the form of proxy, CREST voting, Proximity or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
8. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 (nominated persons). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
9. Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. The total number of issued ordinary shares (exclusive of treasury shares) in the Company on 17 December 2024, which is the latest practicable date before the publication of this document, is 172,083,853 carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 17 December 2024 is 172,083,853.
10. Entitlement to vote at the AGM, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members as at close of business on 28 January 2025 or, if the meeting is adjourned, close of business on the day which is two days prior to the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.
11. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
12. Shareholders should note that, under Section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting for the financial year ended 30 September 2024; or (ii) any circumstance connected with an auditor of the Company appointed for the financial year ended 30 September 2024 ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

13. Any shareholder attending the AGM has the right to ask questions relating to the business being dealt with at the meeting which, in accordance with Section 319A of the Companies Act 2006 and subject to some exceptions, the Company must cause to be answered. Shareholders who wish to ask questions relating to the business of the meeting can also do so by sending them in advance of the meeting to hollywoodbowl@bernwoodcosec.co.uk by no later than 9.30am on 28 January 2025.
14. A copy of this notice and other information required by Section 311A of the Companies Act 2006 can be found at www.hollywoodbowlgroup.com.
15. Each of the resolutions to be put to the AGM will be voted on by poll. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. The results of the poll will be published on the Company's website and notified to the London Stock Exchange once the votes have been counted and verified.
16. Members may not use any electronic address provided in either this notice of meeting or any related documents (including any form of proxy) to communicate with the Company for any purposes other than those expressly stated.
17. Copies of Directors' service contracts or letters of appointment will be available for inspection on request during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) at the registered office of the Company at Focus 31, West Wing, Cleveland Road, Hemel Hempstead Industrial Estate, Hemel Hempstead, Hertfordshire HP2 7BW, up to and including the date of the AGM, and at the AGM venue from 15 minutes before the AGM until it ends.
18. Except as provided above, shareholders who have general queries about the AGM should either email at shareholderenquiries@linkgroup.co.uk or call the registrar's helpline on 0371 664 0300, or write to the registrar, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL. No other methods of communication will be accepted.

For CREST members only:

19. CREST members who wish to appoint a proxy or proxies for the AGM (or any adjournment of it) through the CREST electronic proxy appointment service may do so 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.
20. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. 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, in order to be valid, be transmitted so as to be received by the issuer's agent (ID: RA10) by no later than 9.30am on Tuesday 28 January 2025 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting). 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. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
21. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited 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 or her CREST sponsor or voting service provider(s) take(s)) such action as shall be 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.
22. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Proximity voting:

23. 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 9.30am on Tuesday 28 January 2025 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.

Stephen Burns

Chief Executive Officer

Appointment

Stephen joined the Group as Business Development Director in 2011. He was promoted to Managing Director in 2012 and became Chief Executive Officer in 2014.

Skills and experience

Before joining the Group, Stephen worked within the health and fitness industry, holding various roles within Cannons Health and Fitness Limited from 1999. He became Sales and Client Retention Director in 2007 upon the acquisition of Cannons Health and Fitness Limited by Nuffield Health, and became Regional Director in 2009. In 2011, Stephen was appointed to the operating board of MWB Business Exchange, a public company specialising in serviced offices, meeting and conference rooms, and virtual offices.

Stephen is Chair of the Inn Collection Group.

Committee membership

CR

Committee membership

- A Audit Committee
- N Nomination Committee
- R Remuneration Committee
- CR Corporate Responsibility Committee
- Chair
- Member

Laurence Keen

Chief Financial Officer

Appointment

Laurence joined the Group as Finance Director in 2014.

Skills and experience

Laurence has a first-class degree in business, mathematics and statistics from the London School of Economics and Political Science. He qualified as a Chartered Accountant in 2000 and has been an ICAEW Fellow since 2012. Previously, Laurence was UK Development Director for Paddy Power from 2012. He has held senior retail and finance roles for Debenhams plc, Pizza Hut (UK) Limited and Tesco plc. He was also a Non-Executive Director of Tortilla Mexican Grill PLC from its IPO until May 2023.

Melanie Dickinson

Chief People Officer

Appointment

Melanie joined the Group as Talent Director in October 2012.

Skills and experience

Melanie has over 20 years of HR experience across the leisure and hospitality sectors.

Starting her career in retail operations before moving into HR, Melanie has held HR roles at Pizza Express, Holmes Place Health Clubs and Pizza Hut UK, as well as obtaining a postgraduate diploma in personnel and development.

Most recently, she headed the People function at Zizzi Restaurants, part of the Gondola Group.

Committee membership

CR

Darren Shapland

Independent

Non-Executive Director and Chair Designate

Appointment

Darren joined the Group as an Independent Non-Executive Director and Chair Designate in December 2024.

Skills and experience

Darren has 40 years experience in retail and consumer businesses serving in leadership, executive and Non-Executive positions.

He held both financial and general management roles at Burton Group plc including Supply Chain Director for the fashion brands, Finance Director for Top Shop/Top Man and Managing Director for the Home Shopping business. Subsequently he was Chief Financial Officer for Superdrug, Carpetright plc and then Sainsburys plc. He completed his executive career as Chief Executive of Carpetright plc.

More recently Darren has been a Non-Executive Director and Chair at a number of public, venture capital and private equity backed businesses. Darren's public Chair roles have included Poundland plc and Topps Tiles plc. He was also Audit Committee Chair at Ladbrokes plc and Ferguson plc. He is currently a Non-Executive Director at JD Sports plc where he chairs the ESG Committee.

Committee membership

N CR

Rachel Addison

Senior Independent Non-Executive Director

Appointment

Rachel joined the Group as an Independent Non-Executive Director in September 2023.

Skills and experience

A member of the Institute of Chartered Accountants in England and Wales, Rachel has held senior financial, operational and board level roles throughout her career. She was Chief Financial Officer at both Future plc and TI Media Limited; Managing Director for Reach Regionals; both CFO and Chief Operating Officer for Local World Limited and Northcliffe Media Limited; and Head of Risk Management at Boots the Chemist.

Rachel is currently a Non-Executive Director of Marlowe plc, a business-critical services provider; Watkin Jones plc, a housing developer and manager of student and build-to-rent accommodation; Gamma Communications plc, a leading supplier of Unified Communications (UCaaS) as a Service into Western European markets; and Wates Group, the UK's leading family-owned development, building and property services company.

Committee membership



Julia Porter

Independent Non-Executive Director

Appointment

Julia joined the Group as an Independent Non-Executive Director in September 2022.

Skills and experience

Julia has more than 30 years' experience encompassing executive and non-executive roles in advertising, media and the technology sectors in the UK and globally. She has held executive director roles in a number of businesses including IPC Magazines, Getty Images and ITV plc. Most recently, Julia was Director of Consumer Revenues at Guardian News & Media where she developed and delivered their subscriptions and customer data strategies.

Julia is currently Non-Executive Director of Sage Homes and Chair of the Remuneration and Nominations Committees.

Previously she has been a Non-Executive Director of Freeview (the UK's largest free to air digital TV platform), Safestyle PLC and Origin Housing, and was a Trustee at Worldwide Cancer Research. She holds an MBA from London Business School.

Committee membership



Ivan Schofield

Independent Non-Executive Director

Appointment

Ivan joined the Group as an Independent Non-Executive Director in October 2017.

Skills and experience

Ivan has extensive experience in the leisure sector in the UK and across Continental Europe. He held a number of senior roles for Yum! Brands, Inc. over 15 years, notably as Managing Director of KFC France and Western Europe and more recently as CEO of itsu. Prior to this, he held roles at Unilever and LEK Consulting. Ivan runs his own executive coaching and leadership development business and is also Non-Executive Director of Thunderbird Fried Chicken Limited. Ivan holds a BSc in economics with econometrics from the University of Bath and an MBA from INSEAD and is a graduate of the Meyler Campbell Business Coaching Programme.

Committee membership





Hollywood Bowl Group plc

Registered in England and Wales No: 10229630

Registered office: Focus 31, West Wing, Cleveland Road, Hemel Hempstead HP2 7BW