

LOUNGERS

# Loungers plc

(the "Company")

Registered in England and Wales with No.11910770

## Notice of Annual General Meeting

Notice of the Annual General Meeting ("AGM") of Loungers plc  
to be held at Ritorno Lounge, Unit 3, V-Shed, Canons' Road, Bristol BS1 5UH on Tuesday 8 October 2024 at 3pm

### **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.

# LOUNGERS

## Letter from the Chairman

30 August 2024

**Dear Shareholder,**

On behalf of the directors of Loungers plc (together the 'Directors'), it gives me great pleasure to invite you to attend the sixth Annual General Meeting ('AGM') of Loungers plc (the 'Company') which will be held at Ritorno Lounge, Unit 3, V-Shed, Canon's Road, Bristol BS1 5UH on Tuesday 8 October 2024 at 3pm (London time). The doors will open at 2:30pm.

### **Action to be taken**

The formal Notice of AGM 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.

In line with our commitment to being a more environmentally friendly company, we will not be issuing hard copy forms of proxy for the AGM in the post. Instead, you may appoint a proxy online at [www.signalshares.com](http://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 proxy form, 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 pages 9 and 10.

Whether or not you propose to attend the meeting, you are strongly encouraged to exercise your right to cast your votes in respect of the business of the general meeting by voting via proxy in accordance with the notes to the Notice of the AGM set out in this document. This will ensure that your vote is counted even if attendance at the meeting is restricted or you or any other proxy you might appoint are unable to attend in person. To be valid, the proxy appointment must be received no later than 3pm on Friday 4 October 2024.

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 Notice of AGM 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.

Yours faithfully

**Alex Reilley**

**Chairman**

## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Loungers plc (the "Company") will be held at Ritorno Lounge, Unit 3, V-Shed, Canon's Road, Bristol BS1 5UH on Tuesday 8 October 2024 at 3pm (the "Meeting") to transact the following business.

To consider and, if thought fit, to pass the following resolutions. Resolutions 1 to 7 will be proposed as Ordinary Resolutions and Resolutions 8 to 11 as Special Resolutions.

### Ordinary Resolutions

1. To receive the Company's audited accounts together with the reports thereon of the Directors and auditors for the year ended 21 April 2024.
2. To re-elect Nicholas Collins as a Director of the Company.
3. To re-elect Stephen Marshall as a Director of the Company.
4. To re-elect Jill Little as a Director of the Company.
5. To re-appoint the auditors, PricewaterhouseCoopers LLP, as auditors of the Company until the conclusion of the next Annual General Meeting.
6. To authorise the Audit Committee to set the auditors' remuneration.
7. 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 £ 346,214; and
  - (B) comprising equity securities (as defined in Section 560(1) of the 2006 Act) up to a further aggregate nominal amount of £ 346,214 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 if earlier, at the close of business 15 months after the passing of this resolution 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,

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[loungers.co.uk](http://loungers.co.uk)

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Company Registration No. 11910770 VAT No. 125 4797 95

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

8. That, subject to the passing of Resolution 7, the Directors be authorised pursuant to sections 570 and 573 of the Companies Act 2006 (the “Act”) to allot equity securities (within the meaning of section 560 of the Act) 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; and
- (B) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) of this resolution) up to a nominal amount of £ 103,864,

such authority to expire at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business 15 months after the passing of this resolution 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.

9. That, subject to the passing of Resolution 7, the Directors be authorised pursuant to sections 570 and 573 of the Companies Act 2006 (the “Act”), in addition to any authority granted under Resolution 8 to allot equity securities (within the meaning of section 560 of the Act) 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 £ 103,864 ; and
- (B) 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,

such authority to expire at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business 15 months after the passing of this resolution 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.

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10. That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of Section 693 of the Act) of Ordinary shares in the Company provided that:
- a) the maximum number of Ordinary shares which may be purchased is 10,386,413 representing 10 per cent of the number of ordinary shares in issue (excluding shares held in treasury) as at 27 August 2024;
  - b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is 1 pence;
  - c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is an amount equal to 105 per cent of the average of the middle market quotations of an ordinary share of the Company taken 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;
  - d) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or 15 months after the passing of this resolution (whichever is the earlier); and
  - e) the Company may, before such expiry, enter into one or more contracts to purchase Ordinary shares under which such purchases may be completed or executed wholly or partly after the expiry of this authority and may make a purchase of Ordinary shares in pursuance of any such contract or contracts.
11. That a general meeting, other than an AGM, may be called on not less than 14 clear days' notice.

By Order of the Board

**LINK COMPANY MATTERS LIMITED**  
COMPANY SECRETARY  
30 August 2024

REGISTERED OFFICE:  
26 Baldwin Street  
Bristol  
BS1 1SE

LOUNGERS PLC  
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## Notice of Annual General Meeting – Explanatory Notes to the Resolutions

### **RESOLUTION 1: REPORTS AND ACCOUNTS (ORDINARY RESOLUTION)**

Resolution 1 asks shareholders to receive the Company's report and accounts for the financial year which ended on 21 April 2024.

### **RESOLUTIONS 2 to 4: APPOINTMENT OF DIRECTORS (ORDINARY RESOLUTIONS)**

In accordance with the Company's Articles of Association, one third of the Directors are obliged to retire by rotation at the AGM and that any newly appointed Director shall retire at the next AGM following their appointment and be eligible to stand for election. Nicholas Collins and Jill Little are retiring by rotation and being eligible, offer themselves for re-election. Stephen Marshall, having being appointed to the Board in April 2024 will retire, and being eligible, offers himself for re-election. Separate resolutions are proposed for each of these re-elections. Biographies of the Directors can be found on page 26 of the Annual Report and Accounts. The terms and conditions of appointment and letters of appointment of non-executive directors will be available for inspection at the AGM for 15 minutes prior to the meeting and during the meeting.

### **RESOLUTION 5: RE-APPOINTMENT OF AUDITORS (ORDINARY RESOLUTION)**

At each general meeting at which the Company's annual report and financial statements are presented to its members, the Company is required to appoint an auditor to serve from the conclusion of that meeting until the conclusion of the next such meeting. The Board, on the recommendation of the Audit Committee, recommends the re-appointment of PricewaterhouseCoopers LLP.

### **RESOLUTION 6: AUTHORITY TO SET THE AUDITORS' REMUNERATION (ORDINARY RESOLUTION)**

In accordance with standard practice, this resolution gives authority to the Audit Committee to determine the remuneration to be paid to the auditors.

### **RESOLUTION 7: AUTHORITY TO ALLOT SHARES (ORDINARY RESOLUTION)**

Part A of Resolution 7 asks shareholders to grant the Directors authority under section 551 of the Companies Act 2006 (the "2006 Act") to allot shares or grant subscription or conversion rights up to a maximum aggregate nominal value of £346,214, being approximately one-third of the nominal value of the issued ordinary share capital of the Company (excluding shares held in treasury) as at 27 August 2024. The Company currently holds 195,000 shares in treasury.

In accordance with the latest institutional guidelines issued by the Investment Association, Part B of Resolution 7 asks shareholders to grant the Directors authority to allot, inclusive of any Ordinary shares issued pursuant to the exercise of the authority granted by Part A of Resolution 7, Ordinary shares in connection with a pre-emptive offer by way of a rights issue to ordinary shareholders up to a maximum aggregate nominal amount of up to £ 692,428, representing approximately two thirds of the Company's issued share capital as at 27 August 2024. This additional authority is to be applied to rights issues only. 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 at the end of the next AGM of the Company or, if earlier, at the close of business 15 months after the passing of this resolution.

### **RESOLUTIONS 8 AND 9: DIS-APPLICATION OF PRE-EMPTION RIGHTS (SPECIAL RESOLUTIONS)**

If the Directors wish to exercise the authority under Resolution 7 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. There may be circumstances, however, when it is in the interests of the Company to be able to allot new equity securities for cash other than on a pre-emptive basis.

In November 2022, The Pre-Emption Group updated their Statement of Principles to, amongst other things, support companies seeking authority to issue non-pre-emptively for cash equity securities representing:

- (i) No more than 10% of issued ordinary share capital, provided that it is intended to be used only in connection with an acquisition or specified capital investment (a general disapplication); and
- (ii) No more than an additional 10% of issued ordinary share capital, provided that it is intended to be used only in connection with the financing (or refinancing, if the authority is to be used within 12 months after the original transaction) of 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 allotment.

Resolution 8 authorises Directors to allot new shares or other equity securities pursuant to the authority given by Resolution 7, 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 £ 103,864, being approximately 10% of the total issued ordinary share capital of the company (excluding shares held in treasury) as at 27 August 2024.

Resolution 9 seeks to authorise the Directors to allot new shares and other equity securities pursuant to the authority given by Resolution 7, or sell treasury shares, for cash up to a further nominal amount of £103,864, being approximately 10% of the total issued ordinary share capital of the company (excluding shares held in treasury) as at 27 August 2024, only in connection with the financing (or refinancing, if the authority is to be used within 12 months after the original transaction) of 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 allotment. If the authority given in Resolution 9 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, if earlier, at the close of business 15 months after the passing of these resolutions.

The Board considers the authorities in resolutions 8 and 9 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.

This disapplication authority is in line with institutional shareholder guidance, and in particular, with the Pre-Emption Group's Statement of Principles (the "Pre-Emption Group Principles") and template resolutions as issued in November 2022. The Company confirms that it will comply with the guidance as set out in the Pre-Emption Group Principles and in particular will follow the guidance in respect of shareholder protections as set out in Part 2B of the Pre-Emption Group Principles.

The Directors have no present intention of issuing new shares other than pursuant to employee share plans, but the Directors consider that the authority sought is appropriate as it provides the Company with the necessary flexibility to take advantage of business opportunities as they arise.

#### **RESOLUTION 10: PURCHASE OF OWN SHARES (SPECIAL RESOLUTION)**

The Directors believe that it is in the interests of the Company and its members to continue to have the flexibility to purchase its own shares and this resolution seeks authority from members to do so. The Directors intend only to exercise this authority where, after considering market conditions prevailing at the time, they believe that the effect of such exercise would be to increase the earnings per share and be in the best interests of shareholders generally. The effect of such purchases would either be to cancel the number of shares in issue, or the Directors may elect to hold them in treasury pursuant to the Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 (the Treasury Share Regulations"), which came into force on 1 December 2003. The Treasury Share Regulations enable certain listed

companies to hold shares in treasury, as an alternative to cancelling them, following a purchase of own shares by a company in accordance with the Companies Act 2006. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options and share awards under a company's employee share scheme. Once held in treasury, a company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the company's assets may be made to the company in respect of the treasury shares. This resolution would be limited to 10,386,413 Ordinary shares, representing approximately 10 per cent. of the issued share capital (excluding shares held in treasury) at 27 August 2024. The Directors intend to seek renewal of this power at each Annual General Meeting. As at 27 August 2024 there were options outstanding over 3,349,478 shares, representing 3.22 per cent. of the Company's issued share capital. If the authority given by this resolution was to be fully used, and the Company's issued Ordinary share capital otherwise remained unaltered, pursuant to this resolution, then the number of options outstanding as at 27 August 2024 would represent 3.58 per cent. of the Company's issued share capital.

#### **RESOLUTION 11: NOTICE PERIOD FOR GENERAL MEETINGS**

The notice period required by the Act for general meetings of the Company is clear 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days (annual general meetings must always be held on at least 21 clear days' notice). This resolution, if passed, authorises the calling of general meetings other than an annual general meeting on not less than 14 clear days' notice, and will be effective until the Company's next annual meeting, when it is intended that a similar resolution will be proposed. In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting. The flexibility offered by this resolution will be used where, taking into account the circumstances, the Directors consider this appropriate in relation to the business to be considered at the meeting and in the interests of the Company and shareholders as a whole. This resolution will be proposed as a special resolution.



## Notice of Meeting Notes:

The following notes explain your general rights as a shareholder and your right to attend and vote at this Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on Friday 4 October 2024. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
2. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 20 minutes prior to the commencement of the Meeting at 3pm (UK time) on Tuesday 8 October 2024 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
5. 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 the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
6. You can vote either:
  - by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions;
  - if you need help with voting online, please contact our Registrar, Link Group on 0371 664 0391 if calling from the UK, or +44 (0) 371 664 0391 if calling from outside of the UK, or email Link at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk); or
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 3pm on Friday 4 October 2024.

7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the 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.
8. If you are an institutional investor you may 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](http://www.proxymity.io). Your proxy must be lodged by 3pm on Friday 8 October 2024 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 Proxymity'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.
9. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 11 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.

10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com/site/public/EUI](http://www.euroclear.com/site/public/EUI)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.

In order for a proxy appointment or instruction 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 & International Limited's 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 RA10) by 3pm on Friday 8 October 2024.

11. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application 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.
12. 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 message. 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 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. 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.
13. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
14. As at 27 August 2024 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 104,059,126 ordinary shares, of which 195,000 shares are held in treasury. Therefore, the total voting rights in the Company as at 27 August 2024 are 103,864,126.
15. Any shareholder attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
16. The following documents are available for inspection during normal business hours at the registered office of the Company on any business day from the date of this Notice until the time of the Meeting and may also be inspected at the Meeting venue, as specified in this Notice, from 2.45pm on the day of the Meeting until the conclusion of the Meeting: copies of the Directors' letters of appointment or service contracts.
17. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at [www.loungers.co.uk](http://www.loungers.co.uk)

