

— THE —  
**BRIGHTON PIER**  
— GROUP PLC —

**NOTICE OF ANNUAL GENERAL MEETING 2016**

**THE BRIGHTON PIER GROUP PLC**  
**(Incorporated in England and Wales with registered number 08687172)**

**To be held at Panmure Gordon, One New Change, London, EC4M 9AF at 11.30 a.m. on Thursday 1 December 2016**

Dear shareholder,

I have pleasure in sending you the notice of this year's Annual General Meeting (the "AGM") which we are holding at Panmure Gordon, One New Change, London, EC4M 9AF at 11.30 a.m. on Thursday 1 December 2016.

If you would like to vote on the resolutions but cannot come to the AGM, please fill in the Proxy Form sent to you with this notice and return it to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA as soon as possible. They must receive it by 11.30 a.m. on Tuesday 29 November 2016. Further details relating to voting by Proxy are set out in the notes to the notice.

The Directors believe that all the proposals to be considered at the AGM are in the best interests of both The Brighton Pier Group PLC ("**the Company**") and its shareholders. The Directors unanimously recommend that you vote in favour of the proposed resolutions as they intend to do in respect of their own holdings.

### **Explanation of business**

The notice contains certain items of business which are of a technical nature and are therefore explained below.

#### **Resolution 1 - Report and Accounts**

The Directors will present the Report and Accounts for the 52 week period ended 26 June 2015.

#### **Resolution 2 - Directors' Remuneration Report**

Resolution 2 seeks approval by shareholders of the Remuneration Report. The Remuneration Report is set out on page 14 of the Company's Annual Report and Accounts. The vote is advisory only and no Director's remuneration is conditional upon passing the resolution.

#### **Resolutions 3 to 4 - Re-election of directors**

All newly appointed directors retire at their first AGM following their appointment. As Anne Martin and Joseph Tager were each appointed as director during the course of the year, they are both required to retire and to stand for re-election. Biographical details of Anne Martin and Joseph Tager appear on page 13 of the Report and Accounts.

#### **Resolutions 5 and 6 - Re-appointment and remuneration of auditor**

Resolutions 5 and 6 propose the re-appointment of Grant Thornton UK LLP as Auditor of the Company and authorise the Directors to set their remuneration.

#### **Resolution 7 - Authority to allot shares**

The Directors may only allot Ordinary Shares or grant rights over Ordinary Shares if authorised to do so by shareholders. Accordingly, the authority in Resolution 7, paragraph (a) will allow your Directors to allot shares (including treasury shares) in the Company or grant rights to subscribe for, or convert any security into, shares in the Company, up to a nominal amount of £2,646,871 representing approximately one-third of the Company's issued ordinary share capital (excluding shares held in treasury) and calculated as at 31 October 2016 (being the latest practicable date prior to publication of this notice). The authority in Resolution 7, paragraph (b) will allow your Directors to allot shares or grant rights to subscribe for, or convert any security into, shares in the Company, only in connection with a fully pre-emptive rights issue up to a further nominal amount of £2,646,871 representing approximately one-third of the Company's issued ordinary share capital (excluding shares held in treasury) and calculated as at 31 October 2016 (being the last practicable date prior to publication of this notice). This is in line with the current institutional guidelines published by the Association of British Insurers.

This authority renews that given at the General Meeting held on 26 April 2016 and will expire on 30 December 2017 or, if earlier, the conclusion of the next AGM of the Company.

Although the directors have no intention at present of exercising this authority, it is considered prudent to maintain the flexibility that this authority provides. As at 31 October 2016, the Company held no Ordinary Shares in treasury. The Directors intend to renew this authority annually.

### **Resolution 8 - Disapplication of pre-emption rights**

Under section 561(1) of the Companies Act 2006, if the Directors wish to allot any shares or grant rights over shares or sell treasury shares for cash (other than pursuant to an employee share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the Directors need the flexibility to finance business opportunities by the issue of shares for cash without a pre-emptive offer to existing shareholders. This cannot be done under the Companies Act 2006 unless the shareholders have first waived their pre-emption rights. Resolution 8 asks shareholders to do this, and apart from rights issues or any other pre-emptive offer concerning equity securities, the authority will be limited to the issue of shares for cash up to an aggregate nominal amount of £794,062 (which includes the sale on a non-pre-emptive basis of any shares held in treasury) representing 10% of the Company's issued ordinary share capital as at 31 October 2016 (being the latest practicable date prior to publication of this notice). The authority sought at the AGM will expire on 30 December 2016 or, if earlier, the conclusion of the next AGM of the Company.

Yours faithfully

Mr Luke Johnson

## **IMPORTANT INFORMATION FOR SHAREHOLDERS**

### **Time and place of the meeting**

The Brighton Pier Group's AGM will start promptly at 11.30 a.m. on Thursday 1 December 2016. Registration for the meeting will start at 10.30 a.m.

### **Voting arrangements**

Each of the resolutions to be put to the forthcoming AGM will be taken on a show of hands, unless a poll is demanded. Every shareholder who is present in person or by a duly authorised corporate representative has one vote. Every proxy who is present and has been duly appointed by a shareholder entitled to vote has one vote, save that every proxy appointed by one or more shareholders to vote for and by one or more shareholders to vote against the resolution has one vote for and one vote against.

The Company has included on the voting cards a "Votes Withheld" option in order for shareholders to abstain on any particular resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "For" or "Against" the relevant resolution.

### **General enquiries**

Equiniti Limited maintains the Company's share register. If you have any enquiries about the AGM or about your shareholding, you should contact Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA

**THE BRIGHTON PIER GROUP PLC**  
**(Registered number 08687172)**  
**NOTICE OF ANNUAL GENERAL MEETING**

The 2016 Annual General Meeting ("AGM") of The Brighton Pier Group PLC (the "Company") will be held at Panmure Gordon, One New Change, London, EC4M 9AF at 11.30 a.m. on Thursday 1 December 2016 to consider and pass the resolutions below. Resolution 8 will be proposed as a special resolution with the remainder being proposed as ordinary resolutions.

**Ordinary Resolutions**

- 1 To receive the Company's financial statements for the 52 week period ended 26 June 2016 together with the Report of the Directors and Auditors.
- 2 To approve the Directors' Remuneration Report in the form set out in the Company's Annual Report and Accounts for the 52 week period ended 26 June 2016.
- 3 To re-elect Anne Martin as a Director of the Company.
- 4 To re-elect Joseph Tager as a Director of the Company.
- 5 To re-appoint Grant Thornton UK LLP as Auditor of the Company to hold office from conclusion of the meeting to the conclusion of the next meeting at which the Accounts are to be laid.
- 6 To authorise the Directors to agree the Auditors' remuneration.
- 7 THAT the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to allot:
  - a) shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £2,646,871; and in addition
  - b) equity securities of the Company (within the meaning of section 560 of the Act) in connection with an offer of such securities by way of a rights issue up to an aggregate nominal amount of £2,646,871;

provided that this authority shall expire on 30 December 2017 or, if earlier, the conclusion of the next AGM of the Company but, in each case, so that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such an offer or agreement as if this authority had not expired.

**"Rights issue"** means an offer to:

- (i) holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them; 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 Resolution

8 THAT subject to and conditional on the passing of resolution number 7, the Directors be empowered, pursuant to section 570 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution number 7 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, in each case:

- a) in connection with an offer of such securities by way of a rights issue (as defined in resolution number 7); and
- b) (otherwise than pursuant to paragraph 8(a) above), up to an aggregate nominal amount of £794,062,

as if section 561 (1) of the Act did not apply to any such allotment, such authority to expire on 30 December 2017 or, if earlier, the conclusion of the next AGM of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if this power had not expired.

By order of the board

### Secretary

Dated: 31 October 2016

Registered office: 36 Drury Lane, London, WC2B 5RR.

Registered in England and Wales with number 08687172

## Notes to Notice of Annual General Meeting

### 1. Entitlement to vote

To be entitled to attend and vote at the AGM, shareholders must be registered on the register of members of the Company at 6.30 p.m. on Tuesday 29th November 2016 (or, in the event of any adjournment, 6.30 p.m. on the date which is two days before the time of the adjourned meeting). Changes to entries on the relevant register of securities after the relevant deadline shall be disregarded in determining the rights of any person to attend or vote at the AGM.

### 2. Proxy appointments

Shareholders are entitled to appoint a Proxy to exercise all or any of their rights to attend, speak and to vote on their behalf at the meeting. 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. A Proxy need not be a member of the Company.

A Proxy Form is enclosed with this notice and instructions for its completion are shown on the form. To be valid any Proxy Form or other instrument appointing a Proxy must reach the Company's registrars, Equiniti Limited, by 11.30 a.m. on Tuesday 29th November 2016. Completing a Proxy Form does not prevent a shareholder from attending and voting in person. A vote withheld option is provided on the Proxy Form to enable you to instruct your Proxy to abstain on any particular resolution. However, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.

A shareholder must inform the Company's registrars in writing of any termination of the authority of a Proxy.

### 3. Voting at meeting

All resolutions will be taken on a show of hands, unless a poll is demanded.

### 4. Corporate representatives

Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf of all its powers as a shareholder provided that they do not do so in relation to the same shares.

### 5. Right to ask questions at the AGM

During the meeting there will be an opportunity for shareholders, proxies or corporate representatives to ask questions relevant to the business of the meeting.