



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

It contains the resolutions to be voted on at the annual general meeting of Keywords Studios plc (the “Company”) to be held on 26 May 2021 (the “Annual General Meeting”). If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who is authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in the Company, please forward this document and the Form of Proxy for use in relation to the Annual General Meeting of the Company as soon as possible 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. If you have sold or otherwise transferred some of your shares in the Company, you should consult with the stockbroker, bank or other agent through whom the sale or transfer was affected.

Keywords Studios plc

(Incorporated and registered in England and Wales with no. 08548351)

Notice of 2021 Annual General Meeting

The Annual General Meeting starts at 11:00 a.m. on 26 May 2021.

To be held at the offices of:
Keywords Studios, 39 Earlam Street, London, WC2H 9LT, United Kingdom

Given current instructions from the UK Government regarding COVID-19 and the restrictions on social contact, public gatherings and non-essential travel, this year's Annual General Meeting will be broadcast via videoconference with a question and answer facility. Shareholders are encouraged to register for the video conference using the URL: <https://www.keywordsstudios.com/agm2021/>. Should a shareholder have a question that they would like to raise at the Annual General Meeting, the Board would ask that they either ask the question in advance of the AGM by sending an email to agm@keywordsstudios.com by 24 May 2021 or by watching the Annual General virtually and asking the question at the meeting using the 'Q&A' function.

The Board of Directors strongly encourages shareholders to vote by proxy in lieu of attending in person. The Company has arranged for a quorum to be present in person at the meeting. The Board will look at opportunities to meet with shareholders later in the year where possible and safe to do so.

SINCE SHAREHOLDERS MAY BE RESTRICTED FROM ATTENDING THE MEETING, THEY ARE ASKED INSTEAD TO VOTE BY PROXY BY COMPLETING THEIR FORM OF PROXY IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT BELOW. THE CHAIRMAN OF THE ANNUAL GENERAL MEETING WILL PROPOSE THAT EACH RESOLUTION IS VOTED ON VIA A POLL VOTE.

Notice of 2021 Annual General Meeting

Action to be taken

Please check that you have received the following with this document:

- a Form of Proxy for use in relation to the Annual General Meeting; and
- a reply-paid envelope for use in connection with the return of the Form of Proxy (in the UK only).

To register a vote electronically, log on to the Registrar's website at www.signalshares.com and follow the instructions on screen.

You are strongly encouraged to complete, sign and return your Form of Proxy in accordance with the instructions printed thereon so as to be received, during normal business hours only, to the Company's Registrars, Link Group, 10th Floor, 29 Wellington Street, Leeds LS1 4DL, as soon as possible but in any event so as to arrive not later than 11:00 a.m. on 24 May 2021 or, in the case of an adjournment of the Annual General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a business day). Shareholders joining the meeting via video conference are advised to submit proxy votes in advance of the meeting as it will not be possible to submit votes online during the meeting.

Please see the attached explanatory notes and Annexures for further details on the resolutions to be proposed at the Annual General Meeting, details of the entitlement of shareholders to vote on the resolutions being proposed at the meeting and the procedures with which they must comply in order to do so.

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may use this service and should follow the relevant instructions set out in the notes to the notice of the Annual General Meeting on pages 7-9 of this document.

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Keywords Studios plc will be held at the offices of Keywords Studios, 39 Earlham Street, London, WC2H 9LT, United Kingdom on 26 May 2021 at 11:00 a.m. for the transaction of the following business:

Ordinary resolutions

Shareholders are asked to consider and, if thought fit, to pass Resolutions 1 to 13 (inclusive) as ordinary resolutions of the Company:

Resolution 1

To receive the Annual Report and Accounts of the Company for the financial year ended 31 December 2020, together with the Directors' Report, the Directors' Remuneration Report and the Auditor's report on those Accounts and that part of the Directors' Remuneration Report which is required to be audited.

Resolution 2

To approve the Directors' Remuneration Report, in the form set out in the Company's Annual Report and Accounts for the financial year ended 31 December 2020.

Resolution 3

To re-elect Andrew Day as a Director of the Company.

Resolution 4

To re-elect Georges Fornay as a Director of the Company.

Resolution 5

To re-elect Charlotta Ginman as a Director of the Company.

Resolution 6

To re-elect Ross Graham as a Director of the Company.

Resolution 7

To re-elect Giorgio Guastalla as a Director of the Company.

Resolution 8

To re-elect David Reeves as a Director of the Company.

Resolution 9

To re-elect Jon Hauck as a Director of the Company.

Resolution 10

To elect Sonia Sedler as a Director of the Company.

Resolution 11

To re-appoint BDO LLP as Auditor of the Company to hold office until the conclusion of the next general meeting at which the Accounts of the Company are laid.

Resolution 12

To authorise the Directors of the Company to determine the Auditor's remuneration for the ensuing year.

Resolution 13

That, in substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this Resolution to the extent not utilised at the date this Resolution is passed and without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities, the Directors be and they are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ("Act"), to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "relevant securities"):

- (a) up to an aggregate nominal amount of £37,232.43 in respect of the Company's Long Term Incentive Plan and Share Option Plan; and
- (b) otherwise than pursuant to paragraph (a) above, up to an aggregate nominal amount of £247,968.02,

provided that, unless previously revoked, varied or extended, this authority shall expire on the earlier of the close of business on the date 15 months after the passing of this Resolution or the conclusion of the Annual General Meeting of the Company to be held in 2022, except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

Notice of 2021 Annual General Meeting continued

Special resolutions

Shareholders are asked to consider and, if thought fit, to pass Resolution 14 as a special resolution of the Company:

Resolution 14

That:

- (a) subject to the passing of Resolution 13 set out above (the "Allotment Authority"), the Directors of the Company be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560(1) of the Act) for cash pursuant to the Allotment Authority as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
- (i) any allotment of equity securities where such securities have been offered (whether by way of rights issue, open offer or otherwise) to holders of equity securities in proportion (as nearly as practicable) to their then holdings of such securities but subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or desirable in relation to fractional entitlements or legal or practical problems arising in, or pursuant to, the laws of any territory, or the requirements of any regulatory body or stock exchange in any territory or otherwise howsoever; and
- (ii) any other allotment (otherwise than pursuant to subparagraph (i) of this Resolution) of equity securities up to an aggregate nominal amount of £74,464.87; and
- (b) the power given in this Resolution:
- (i) shall be in substitution for all other authorities pursuant to section 570 of the Act to the extent not utilised at the date this Resolution is passed but shall be without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities; and
- (ii) unless renewed, revoked, or varied in accordance with the Act, shall expire on the earlier of 15 months after the passing of this Resolution or the conclusion of the Annual General Meeting of the Company to be held in 2022, save that the Company may before such expiry make an offer or agreement which would or might require the allotment of shares in the Company, or the grant of rights to subscribe for or to convert any security into shares in the Company, after such expiry.

By order of the Board

Jon Hauck
Chief Financial Officer
Keywords Studios plc

14 April 2021

Registered office:
201 Temple Chambers,
3-7 Temple Avenue,
London, EC4Y 0DT

Registered in England and Wales No. 08548351

Explanatory notes

Annual Report and Accounts (Resolution 1)

The Directors are required by the Companies Act 2006 (the "Act") to lay before the Company at this Annual General Meeting the Accounts of the Company for the financial year ended 31 December 2020, the Report of the Directors, the Directors' Remuneration Report and the report of the Company's Auditor on those Accounts and that part of the Directors' Remuneration Report which is required to be audited.

Directors' Remuneration Report (Resolution 2)

The Directors' Remuneration Report, on pages 63-77 of the Annual Report and Accounts 2020 contains:

- a statement by David Reeves, chairman of the Company's Remuneration Committee; and
- the Annual Report on Remuneration which sets out details of Directors' remuneration in the financial year ended 31 December 2020.

The statement by the chairman of the Remuneration Committee and the Annual Report on Remuneration will be put to an annual advisory shareholder vote by ordinary resolution. Resolution 2 is the ordinary resolution to approve the Directors' Remuneration Report. The vote of this resolution is advisory, and no Director's remuneration is conditional upon the passing of this resolution.

Election and re-election of Directors (Resolutions 3 to 10)

The Company's Articles of Association require that members of the board retire by rotation and stand for re-election by shareholders if they wish to continue to serve as Directors of the Company. At each Annual General Meeting one third of the Directors who are subject to retirement by rotation or, if their number is not three (3) nor a multiple of three (3), the number nearest to one third, shall retire from office. Notwithstanding this requirement, the Directors have determined that each of them will stand for re-election on an annual basis in accordance with best practice.

Accordingly, the Directors retiring and, being eligible, offering themselves for re-election at this Annual General Meeting are: Andrew Day, Georges Fornay, Charlotta Ginman, Ross Graham, Giorgio Guastalla, David Reeves and Jon Hauck. Sonia Sedler was appointed as a director by the Board on 18 January 2021 and is standing for election at this Annual General Meeting for the first time. Biographical details for the Directors are set out on pages 54-55 of the Company's Annual Report and Accounts 2020, and in Annex A to this Notice of AGM.

Due to the valuable contribution made by each of these individuals to date and which the Company expects them to make in the future, the Board recommends the re-election of each of these Directors.

Re-Appointment of Auditor (Resolution 11)

The Company is required to appoint an Auditor at each general meeting at which Accounts are laid before the Company, to hold office until the next such meeting.

Consequently, the Audit Committee has recommended, and the Board has approved, the resolution to re-appoint BDO LLP as Auditor of the Company. Resolution 11 proposes the re-appointment of BDO LLP as the Company's Auditor.

Remuneration of Auditor (Resolution 12)

Resolution 12 authorises the Directors to determine the Auditor's remuneration for the ensuing year.

Authority to allot ordinary shares (Resolution 13)

Under section 551 of the Act, Directors require shareholders' authority for the allotment of shares. Shareholders last granted such authority to the Directors at the Company's last Annual General Meeting on 27 May 2020. Such authority will expire at the end of this Annual General Meeting and Resolution 13 seeks to renew it. This authority will expire on the earlier of 15 months after the passing of the resolution or on the conclusion of the Annual General Meeting of the Company to be held in 2022.

If passed, Resolution 13 would give the Directors authority to allot shares or grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal value of £247,968.02 representing: (a) up to 3,723,243 Ordinary Shares to be issued in respect of the Company's Long Term Incentive Plan and Share Option Plan; and (b) otherwise, up to 24,796,802 Ordinary Shares to be issued, being approximately 38.3 per cent. in aggregate (5 per cent. and 33.3 per cent. respectively) of the Company's existing issued share capital (excluding shares held in treasury) and calculated as at 8 April 2021 (being the latest practicable date prior to publication of this Notice of AGM).

Other than in respect of the circumstances specifically referred to in Resolution 13 there is no present intention of exercising this authority. However, it is considered prudent to maintain the flexibility that this authority provides so that the Company can more readily take advantage of possible opportunities should they arise.

Explanatory notes continued

Authority to allot ordinary shares for cash on a non-pre-emptive basis (Resolution 14)

Under section 561 of the Act, save in certain limited circumstances (including the allotment of shares under an employee share scheme), if the Directors wish to allot any ordinary shares for cash they must in the first instance offer them to existing ordinary shareholders in proportion to their ordinary shareholding. There may be occasions, however, when the Directors will need the flexibility to finance business opportunities by the issue of ordinary shares without a pre-emptive offer to existing ordinary shareholders. Shareholders last granted authority to the Directors to disapply pre-emptive rights at the Company's last Annual General Meeting on 27 May 2020. Such authority will expire at the end of this Annual General Meeting and Resolution 14 seeks to renew it.

Resolution 14, which is proposed as a special resolution, imposes a limit of approximately 10 per cent of the issued ordinary share capital as at 8 April 2021 (being the latest practicable date prior to publication of this Notice of AGM) on the issue of new shares without first offering them to existing ordinary shareholders. Resolution 14 also seeks a disapplication of the pre-emption rights on a rights issue (or other pre-emptive type issue) so as to allow the Directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which, for example, might arise with overseas ordinary shareholders. This authority will expire on the earlier of 15 months after the passing of the resolution or on the conclusion of the Annual General Meeting of the Company to be held in 2022. Save as referred to above in respect of Resolution 13, there is no present intention of exercising the authority proposed to be granted by this Resolution 14.

As at 8 April 2021, being the latest practicable date prior to the publication of this Notice of AGM, the Company did not hold any shares in treasury.

Recommendation

The Directors consider that the proposals set before the meeting are in the best interests of the Company and its shareholders in general and are most likely to promote the success of the Company for the benefit of its shareholders as a whole. The Directors therefore unanimously recommend that you vote in favour of all of the Resolutions set out above as they intend to do in respect of their own beneficial holdings.

Notes

Your attention is drawn to note 21 below and the arrangements put in place by the Company set out on page 1 of this Notice of AGM relating to the impact of the ongoing Covid-19 pandemic. Given the expected restrictions to shareholders and proxies physically attending the Annual General Meeting in person, it is strongly advised that you appoint the Chairman of the Annual General Meeting to act as your proxy in accordance with the procedure set out in the notes below. Shareholders joining the meeting via video conference are advised to submit proxy votes in advance of the meeting as it will not be possible to submit votes online during the meeting.

Any changes to the proposed format of the Annual General Meeting will be outlined on the Company's website, www.keywordsstudios.com.

Entitlement to attend and vote

- 1 Only those shareholders registered in the register of members of the Company as at close of business on 24 May 2021 or, if this meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting (excluding any part of a day that is not a working day) shall be entitled to attend and vote at this Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after close of business on 24 May 2021 or, if this meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting (excluding any part of a day that is not a working day), shall be disregarded in determining the rights of any person to attend or vote at this Annual General Meeting.

Appointment of proxies

- 2 Any shareholder who is entitled to attend and vote at the Annual General Meeting at the time set out in note 1 above is entitled to appoint one or more proxies to attend, speak and vote at the Annual General Meeting on his or her behalf. A proxy need not also be a shareholder.
- 3 A form of proxy is attached which to be effective must be completed and signed and received by the Company's Registrars, Link Group, 10th Floor, 29 Wellington Street, Leeds LS1 4DL not later than 11:00 a.m. on 24 May 2021.
- 4 A proxy may only be appointed using the procedures set out in these notes and the notes to the proxy form. In the case of a shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

- 5 A proxy does not need to be a shareholder of the Company but must attend the Annual General Meeting to represent you. Details of how to appoint the Chairman of the Annual General Meeting or another person as a proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Annual General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them (however please see the important information about attendance restrictions above, and refer to note 21 below).
- 6 Shareholders may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. To request additional proxy forms, please contact the Company's Registrars, Link Group, 10th Floor, 29 Wellington Street, Leeds LS1 4DL. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. A failure to specify the number of shares to which a proxy appointment relates, or specifying a number of shares in excess of those held by the shareholder, will result in the proxy appointment being invalid.
- 7 If you are not a shareholder of the Company but you have been nominated by a shareholder of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this 'Appointment of proxies' section.
- 8 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 you either select the 'Discretionary' option or 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 Annual General Meeting.

Notes continued

Appointment of proxies through CREST

- 9 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual (available at www.euroclear.com).

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.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 the latest time(s) for receipt of proxy appointments specified in the notice of 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as 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.

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.

Appointment of proxy by joint shareholders

- 10 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 shareholders in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

- 11 To change proxy instructions a new proxy appointment form should be submitted using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where a proxy has been appointed using the proxy form and instructions are to be changed by using another proxy form, please contact Link Group, 10th Floor, 29 Wellington Street, Leeds LS1 4DL. If more than one valid proxy appointment is submitted, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

- 12 In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Link Group, 10th Floor, 29 Wellington Street, Leeds LS1 4DL. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Link Group no later than 11:00 a.m. on 24 May 2021. Appointment of a proxy does not preclude you from attending the Annual General Meeting and voting in person. If you have appointed a proxy and attend the Annual General Meeting in person, your proxy appointment will automatically be terminated.

Appointment of corporate representatives

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

Issued shares and total voting rights

- 14 As at 6.00 p.m. on 8 April 2021 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital comprised 74,464,872 Ordinary Shares of one pence each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00 p.m. on 8 April 2021 was 74,464,872.

Communication

- 15 Except as provided above, shareholders who have general queries about the Annual General Meeting should use the following means of communication (no other methods of communication will be accepted):

- calling the Company on + 353 1 902 2730.

You may not use any electronic address provided either:

- in this Notice of Annual General Meeting; or
- any related documents,

to communicate with the Company for any purposes other than those expressly stated.

Documents on display

- 16 The following documents are available for inspection on any day (except Saturday, Sunday and Bank Holidays) up to and including the date of this Annual General Meeting during usual business hours at the registered office of the Company and will, on the date of this Annual General Meeting, be available for inspection at the meeting from one hour before the commencement of the meeting until the conclusion of the meeting:

- (a) copies of the service contracts of executive Directors' of the Company and non-executive Directors' letters of appointment between the Directors and the Company or any of its subsidiaries; and
- (b) the current Articles of Association of the Company.

Copies of these documents are available, on request, from the Company Secretary, ONE Advisory Limited, at co-sec@oneadvisory.london

Website giving information regarding the meeting

- 17 Information regarding the Annual General Meeting, including the information referred to in section 311A of the Act, is available on the Company's website at www.keywordsstudios.com.

Questions at the Meeting

- 18 Any shareholder attending the Annual General Meeting has the right to ask questions. Pursuant to section 319A of the Act, the Company must cause to be answered at the Annual General Meeting any question relating to the business being dealt with at the Annual General Meeting that is put by a shareholder attending the Annual General Meeting, except in certain circumstances, (for example if it is undesirable in the interests of the Company or the good order of the Annual General Meeting that the question be answered, if to do so would involve the disclosure of confidential information or if the answer has already been given on a website in the form of an answer to a question).

Shareholders' resolutions and agenda items

- 19 Under section 338 and section 338A of the Act, shareholders meeting the threshold requirements in those sections have the right to require the Company (i) to give, to shareholders of the Company entitled to receive notice of the Annual General Meeting, notice of a resolution which may properly be moved and is intended to be moved at the Annual General Meeting and/or (ii) to include in the business to be dealt with at the Annual General Meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than the date 6 clear weeks before the Annual General Meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Notes continued

Website publication of audit concerns

20 Under section 527 of the Act, shareholders 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; or (ii) any circumstance connected with an Auditor of the Company ceasing to hold office since the previous meeting at which annual Accounts and Reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, 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 includes any statement that the Company has been required under section 527 of the Act to publish on a website.

Meeting information

21 Notwithstanding the information contained in notes 1 to 20 above and the rights of shareholders set out in the Act and the Company's Articles of Association, the Directors' strong recommendation is that shareholders do not attend the Annual General Meeting in person this year and, instead, submit proxy votes appointing the Chairman of the Annual of General Meeting as your proxy as set out in this Notice of AGM.

Keywords Studios plc
201 Temple Chambers
3-7 Temple Avenue
London, EC4Y 0DT
T: +353 190 22 730
www.keywordsstudios.com

ANNEX A

Board of Directors: Biographies

Ross Graham

- Age: 73
- Years of service: 8
- Committee membership: A R N D

Ross Graham has extensive executive and non-executive experience in the technology sector. He worked from 1987 to 2003 at Misys plc, a global software product and solutions provider. He joined Misys as Finance Director upon its flotation, latterly becoming Corporate Development Director; throughout he played a key role in developing and implementing its acquisition strategy. Ross also held a non-executive directorship at Psion plc from 2005 until 2012 when that company was successfully sold to Motorola Solutions Inc. During his time at Psion, he held various roles including the senior independent directorship and chairman of the audit and remuneration committees. He was also a non-executive director at Wolfson Microelectronics Plc and was previously senior independent director and the audit committee chairman prior to its sale to Cirrus Logic Inc. in 2014. Ross qualified as a chartered accountant with Arthur Young in 1969 and was made a partner of that firm in 1981. He is a Fellow of the Institute of Chartered Accountants in England & Wales. Ross was appointed Director and Chairman of Keywords prior to the flotation in July 2013.

Andrew Day

- Age: 57
- Years of service: 12
- Committee membership: D N

Andrew has a background in technology, manufacturing and business services through corporate development and general management roles within both publicly quoted and private companies. Andrew started his career in 1983 at Rothmans International PLC in production management. From 1986 to 1993 he had responsibility for corporate development activities at Britannia Security Group PLC, TIP Europe PLC and Brent International PLC before holding the position of Divisional Managing Director at Brent International PLC for six years. Andrew was Chief Executive Officer of interactive retail software developer, Unipower Solutions and Head of Retail and CPG for EMEA at NYSE listed advanced analytics business, FICO, before joining Keywords as its Chief Executive Officer in April 2009.

Jon Hauck

- Age: 47
- Years of service: 1
- Committee membership: D RB

Jon has a wealth of finance, change management and M&A experience, having held the role of Group Financial Controller and Treasurer at Rentokil Initial plc since 2015. He joined Rentokil Initial in 2008 and prior to taking up his current position, held several roles including Programme Director in North America where he was responsible for leading a substantial integration programme. He subsequently became Chief Financial Officer of the North America operations. Prior to Rentokil Initial, he worked in PriceWaterhouseCoopers' Assurance practice. Jon is a Fellow of the Institute of Chartered Accountants of England and Wales.

David Reeves

- Age: 74
- Years of service: 8
- Committee membership: A R N D

David has spent over 30 years in management roles within multinational companies. He began his career as an operational research consultant before moving overseas with RJ Reynolds Nabisco where he worked from 1979 to 1991, becoming the Marketing Director in 1986 and Worldwide Marketing Director in 1989. In 1991, David served as the General Manager and Vice President of Marketing in Tokyo for Mitsubishi Shoji JV Technology Company. David has considerable experience in the computer entertainment industry. David was the Managing Director for Sony Computer Entertainment (PlayStation) from 1995 until his appointment as its Executive Vice President in 1999 and President in 2003. Throughout his career, David has developed knowledge of the various working styles of European, American and Asian corporations. He was appointed to the Board of Keywords Studios Limited on May 29, 2013.

Committee Membership

- A Audit Committee
- N Nomination Committee
- R Remuneration Committee
- D Disclosure Committee
- RB Responsible Business Committee

ANNEX A continued

Board of Directors: Biographies continued

Sonia Sedler

- Age: 52
- Years of service: 3 months
- Committee membership: D RB

Sonia has 20 years of experience in scaling up businesses internationally through senior roles, most recently as Global Head of Managed Services and Banking Strategy at Diebold Nixdorf, a global retail and banking technology and services organisation, where she was responsible for its managed services business. She joined Diebold Nixdorf from Sutherland Global Services, a digital transformation company, where she acted as Managing Director for the EMEA region and led the transformation of customer journeys for a number of blue chip businesses, including for a Fortune 500 entertainment company. Her previous leadership roles with digital transformation organisations also include HCL, where she acted as VP European Banking, and Accenture, where she acted as a Managing Director.

Giorgio Guastalla

- Age: 51
- Years of service: 22
- Committee membership: RB

Giorgio Guastalla is co-founder of Keywords. Prior to establishing Keywords in Ireland in 1998, Giorgio held various positions in marketing and IT at Brent International PLC based in the US, Spain, the UK and France. In 2002 Giorgio founded Italicatessen Limited, a company operating in the food sector. Giorgio was CEO of Keywords until 2009 before concentrating on his other business interests and moving to a Non-Executive Director role at Keywords Studios.

Georges Fornay

- Age: 64
- Years of service: 4
- Committee membership: A RB

Georges has over 30 years' experience in the technology and video games sectors and is currently Deputy CEO of Qobuz, the French high quality music streaming service. Georges worked in senior management at Sony Computer Entertainment from 1995 to 2011, including as CEO of the French and Swiss divisions and culminating as the Senior Vice President from 2004 to 2011. During this time he oversaw the launch of the PlayStation Portable and PlayStation 3. Prior to this, Georges spent nine years at Commodore, the last five years of which were as CEO of Commodore France PC Manufacturing and Distribution. Georges has also held significant industry-wide roles including four years on the Board of France's second largest independent games publisher, Focus Home Interactive, which is listed on the Alternext. Four years as President of SELL, France's Union of Entertainment Software Publishers, where he was responsible for representing and advocating the industry's and its 31 members' interests to the French Government. Georges was appointed a Director of Keywords in September 2017.

Charlotta Ginman

- Age: 55
- Years of service: 4
- Committee membership: A R N D

Charlotta qualified as a Chartered Accountant before spending a career in investment banking and commercial organisations, principally in technology-related businesses. Charlotta began her career at Ernst & Young in 1989, and was then appointed to a series of senior roles in investment banking with UBS, Deutsche Bank and JP Morgan both in London and Singapore, where she gained considerable M&A transactional experience. Charlotta has also held senior roles within Nokia Corporation, including acting as Chief Financial Officer of its luxury mobile phone division Vertu Corporation Limited. Charlotta is an experienced NED, currently sitting on the Boards of Pacific Assets Trust plc, Polar Capital Technology Trust plc, Unicorn AIM VCT plc, Motif Bio plc and Consort Medical plc.

Committee Membership

- A Audit Committee
- N Nomination Committee
- R Remuneration Committee
- D Disclosure Committee
- RB Responsible Business Committee