

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser duly authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Gear4music (Holdings) plc, please forward this document to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

The Board of Directors of Gear4music (Holdings) plc (the **Board**) considers all of the proposed resolutions to be in the best interests of shareholders of the Company (the **Shareholders**) and are most likely to promote the success of the Company for the benefit of the Shareholders as a whole and accordingly recommends that the Shareholders vote in favour of all of the resolutions proposed.

Gear4music (Holdings) plc

2023 Annual General Meeting

Notice of the Annual General Meeting of the Company to be held at the offices of the Company at Holgate Park Drive, York YO26 4GN at 10.30 am on 8 September 2023 (the **AGM**) is set out on pages 3 to 6 of this document. The action to be taken in respect of the AGM is set out on page 2 of this document.

If you are a Shareholder, a proxy appointment in relation to the AGM should be returned to the Company's Registrar, Link Group of PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL as soon as possible and, in any event, so as to be received by the Registrar by no later than 10.30 a.m. on 6 September 2023 (being at least 48 hours prior to the AGM). Details on the procedure for submitting a proxy appointment are contained in the notes to the notice of AGM. Your attention is drawn to further details in paragraph 2 of the letter from the Chairman on page 2 of this document. The completion and return of a proxy appointment will not prevent you from attending, voting and speaking in person at the AGM, or any adjournment thereof, should you wish to do so.

Letter from the Chairman

LETTER FROM THE CHAIRMAN OF GEAR4MUSIC (HOLDINGS) PLC (Incorporated in England and Wales with registered number 07786708)

Directors

Eric (Ken) Ford (Chairman)
Andrew Wass (Chief Executive Officer)
Chris Scott (Chief Financial Officer)
Gareth Bevan (Chief Commercial Officer)
Dean Murray (Non-Executive Director)
Harriet Williams (Non-Executive Director)

Registered office

Holgate Park Drive
York
YO26 4GN

15 August 2023

To the Shareholders and, for information purposes only, holders of options over shares in Gear4music (Holdings) plc

Dear Shareholder

2023 Annual General Meeting

1. Introduction

I am pleased to be writing to you with details of the business to be transacted at the 2023 Annual General Meeting which will be held at the offices of the Company at Holgate Park Drive, York YO26 4GN at 10.30 a.m. on 8 September 2023. The notice of AGM is set out on pages 3 to 6 and an explanation of the resolutions proposed is set out on page 7.

2. Action to be taken in relation to the Annual General Meeting

Shareholders can appoint a proxy to exercise their rights to attend and vote at the AGM using any of the methods described below. For a proxy appointment to be valid, a proxy form, electronic filing or any CREST Proxy Instructions (as described in note 7 to the notice of AGM) must be completed in each case so as to be received by the Registrar by **10.30 a.m. on 6 September 2023** in accordance with the notes to the notice of AGM.

Completion and return of a proxy appointment will not preclude a Shareholder from attending, voting and speaking at the AGM.

You can submit your vote on the resolutions in advance / appoint a proxy:

Online: Via our Registrar's website at www.signalshares.com

Via an App: Via the new shareholder app, LinkVote+, which can be downloaded on the Apple App Store or Google Play

By CREST: Via the CREST electronic proxy appointment service (for CREST members)

By post: A copy of the form of proxy should be returned to the Registrar, Link Group, at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

In order to submit your votes online, you will need to log into your Signal Shares account, or register if you have not previously done so. To register, you will need your Investor Code, which is detailed on your share certificate or available from the Registrar by phone on 0371 664 0300 or by email using: shareholderenquiries@linkgroup.co.uk. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. Lines are open between 9.00 a.m. to 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales).

You will not receive a hard copy form of proxy for the AGM in the post. If you wish to submit your proxy appointment via post, you will need to request a hard copy form of proxy directly from the Registrar (contact details above).

3. Recommendation

The directors of the Company (the **Directors**) consider that all resolutions to be put to the AGM are in the best interests of the Company and the Shareholders as a whole and are most likely to promote the success of the Company for the benefit of its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of all the proposed resolutions, as the Directors intend to do in respect of their own beneficial shareholdings in the Company.

Yours sincerely

Ken Ford
Chairman

Notice of Annual General Meeting

GEAR4MUSIC (HOLDINGS) PLC

(Incorporated in England and Wales with registered number 07786708)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that the **ANNUAL GENERAL MEETING** of Gear4music (Holdings) plc (the **Company**) will be held at the offices of the Company at Holgate Park Drive, York YO26 4GN at 10.30 a.m. on 8 September 2023 to consider and, if thought fit, approve the following resolutions:

1. To adopt and receive the Annual Report and the audited Accounts of the Company for the year ended 31 March 2023.
2. To adopt and receive the directors' remuneration report for the year ended 31 March 2023.
3. To re-appoint Chris Scott as a director of the Company (in accordance with article 35 of the Company's articles of association (the **Articles**)) who offers himself for re-election as a director of the Company.
4. To re-appoint Gareth Bevan as a director of the Company (in accordance with article 35 of the Articles) who offers himself for re-election as a director of the Company.
5. To re-appoint Grant Thornton UK LLP as auditors of the Company until the conclusion of the next general meeting of the Company at which accounts are laid before the Company.
6. To authorise the audit committee of the board of directors of the Company to determine the auditors' remuneration.
7. To authorise the directors of the Company from time to time (the **Directors**) pursuant to section 551 of the Companies Act 2006 (the **Act**) (in substitution for all previous like authorities under section 551 of the Act granted to the Directors (to the extent that they remain in force and unexercised)) generally and unconditionally to exercise all powers of the Company to allot shares or grant rights to subscribe for, or to convert any security into, shares (**Rights**):
 - 7.1 up to an aggregate nominal amount of £699,230 (being approximately one third of the issued share capital of the Company as at 14 August 2023 (being the latest practicable date prior to the date of this notice));
 - 7.2 up to an aggregate nominal amount of £1,398,460 (such amount to be reduced by the aggregate nominal amount of shares allotted and Rights granted under the authority conferred by virtue of sub-paragraph 7.1 of this resolution) in connection with or pursuant to a fully pre-emptive offer (as defined below in resolution 8),

provided that such authorities shall expire on the earlier of the date falling 15 months from the passing of this resolution and the conclusion of the next annual general meeting of the Company after the passing of this resolution, unless varied, revoked or renewed by the Company in general meeting, save that the Company may, before the expiry of the authority granted by this resolution, make offers or agreements which would or might require shares to be allotted and/or Rights granted after such expiry and the Directors may allot shares and/or grant Rights under any such offer or agreement as if the authority had not expired.

8. Subject to the passing of resolution 7 (and in substitution for all existing like powers granted to the Directors (other than pursuant to resolution 9) (to the extent they remain in force and unexercised)), to empower the Directors pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred upon them by resolution 7 or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act as if section 561(1) of the Act and sections (1) – (6) of sections 562 of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
 - 8.1 in connection with or pursuant to an offer of such securities by way of a fully pre-emptive offer (as defined below);
 - 8.2 (otherwise than pursuant to sub-paragraph 8.1 of this resolution) up to an aggregate nominal amount of £209,770 (being approximately 10 per cent. of the issued share capital of the Company as at 14 August 2023 (being the latest practicable date prior to the date of this notice)); and
 - 8.3 (otherwise than pursuant to sub-paragraphs 8.1 or 8.2 of this resolution) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under sub-paragraph 8.2 of this resolution, such authority to be used only for the purposes of making a follow-on offer which the Directors determine 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,

and shall expire on the earlier of the date falling 15 months from the passing of this resolution and the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company may, before the expiry of such powers, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities under any such offer or agreement as if the powers had not expired.

Notice of Annual General Meeting continued

For the purpose of sub-paragraphs 7.2 of resolution 7 and resolution 8, **fully pre-emptive offer** means: a rights issue, open offer or other pre-emptive issue or offer to: (i) holders of ordinary shares in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on the record date(s) for such allotment; and (ii) persons who are holders of other classes of equity securities if this is required by the rights of such securities (if any) or, if the Directors consider necessary, as permitted by the rights of those securities, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of any jurisdiction, the requirements of any recognised regulatory body or any stock exchange in any territory or any other matter whatsoever.

9. Subject to the passing of resolution 7 (and in addition to the power sought by resolution 8), to empower the Directors pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) wholly for cash pursuant to the authority conferred upon them by resolution 7 or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act as if section 561(1) of the Act and sections (1) – (6) of sections 562 of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

9.1 up to an aggregate nominal amount of £209,770 (being approximately 10 per cent. of the issued share capital of the Company as at 14 August 2023 (being the latest practicable date prior to the date of this notice)), 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 Directors determine 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

9.2 (otherwise than pursuant to sub-paragraph 9.1 of this resolution) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under sub-paragraph 9.1 of this resolution, such authority to be used only for the purposes of making a follow-on offer which the Directors determine 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,

and shall expire on the earlier of the date falling 15 months from the passing of this resolution and the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company may, before the expiry of such power, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities under any such offer or agreement as if the power had not expired.

By order of the Board

Chris Scott

Dated: 15 August 2023

Registered office:

Holgate Park Drive

York

YO26 4GN

Notes

1. General

Registered Shareholders are entitled to attend, speak and vote, either in person or by proxy, at general meetings of the Company.

This notice is the formal notification to members of the AGM, its date, time and place, and the matters to be considered. If you are in doubt as to what action to take you should consult an independent adviser.

Resolutions 1 to 7 (inclusive) will be proposed as ordinary resolutions. A simple majority (being more than 50 per cent.) of votes cast must be in favour of each such resolution in order for it to be passed.

Resolutions 8 and 9 will be proposed as special resolutions. A special resolution requires 75 per cent. or more of votes cast to be in favour of the resolution in order for it to be passed.

Pursuant to Article 25.1 of the Articles, all business proposed to be transacted at the AGM is ordinary business other than resolutions 2, 7, 8 and 9 which are special business.

2. Entitlement to attend and vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those shareholders registered in the register of members of the Company as at 8.00 p.m. on 6 September 2023 as holders of ordinary shares of £0.10 each in the capital of the Company shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time (or, in the case of an adjourned meeting, the day which is two business days before the day of the adjourned meeting). Changes to entries in the register of members after 8.00 p.m. on 6 September 2023 shall be disregarded in determining the rights of any person to attend and vote at the AGM.

3. Appointment of proxies - general

If you are a member of the Company at the time set out in note 2 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend and vote at the AGM. You can only appoint a proxy using the procedures set out in these notes.

A proxy does not need to be a member of the Company but will need to attend the AGM in order to represent you.

A member may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.

The appointment of a proxy will not prevent a member from attending the AGM in person and voting and speaking at it, if he or she so wishes.

Unless a voting indication is given on the proxy form, CREST Proxy Instruction (as described in note 7 below) or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

4. Appointment of proxy

You can vote/appoint a proxy:

- by logging on to www.signalshares.com and following the instructions;
- by post to the Registrar, Link Group, at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL;
- via the new shareholder app, LinkVote+, which can be downloaded on the Apple App Store or Google Play; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

If you wish to submit your proxy appointment by post, you will need to request a hard copy form of proxy directly from the Registrar, by phone on 0371 664 0300 or by email using: shareholderenquiries@linkgroup.co.uk. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. Lines are open between 9.00 a.m. to 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales).

In order for a proxy appointment to be a valid, a proxy form, electronic filing or any CREST Proxy Instructions (as described in note 7 below) must be completed in each case so as to be received by the Registrar by 10.30 a.m. on 6 September 2023 in accordance with these notes.

5. Changing proxy instructions

To change your proxy instructions simply submit a new proxy appointment using one of 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.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

6. Termination of proxy appointments

In order to revoke a proxy instruction you will need to inform the Registrar by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the address set out in note 4 above. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by the Registrar no later than 10.30 a.m. on 6 September 2023. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the AGM and voting in person and, if you have appointed a proxy and you attend and vote the AGM in person, your proxy appointment will be terminated automatically.

7. Appointment of proxy through CREST

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://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 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 (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 10.30 a.m. on 6 September 2023. 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.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) 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 provider(s) 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 (as amended).

8. Joint holders

In the case of joint holders of shares, the vote of the senior who tenders the vote will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which names stand in the Register in respect of the joint holding.

9. Communication

You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this notice (or in any related or accompanying document (including the annual report and accounts)) to communicate with the Company for any purposes other than those expressly stated (if any).

10. Total voting rights

As at 14 August 2023 (being the latest practicable date prior to the publication of this notice) the Company's issued share capital consisted of 20,976,938 ordinary shares of £0.10 each, carrying one vote each. Therefore, the total voting rights in the Company as at 14 August 2023 were 20,976,938.

Explanations of resolutions

Resolution 1 – Accounts

The Directors of the Company (the **Directors**) are obliged to lay the Company's Financial Statements, the report of the Directors and the report of the auditors before members at a general meeting. Those accounts and reports for the year ended 31 March 2023 are available on the Company's website at www.gear4musicplc.com/investors.

Resolution 2 – Remuneration report

Shareholders are being given the opportunity to cast an advisory vote on the Directors' Remuneration report for the year ended 31 March 2023, which is set out on pages 52 to 53 of the Annual Report and Accounts for the year ended 31 March 2023 that are available on the Company's website at www.gear4musicplc.com/investors. The vote is advisory only and does not affect the remuneration paid to any director.

Resolutions 3 and 4 – Re-appointment of directors

The retirement of Chris Scott and Gareth Bevan is pursuant to Article 35 of the Company's articles of association. This article requires that at each annual general meeting of the Company, one third of the Directors for the time being are required to retire. If the number of relevant Directors is not a multiple of three, the number nearest to but not less than one third shall retire from office. A retiring Director is eligible for re-election and Chris Scott and Gareth Bevan offer themselves for re-election.

Following formal performance evaluation, the Board has determined that the performance of the Directors offering themselves for re-election continues to be effective and such Directors continue to demonstrate commitment to their respective roles.

Resolution 5 – Re-appointment of auditors

The Company is required to appoint auditors at each general meeting at which accounts are laid, to hold office until the next general meeting at which accounts are laid. The present auditors, Grant Thornton UK LLP, are willing to continue to act as the Company's auditors and this resolution proposes their re-appointment.

Resolution 6 – Auditors' remuneration

This resolution authorises the audit committee of the Board to determine the level of the auditors' remuneration.

Resolution 7 – Authority to allot shares

The Directors may only allot shares or grant rights over shares if authorised to do so by shareholders. The Investment Association (**IA**) guidelines on authority to allot shares state that IA members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to two-thirds of a company's issued share capital provided that any amount in excess of one-third of the company's issued share capital is applied to fully pre-emptive offers only (including open offers and rights issues). Accordingly, resolution 7, if passed, would authorise the Directors under section 551 of the Companies Act 2006 (the **Act**) to allot new shares or grant rights to subscribe for, or convert any security into, new shares (subject to shareholders' pre-emption rights (unless and to the extent disapplied)): (i) up to a maximum nominal amount of £699,230; and (ii) up to a maximum nominal amount of £1,398,460 (less the aggregate nominal amount of shares or rights granted under (i)) in connection with a fully pre-emptive offer, together representing the IA guideline limit of approximately two-thirds of the Company's issued ordinary share capital (excluding shares held in treasury) as at 14 August 2023, being the latest practicable date prior to the publication of this document.

The authority granted by resolution 7 replaces, and is in substitution for, all existing authorities to allot shares or rights over shares granted to the directors of the Company and, if granted, shall expire at the earlier of the date falling 15 months from the passing of this resolution and the conclusion of the next annual general meeting of the Company.

Passing this resolution will ensure that the Directors continue to have the flexibility to act in the best interests of shareholders, when opportunities arise, by issuing new shares or granting rights over shares, although the Directors have no current intention of using any such authority (other than to the extent required in connection with share option schemes).

Resolutions 8 and 9 – Disapplication of statutory pre-emption rights

The Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the publication of this document (the **Pre-Emption Principles**) states that a general disapplication of pre-emption rights will likely be supported where a company seeks authority to issue non-pre-emptively for cash shares representing: (i) no more than 10% of its issued share capital on an unrestricted basis (being for any purpose); and (ii) no more than an additional 10% of its issued share capital to be used for an acquisition or a specified capital investment of a kind contemplated by the Pre-Emption Principles. In addition, the Pre-Emption Principles state that, in each case, a company may seek further authority to disapply pre-emption rights for up to 2% of its issued share capital to be used only for the purposes of a follow-on offer of a kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Principles.

Resolution 8 contains a three-part disapplication of statutory pre-emption rights. Other than in connection with a fully pre-emptive offer, the power contained in resolution 8 would be limited to a maximum nominal amount of £251,724, which would equate to 2,517,240 ordinary shares in the capital of the Company, representing approximately 12% of the Company's issued share capital as at 14 August 2023, being the latest practicable date prior to the publication of this document. Of the £251,724, £41,954 can only be used for the purposes of making a follow-on offer.

Resolution 9 is a further disapplication of pre-emption rights limited to an additional 10% of issued ordinary share capital to be used for transactions which the Directors determine to be an acquisition or specified capital investment and a further 2% of issued ordinary share capital to be used for making a follow-on offer. This power would be limited to a maximum nominal amount of £251,724, which would equate to 2,517,240 ordinary shares in the capital of the Company, representing approximately 12% of the Company's issued share capital as at 14 August 2023, being the latest practicable date prior to the publication of this AGM notice.

If passed, these authorities will expire at the same time as the authority to allot shares given pursuant to resolution 7.

The Directors have no current intention of using any such authority (other than to the extent required in connection with share option schemes).

