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If you have sold or transferred all of your Ordinary Shares please forward this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other party through whom the sale or transfer was effected for transmission to the purchaser or transferee. Such documents should, however, not be forwarded to or transmitted into any jurisdiction outside of the UK. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. If you have sold or transferred only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately. This document does not comprise a prospectus in accordance with the Prospectus Regulation Rules and has not been drawn up in accordance with the Prospectus Regulation Rules. This document has not been approved by the Financial Conduct Authority or by any other authority in any jurisdiction.

This document should be read in conjunction with the Form of Proxy and the Notice of Annual General Meeting (the "AGM") set out at the end of this document. Your attention is drawn to the letter from the Chairman of Highway Capital plc set out on pages 2 to 4 of this document which recommends you to vote in favour of the Resolutions to be proposed at the Annual General Meeting. Notice of the Annual General Meeting to be held at 11:00 a.m. on 17 February 2022 is set out at the end of this document. The accompanying Form of Proxy for use at the Annual General Meeting should be completed in accordance with the instructions printed thereon and returned as soon as possible to the Company's Registrar, Neville Registrars Limited, at Neville House, Steelpark Road, Halesowen, B62 8HD, but by not later than 11:00 a.m. on 15 February 2022. Completion and return of the Form of Proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting should they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked. This document is being sent to all Shareholders for information purposes only to enable them to exercise their rights as shareholders in relation to the Annual General Meeting.

HIGHWAY CAPITAL PLC

(Incorporated and registered in England & Wales with company number 02991159)

NOTICE OF ANNUAL GENERAL MEETING

The release, publication or distribution of this document in or outside the UK may be restricted by law. Persons who come into possession of this document and/or accompanying Form of Proxy should inform themselves about and observe any applicable restrictions or requirements in their particular jurisdiction. Failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdiction. No action has been taken by the Company or the Company's advisers that would permit possession or distribution of this document in any jurisdiction (including the United Kingdom) where action for that purpose is required.

FORWARD-LOOKING STATEMENTS

This document contains forward-looking statements which includes all statements other than statements of historical fact including, without limitation, those regarding the Company's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "might", "anticipates", "would", "could" or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law.

IMPORTANT INFORMATION: IMPACT OF THE COVID-19 PANDEMIC ON THE MEETING.

The Board has been carefully monitoring the impact of COVID-19 and the impact it may have on the AGM. At the time of publication of this document, there are no legal restrictions on public gatherings or non-essential travel that impact on the AGM although the UK Government has stated that individuals should exercise caution in attending any public gatherings. In light of this and due to the Board's ongoing desire to protect the health of the Company's shareholders and officers, the Board strongly urges shareholders **not to attend** the Annual General Meeting in person but to vote by proxy.

However please note that the UK Government may bring in new regulations or public health guidance that may have an impact on the AGM and/or may restrict the number of people who are permitted to attend the AGM. If there are any changes to the current position that necessitate any changes to the arrangements for the AGM (that may include a change in location of the AGM or the method by which Shareholders may attend), the Company will communicate this to Shareholders in advance of the Meeting through its website at highwaycapital.co.uk and via a RNS announcement.

**LETTER FROM THE CHAIRMAN OF
HIGHWAY CAPITAL PLC**

(Incorporated and registered in England and Wales with registered number 02991159)

Directors:

Ludwik Leszek Sobolewski

Maciej Szytko

Nicolay Mayster

Biswanath Patnaik

Registered Office:

Eden House

Reynolds Road

Beaconsfield

HP9 2FL

24 January 2022

Dear Shareholder,

The purpose of this document is to provide details of the Annual General Meeting (the “**AGM**”) of Highway Capital Plc (“**Highway**” or “**Company**”) to be held on 17 February 2022 (“**AGM**”). The formal notice of the AGM is set out on page 5.

Suspension and Potential Transaction

The listing in the Company’s ordinary shares of 2p each (the “**Ordinary Shares**”) was suspended on 22 September 2016. As set out in the announcement on 11 October 2021, the Company has entered into non-legally binding heads of terms for the acquisition of Guinevere Capital Esports & Entertainment which if completed will constitute a reverse takeover under the Listing Rules (the “**Proposed Transaction**”) and would therefore result in the Company’s existing listing being cancelled and the Ordinary Shares being re-admitted, subject to the FCA’s approval. Negotiations in relation to the Proposed Transaction are progressing and the board of directors of the Company (the “**Board**”) hopes to be able to make a further announcement regarding this in due course

Annual General Meeting

A notice convening the AGM is set out at the end of this document.

The Board has been carefully monitoring the impact of COVID-19 and the impact it may have on the AGM. At the time of publication of this document, there are no legal restrictions on public gatherings or non-essential travel that impact on the AGM although the UK Government has stated that individuals should exercise caution in attending any public gatherings. In light of this and due to the Board’s ongoing desire to protect the health of the Company’s shareholders and officers, the Board strongly urges shareholders not to attend the Annual General Meeting in person but to vote by proxy.

However please note that the UK Government may bring in new regulations or public health guidance that may have an impact on the AGM and/or may restrict the number of people who are permitted to attend the AGM. If there are any changes to the current position that necessitate any changes to the arrangements for the AGM (that may include a change in location of the AGM or the method by which Shareholders may attend), the

Company will communicate this to Shareholders in advance of the Meeting through its website at highwaycapital.co.uk and via a RNS announcement.

At the AGM the following Resolutions will be proposed:

Resolution 1 – Receive Directors’ Reports and Annual Accounts

Resolution 1 is to receive the reports of the Directors and auditors and the Annual Report and Accounts for the financial year ended on 28 February 2021 (the “**2021 Annual Report**”).

Resolution 2 and 3 – Approve Directors’ Remuneration Report and Remuneration Policy

Resolution 2 relates to the directors’ remuneration report and resolution 3 the remuneration policy for the financial year ended 28 February 2021, which is contained within the Company’s Annual Report and Accounts for the financial year ended 28 February 2021. Shareholders are being asked to vote on whether or not they approve the remuneration report and remuneration policy and this vote will be in respect of the content of the remuneration report and remuneration policy not specific to any Director’s level or terms of remuneration.

Resolution 4 – Retirement by Rotation and Re-Appointment of Directors

Resolution 4 concerns re-appointment of Directors. Under the Company’s Articles of Association, one third of Directors are obliged to retire by rotation with those who have been longest in office since their last election or appointment retiring. Biswanath Patnaik will retire by rotation and offer himself for re-election at the AGM.

Resolution 5 – Re-Appointment of Auditors

Resolution 5 is to propose the re-appointment of Shipleys LLP as auditors of the Company for the ensuing financial year and to authorise the Directors to determine the auditors’ remuneration.

Resolution 6 – Grant of authority to the Directors to allot Shares

This Resolution deals with the Directors’ authority to allot Relevant Securities in accordance with section 551 of the Companies Act 2006 (the “**Act**”). This Resolution will, if passed, authorise the Directors to allot equity securities (as defined by section 560 of the Act) up to a maximum nominal amount of £1,045,961 which represents 52,298,040 Ordinary Shares.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

Resolution 7 – Disapplication of statutory pre-emption rights on allotment of shares

If the Directors wish to allot unissued shares or other equity securities for cash or sell any shares which the Company may hold in treasury following a purchase of its own shares, the Act requires that such shares or other equity securities are offered first to existing shareholders in proportion to their existing holdings.

This Resolution, which is conditional on Resolution 6, will, if passed, give the Directors power, pursuant to the authority to allot granted by Resolution 6, to allot equity securities (as defined by section 560 of the Act) or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings up to a maximum nominal amount of £1,045,961 which represents 52,298,040 Ordinary Shares.

Action to be taken

You are entitled to appoint one or more proxies to attend and vote at the AGM on your behalf. You will find enclosed with this document a Form of Proxy for use in connection with the AGM. Whether or not you propose to attend the AGM in person, you are requested to complete and return the Form of Proxy to the Company's registrars Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD as soon as possible and, in any event, so as to be received no later than 11:00 a.m. on 15 February 2022.

Please note the comments above in relation to the Covid-19 restrictions when considering the appointment of your proxy.

Recommendation

The directors of the Company consider that all the proposals to be considered at the AGM are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

Documents available for inspection

Copies of the following documents will be available for inspection, free of charge, at Eden House, Reynolds Road, Beaconsfield, Buckinghamshire, HP29 2FL during normal business hours on any weekdays (excluding Saturdays, Sundays and public holidays) and also on the Company's website at www.highwaycapital.co.uk. The documents will be available from the date of this document until the date of the AGM and at the AGM from 15 minutes prior to its commencement until its conclusion:

- a) this Circular; and
- b) the 2021 Annual Report.

Yours sincerely

Ludwik Sobolewski
Chairman

Please note that this document is important and requires your immediate attention. If you are in any doubt as to the action to be taken, please consult an independent adviser immediately.

If you have sold or transferred or otherwise intend to sell or transfer all of your holding of ordinary shares in the Company you should send this document, together with the accompanying Form of Proxy, to the (intended) purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was or is to be effected for transmission to the (intended) purchaser or transferee.

HIGHWAY CAPITAL PLC

(Incorporated and registered in England & Wales with company number 02991159)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting ("**AGM**") of Highway Capital Plc (the "**Company**") will be held at 10 Orange Street, Haymarket, London, WC2H 7DQ on 17 February 2022 at 11:00 a.m. for the purposes set out below.

IMPORTANT INFORMATION: IMPACT OF THE COVID-19 PANDEMIC ON THE MEETING.

The Board has been carefully monitoring the impact of COVID-19 and the impact it may have on the AGM. At the time of publication of this document, there are no legal restrictions on public gatherings or non-essential travel that impact on the AGM although the UK Government has stated that individuals should exercise caution in attending any public gatherings. In light of this and due to the Board's ongoing desire to protect the health of the Company's shareholders and officers, the Board strongly urges shareholders not to attend the Annual General Meeting in person but to vote by proxy.

However please note that the UK Government may bring in new regulations or public health guidance that may have an impact on the AGM and/or may restrict the number of people who are permitted to attend the AGM. If there are any changes to the current position that necessitate any changes to the arrangements for the AGM (that may include a change in location of the AGM or the method by which Shareholders may attend), the Company will communicate this to Shareholders in advance of the Meeting through its website at highwaycapital.co.uk and via a RNS announcement.

You will be asked to consider and vote on the resolutions below. Resolutions 1 - 6 will be proposed as ordinary resolutions and resolution 7 will be proposed as a special resolution.

Resolution 1 (Ordinary Resolution)

To receive the report of the directors and the audited accounts for the year ended 28 February 2021.

Resolution 2 (Ordinary Resolution)

To approve the directors' remuneration report (excluding the directors' remuneration policy, set out on page 11 of the directors' remuneration report) for the year ended 28 February 2021.

Resolution 3 (Ordinary Resolution)

To approve and ratify the directors' remuneration policy (as set out on page 11 of the directors' remuneration report for the year ended 28 February 2021).

Resolution 4 (Ordinary Resolution)

To re-elect Biswanath Patnaik as a director of the Company.

Resolution 5 (Ordinary Resolution)

To re-appoint Shipleys LLP as the registered auditors of the Company and to authorise the directors to determine their remuneration.

Resolution 6 (Ordinary Resolution)

THAT, in accordance with section 551 of the Companies Act 2006 (the "**Act**"), the directors of the Company (the "**Directors**") be generally and unconditionally authorised to allot to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Relevant Securities**") comprising equity securities (as defined by section 560 of the CA 2006) up to an aggregate nominal amount of £1,045,961 provided that this authority shall, expire on the earlier of the conclusion of the next annual general meeting of the Company after the passing of this resolution and the date being fifteen months after the date of the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

Resolution 7 (Special Resolution)

That subject to the passing of Resolution 6, the Directors be given the general power to allot equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by Resolution 6 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £1,045,961.

The power granted by this resolution will expire on the earlier of the conclusion of the next annual general meeting of the Company after the passing of this resolution and the date being fifteen months after the date of the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

By Order of the Board

MACIEJ SZYTKO
Company Secretary

Registered Office:

Eden House
Reynolds Road
Beaconsfield
HP9 2FL

24 January 2022

NOTES

1. A member entitled to attend and vote at the AGM may appoint another person(s) (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the AGM. A member can appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attaching to different shares held by him. Please note the attendance of any proxy is subject to the restrictions on numbers attending the meeting imposed in relation to Covid-19.
2. A proxy does not need to be a member of the Company but must attend the AGM to represent you. Your proxy will vote as you instruct and must attend the AGM for your vote to be counted. Details of how to appoint the Chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form.
3. A copy of this notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (a "**Nominated Person**"). The rights to appoint a proxy can not be exercised by a Nominated Person: they can only be exercised by the member. However, a Nominated Person may have a right under an agreement between him and the member by whom he was nominated to be appointed as a proxy for the AGM or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the members as to the exercise of voting rights.
4. If a member is a corporation, the proxy form must be executed either under its common seal or under the hand of an officer or agent duly authorised in writing. In the case of an individual the proxy must be signed by the appointor or his agent, duly authorised in writing. To be valid an appointment of proxy must be returned (together with any authority under which it is executed) to the Company's Registrars not less than 48 hours before the time of the AGM.
5. All members of the company are urged to complete and return the enclosed form of proxy as soon as possible.
6. The company is unfortunately unable to offer members the option to appoint a proxy electronically.
7. 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).
8. In order to revoke a proxy instruction, a member will need to inform the Company by sending a signed hard copy notice clearly stating his/her intention to revoke the proxy appointment to the Company's registrars. In the case of a member which is a corporation, the revocation notice must be executed under its common seal or under the hand of an officer or agent duly authorised in writing. Any power of attorney or other authority under which the revocation notice is signed (or a duly certified copy of such power of authority) must be included with the revocation notice.

In either case, the revocation notice must be received by Neville Registrars Ltd no later than 48 hours before the time of the AGM.

9. Pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001 (2001 No. 3755) the company has specified that only those members registered on the register of members of the Company at 6.00 pm on 15 February 2022 shall be entitled to attend and vote at the AGM in respect of the number of Ordinary Shares registered in their name at that time. Changes to the register of members after 6.00 pm on 15 February 2022 shall be disregarded in determining the rights of any person to attend and vote at the AGM.
10. Corporate representatives – Any corporation which is a member can appoint one or more corporate representatives. Members can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Members cannot appoint more than one corporate representative to exercise the rights attached to the same share(s).
11. Voting rights - As at 21 January 2022 (being the latest business day prior to the publication of this Notice), the Company's issued share capital consists of 11,490,201 ordinary shares of 2p each, carrying one vote each. No shares are held in treasury. Therefore the total voting rights in the Company are 11,490,201.
12. Notification of shareholdings – Any person holding 3 per cent or more of the total voting rights of the company who appoints a person other than the chairman of the AGM as his proxy will need to ensure that both he, and his proxy, comply with their respective disclosure obligations under the UK Disclosure and Transparency Rules.
13. Members' right to require circulation of resolution to be proposed at the AGM – Members meeting the threshold requirements set out in the Act have the right to (a) require the company to give notice of any resolution which can properly be, and is to be, moved at the AGM pursuant to section 338 of the Act; and/or (b) include a matter in the business to be dealt with at the AGM, pursuant to section 338A of the Act.
14. Information regarding the AGM, including the information required by section 311A of the Act, is available at www.highwaycapital.co.uk.