

Hollywood Bowl Group plc
("Hollywood Bowl" or the "Company")

Publication of Circular and Notice of General Meeting

The board of directors (the "**Board**") of Hollywood Bowl has become aware of a technical issue in respect of the Company's procedures for the payment of the final dividend of 8.08 pence per share approved by shareholders at the Company's last annual general meeting held on 30 January 2025 and paid to shareholders on 21 February 2025 (with a record date of 31 January 2025) (the "**Final Dividend**") and certain purchases of the Company's own shares during the period commencing 18 February 2025 and ending 27 February 2025 (the "**Buy-backs**") (the Final Dividend and the Buy-backs together the "**Relevant Distributions**"). This has resulted in a technical infringement of the Companies Act 2006 (the "**Act**").

The Company has always filed its statutory accounts on time in accordance with the requirements of the Act, and at all times had sufficient profits and other distributable reserves to pay the Relevant Distributions. However, whilst it prepared interim accounts evidencing the distributable profits necessary to satisfy payment of the Relevant Distributions, the Company omitted to deliver those interim accounts to Companies House to satisfy the procedural requirements of the Act before making the Relevant Distributions. Therefore, regrettably, the Relevant Distributions were made otherwise than in accordance with the Act. The relevant interim accounts were delivered to Companies House on 28 February 2025.

This technical omission only affected the Relevant Distributions and did not affect any other distributions made by the Company. There is also no change to the financial outlook of the Company as a consequence of this matter, and it has no impact on the Company's intentions or ability to continue returning its surplus cash flow to shareholders via future dividends or buy-backs. The Company's past accounts will not need to be restated and no dividends are expected to be repaid.

The Company will today publish and post to shareholders a circular containing a notice of general meeting (together the "**Circular and GM Notice**") convening a general meeting at which a special resolution will be proposed which will, if passed, address the situation and put all parties back in the position they were intended to be had the full technical requirements of the Act been complied with at the time the Relevant Distributions were made, including by authorising the appropriation of the distributable profits of the Company to the payment of the Relevant Distributions, together having a total value of £23,903,753.49.

The notice contained in the Circular and GM Notice, convenes the General Meeting of the Company for 9.00 a.m. on 26 March 2025 at the offices of CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London EC4N 6AF.

The Circular and GM Notice also contains further details of the Relevant Distributions having been made otherwise than in accordance with the Act. In particular, it contains details of the proposals for the Company to enter into certain deeds of release in respect of the claims it may have against past and present shareholders who were recipients of the Final Dividend to repay the amounts so received, and against persons who were directors of the Company at the time of payment of the Final Dividend and at the time of entry into the Buy-backs, to repay the value of the Relevant Distributions.

The entry by the Company into a deed of release in respect of the claims it may have against persons who were directors in connection with the Relevant Distributions having been made otherwise in accordance with the Act constitutes a related party transaction (as defined in the UK Listing Rules) because each of the current directors of the Company (Darren Shapland, Stephen Burns, Laurence Keen, Melanie Dickinson, Ivan Schofield, Julia Porter and Rachel Addison) and the former director of the Company (Peter Boddy) (together the "**Directors**") are related parties for the purposes of the UK Listing Rules.

Accordingly, as required by UK Listing Rule 8.2.1R, the Board is required to obtain an opinion from a sponsor that each of: (i) the waiver of claims in connection with the Final Dividend and the Buy-backs against the Directors and Peter Boddy (as a former director of the Company at the time of the Relevant Distribution); and (ii) the entry into a deed of release for such purpose, are fair and reasonable so far as the shareholders of the Company are concerned. The Board has obtained such an opinion from Investec, acting in its capacity as sponsor to the Company.

The approach that the Company is proposing to address the situation is consistent with the approach taken by other listed companies that have encountered similar issues in the past.

In accordance with UK Listing Rule 6.4.1, copies of the Circular and GM Notice will be submitted to the National Storage Mechanism and will shortly be available to view at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> and on the Company's website, <https://www.hollywoodbowlgroup.com/investors/results-reports-and-presentations>.

Bernwood Cossec Limited
Company Secretary
Hollywood Bowl Group plc

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