

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and/or the action to be taken you should immediately consult your solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom or, if not, another appropriately authorised independent adviser.

If you sell or have sold or otherwise transferred all of your Ordinary Shares you should send this document and the accompanying Form of Proxy 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 other transferee. If you sell or have sold or otherwise transferred only part of your holding, you should retain these documents.

ELECTRIC GUITAR PLC

(Incorporated and registered in England and Wales with registered number 13288812)

Proposed acquisition of Mymyne Limited and Notice of General Meeting

The whole of this document should be read. Your attention is drawn in particular to the letter from the Independent Directors of the Company.

Notice of a General Meeting of the Company to be held at the offices of BDB Pitmans LLP, One Bartholomew Close, London, EC1A 7BL on 27 August 2024 at 10.00 a.m. is set out at the end of this document. The Form of Proxy for use at the General Meeting accompanies this document.

The action to be taken by Shareholders in respect of the General Meeting is set out on page 12 of this document. If you hold your Ordinary Shares in certificated form, whether or not you plan to attend the General Meeting, you are encouraged to complete the Form of Proxy and return it in accordance with the instructions printed thereon to the Company's registrar, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX as soon as possible, but in any event so as to be received by post or, during normal business hours only, by hand, by no later than 10.00 a.m. on 22 August 2024. Alternatively, you can register your proxy vote(s) for the General Meeting by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your log-in details, i.e. user name and access code, on the top of the proxy form). In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by no later than 10.00 a.m. on 22 August 2024 or, in the case of an adjournment of the 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). Completion and return of a Form of Proxy will not prevent you from attending and voting at the meeting in person should you wish to do so.

If you hold your Ordinary Shares in uncertificated form (that is, in CREST) you may vote using the CREST proxy voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the Notice of the General Meeting set out at the end of this document). Proxies submitted via CREST must be received by the Company's agent (ID number 7RA36) by no later than 10.00 a.m. on 22 August 2024 (or, in the case of an adjournment, 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)).

Allenby Capital Limited (“Allenby Capital”) which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for the Company and for no-one else in relation to the matters and arrangements referred to in this document. Allenby Capital will not regard any other person (whether or not a recipient of this document) as its client in relation to any of the matters described in this document and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing any advice in relation to the contents of this document or any transaction or arrangement referred to in it. Apart from the responsibilities and liabilities, if any, which may be imposed on Allenby Capital by the FSMA or the regulatory regime established thereunder, Allenby Capital makes no representation, express or implied, in relation to, nor accepts any responsibility whatsoever for, the contents of this document or any other statement made or purported to be made by it or on its behalf in connection with the Company or the matters referred to in this document. Allenby Capital accordingly, to the fullest extent permissible by law, disclaims all and any responsibility or liability whether arising in tort, contract or otherwise which it might have in respect of this document or any other statement.

FORWARD LOOKING STATEMENTS

Certain statements contained herein constitute forward-looking statements. Forward-looking statements including, without limitation, statements typically containing words such as “intends”, “anticipates”, “targets”, “estimates”, “believes”, “should”, “plans”, “will”, “expects” and similar expressions or statements that are not historical facts are intended to identify those expressions or statements as forward-looking statements. The statements are based on the assumptions and assessments by the Board and are naturally subject to uncertainty and changes in circumstances. By their nature, forward looking statements involve risk and uncertainty and the factors described in the context of such forward- looking statements in this document could cause actual results and developments to differ materially from those expressed in or implied by such forward-looking statements. There are a number of factors that could cause actual results or developments to differ materially from those expressed or implied by such forward-looking statements. These factors include, but are not limited to, local and global political and economic conditions, future revenues of Electric Guitar plc being lower than expected, expected cost savings or other future transactions not being realised fully or in line with expected timeframes, competitive pressures in the industry increasing, foreign exchange rate fluctuations and interest rate fluctuations (including those from any potential credit rating decline) and legal or regulatory developments and changes. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements.

Neither the Company, nor any of its respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied by any forward-looking statements contained herein will actually occur. Other than in accordance with their legal or regulatory obligations (including under the AIM Rules, the Disclosure and Transparency Rules of the FCA and the Market Abuse Regulation), the Company is not under any obligation and expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Copies of this document are available free of charge on the Company’s website: www.electricguitarplc.com

TABLE OF CONTENTS

	<i>Page</i>
DEFINITIONS	4
EXPECTED TIMETABLE OF PRINCIPAL EVENTS	7
LETTER FROM THE INDEPENDENT DIRECTORS OF ELECTRIC GUITAR PLC	8
NOTICE OF GENERAL MEETING	13

DEFINITIONS

The following definitions apply throughout this document and in the Form of Proxy, unless the context requires otherwise:

<i>Term</i>	<i>Definition</i>
“3radical”	3radical Limited, the Company's primary operating subsidiary and a company registered in England and Wales with registered number 07872556;
“3radical Contract”	The contract dated 17 November 2023 (as amended on 27 March 2024) between Mymyne and 3radical in which Mymyne has been engaged by 3radical to provide sales and marketing services;
“Acquisition”	the purchase of 100 per cent. of the ordinary shares in Mymyne Limited by the Company, pursuant to the SPA;
“Act”	the UK Companies Act 2006, as amended;
“AIM”	the market of that name operated by the London Stock Exchange;
“AIM Rules”	the rules which set out the obligations and responsibilities in relation to companies whose shares are admitted to trading on AIM as published by the London Stock Exchange from time to time;
“Allenby Capital”	Allenby Capital Limited, the Company's Nominated Adviser in accordance with the AIM Rules;
“Articles”	the articles of association of the Company from time to time;
“Board”	the board of directors of the Company for the time being;
“Business Day”	a day other than a Saturday, Sunday or public holiday on which banks are open for commercial business in the City of London;
“Company” or “Electric Guitar”	Electric Guitar plc, a company registered in England and Wales with registered number 13288812;
“Completion”	completion of the sale and purchase of all the shares in Mymyne in accordance with the SPA;
“Consideration Shares”	up to 21,026,186 new Ordinary Shares as consideration for the Acquisition;
“Consultant Shares”	5,479,452 new Ordinary Shares issued at the Issue Price to Tanvier Malik to satisfy his annual fee of £40,000 as Capital Markets Consultant;
“CREST”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as also defined in the CREST Regulations);
“Deferred Consideration Shares”	up to 11,191,665 Consideration Shares to be issued 12 months after Completion, subject to the conditions set out on page 9;
“Directors”	the directors of the Company at the date of this document;
“FCA”	the United Kingdom Financial Conduct Authority;

“Fee Shares”	4,109,590 new Ordinary Shares issued at the Issue Price to certain professional advisers and consultants to satisfy their fees;
“Form of Proxy”	the form of proxy accompanying this circular for use by Shareholders in relation to the General Meeting;
“FSMA”	the Financial Services and Markets Act 2000 of the United Kingdom, as amended;
“General Meeting”	the general meeting of the Company to be held at the offices of BDB Pitmans LLP, One Bartholomew Close, London, EC1A 7BL at 10.00 a.m. on 27 August 2024;
“Group”	the Company and its subsidiary undertakings from time to time;
“HMRC”	HM Revenue & Customs;
“Independent Directors”	the Directors who are independent for the purposes of the Acquisition, being Richard Horwood, Grahame Cooke and Caroline Worboys;
“Initial Consideration Shares”	9,834,521 Consideration Shares to be issued upon Completion;
“Initial Consideration Shares Admission”	admission of the Initial Consideration Shares to trading on AIM becoming effective in accordance with the AIM Rules;
“IP”	intellectual property;
“Issue Price”	the mid market closing price on the Last Practicable Date of 0.73p;
“Last Practicable Date”	the last date before the posting of this document, being 8 August 2024;
“London Stock Exchange”	London Stock Exchange plc;
“Market Abuse Regulation”	the UK version of the EU Market Abuse Regulation (2014/596) which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended and supplemented from time to time including by the Market Abuse (Amendment) (EU Exit) Regulations 2019;
“Mymyne”	Mymyne Limited, a company registered in England and Wales with registered number 11802008;
“Notice of General Meeting”	the notice of General Meeting set out at the end of this document;
“Ordinary Resolution”	has the meaning given in section 282 of the Act;
“Ordinary Shares”	ordinary shares of par value £0.005 each in the capital of the Company;
“Register”	the register of members of the Company;
“Registrar”	Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX.
“Resolution”	the resolution to be proposed at the General Meeting to approve the Acquisition as set out in the Notice of General Meeting;
“RTO”	Electric Guitar’s reverse takeover of 3radical which completed on 3 May 2024;

“Shareholders”	the persons who are registered as holders of the Ordinary Shares;
“SPA”	the share sale and purchase agreement dated 8 August 2024 between the Company and the Vendors;
“Sterling” or “£”	the legal currency of the UK;
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland; and
“Vendors”	the persons set out on page 10 disposing of their shares in Mymyne.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<i>Event</i>	<i>Date and Time</i>
Publication and posting of this document and the Form of Proxy	9 August 2024
Latest time and date for receipt of Forms of Proxy for the General Meeting	10.00 a.m. on 22 August 2024
General Meeting	10.00 a.m. on 27 August 2024
Admission of the Initial Consideration Shares to trading on AIM	8.00 a.m. on or around 28 August 2024
Completion of the Acquisition (subject to Admission)	28 August 2024

LETTER FROM THE INDEPENDENT DIRECTORS OF ELECTRIC GUITAR PLC

ELECTRIC GUITAR PLC

(Incorporated and registered in England and Wales with registered number 13288812)

Directors

John Hutchinson – *Non-Executive Chair*
John Regan – *Chief Executive Officer*
Richard Horwood – *Chief Operating Officer**
Caroline Worboys – *Non-Executive Director**
Grahame Cook – *Non-Executive Director**

Registered Office
One Bartholomew Close
London
EC1A 7BL

**The Directors independent of the Acquisition*

9 August 2024

To all holders of Ordinary Shares and, for information only, to holders of warrants over Ordinary Shares

Dear Shareholder,

Proposed Acquisition of Mymyne Limited and Notice of General Meeting

1. Introduction

On 9 August 2024, Electric Guitar, the digital marketing and advertising company providing first-party data solutions, announced that it had entered into a conditional agreement to acquire 100 per cent. of the share capital of Mymyne Limited, satisfied by the issue of new Ordinary Shares in Electric Guitar. Mymyne is a developer of data-related software solutions, and provider of related sales and marketing services. The Independent Directors believe that the Acquisition will achieve significant synergies for Electric Guitar.

Due to the size of the Acquisition and the shareholdings of John Regan (and his associates) and John Hutchinson in Mymyne, the Acquisition requires shareholder approval pursuant to section 190 of the Companies Act 2006. As Completion is conditional on receiving this approval, Shareholders will be asked to vote in favour of the Resolution, allowing Electric Guitar to proceed with the Acquisition. Accordingly, at the end of this document there is a notice convening a General Meeting to be held at the offices of BDB Pitmans LLP, One Bartholomew Close, London, EC1A 7BL on 27 August 2024 at 10.00 a.m.

We are writing to provide you with an explanation of the background to and reasons for the Acquisition and to explain why the Independent Directors consider the Acquisition to be in the best interests of the Company and its Shareholders as a whole.

You should read the whole of this document and not rely solely on the summarised information contained in this letter from the Independent Directors.

2. Information on Mymyne Limited

Mymyne is a marketing technology business. It has developed data-related software solutions alongside sales and marketing services for the digital marketing sector. While its revenues have to date come from its sales and marketing services, its intellectual property (“IP”) includes a website for collecting first-party data in exchange for discount vouchers; *Situational Targeting*, a segmentation tool that can be used for both customer intent analysis and programmatic digital advertising; and *Pepr*, a digital traffic and website optimisation tool that offers independent web analytics and channel attribution.

Based on unaudited management accounts for the year ended 29 February 2024, Mymyne recognised revenue of £95,000 (2023: nil), an operating loss of approximately £60,000 (2023: nil) and had net liabilities at 29 February 2024 of approximately £52,000 (2023: net assets of £59,000). Mymyne has one employee as well as a number of consultants and contractors.

Mymyne was established in 2019 by John Regan (Electric Guitar's CEO) and other digital marketing experts, with particular expertise in developing and commercialising data-related software services. John Regan was a director of Mymyne until 1 July 2023 and was reappointed as a director on 14 July 2024 in order to satisfy certain provisions in Mymyne's articles of association in relation to the Acquisition. John Hutchinson (Electric Guitar's Chair) has also invested in Mymyne. Accordingly, as John Regan and his associates currently hold approximately 31.2 per cent. of the issued share capital of Mymyne and John Hutchinson holds approximately 9.2 per cent., they have recused themselves from any dealings between Mymyne and Electric Guitar following the IPO of Electric Guitar in January 2022, a position that has been maintained. All dealings and negotiations by Electric Guitar with Mymyne have been handled exclusively by Electric Guitar's directors that are independent of Mymyne.

3. Background to and reasons for the Acquisition

Prior to Electric Guitar's reverse takeover of 3radical on 3 May 2024, Mymyne had been engaged by 3radical to provide sales and marketing services as a key component of 3radical's drive for growth following a period of retrenchment and limited resources. The 3radical Contract provided 3radical with a dedicated sales and marketing team, with pre-agreed phases of work from March 2024 to September 2024 and services to continue monthly thereafter. The 3radical Contract is terminable on one month's notice, such notice not to take effect earlier than 30 September 2024. For sales and marketing services provided to 3radical up to the RTO, Mymyne agreed to be paid in the form of 4,880,950 Ordinary Shares at 2.1p per share (the price of all the Ordinary Shares issued at the time of the RTO) on completion of the RTO (the "**Mymyne Shareholding**"), after which Mymyne was contracted to be paid according to fixed monthly payments.

On 6 June 2024, the Company announced the appointment of Jeremy Saul as Managing Director of 3radical. As Jeremy Saul had been a key employee of Mymyne, the managements of both companies determined that it would be more efficient for Mymyne to be absorbed into Electric Guitar, bringing in-house sales and marketing functions that had previously been outsourced to Mymyne by 3radical prior to the RTO, and generating substantial cost savings and synergies compared to continuing the outsourced 3radical Contract. 3radical has had the benefit of working with Mymyne and using its resources and network for several months, and the Independent Directors believe that the Company will benefit operationally and financially from the ownership of Mymyne and its team rather than continuing the 3radical Contract.

In addition to the sales and marketing resources, the Acquisition brings potentially valuable IP as outlined above. The Independent Directors have assessed this IP and believe that it has potential value in the context of Electric Guitar's overall business and strategy. However, as this potential has yet to be realised, no value has been placed on it by the Independent Directors in assessing the fairness of the agreed purchase consideration for the Acquisition, even though approximately a fifth of the Consideration Shares (as defined below) are conditional on the potential of this IP being realised in the Company's current financial year to 31 March 2025.

4. Summary of the principal terms of the Acquisition

The consideration for the Acquisition is payable in two tranches worth up to a maximum of approximately £154,000, based on the Issue Price, to be satisfied in full by the issue of up to a maximum of 21,026,186 new Ordinary Shares, being 9.4 per cent. of Electric Guitar's current issued share capital.

In addition, Mymyne will seek to place the Mymyne Shareholding with investors shortly after the announcement of the Acquisition. This sum would be paid to Electric Guitar on completion of the Acquisition.

The Consideration Shares are to be issued in two tranches as follows:

- 1) 9,834,521 new Ordinary Shares are to be issued on completion of the Acquisition, representing 4.4 per cent. of Electric Guitar's current issued share capital, valued at approximately £72,000 based on the Issue Price; and
- 2) the issue of the balance of the Consideration Shares, being 11,191,665 new Ordinary Shares, is deferred for a year and payable as follows:
 - (i) 6,714,999 new Ordinary Shares, worth approximately £49,000 at the Issue Price, conditional on Jeremy Saul not then having left 3radical; and

- (ii) up to 4,476,666 further Ordinary Shares, worth up to approximately £33,000 at the Issue Price, conditional on, and valued by reference to, Mymyne's IP generating net revenues for 3radical in the year to 31 March 2025 of 2.5 times the value of this tranche of Deferred Consideration Shares at the time of issue.

While the number of Consideration Shares for all tranches is fixed and the two tranches of Deferred Consideration Shares are only payable subject to the conditions set out above, should Electric Guitar's prevailing share price increase to more than 2.4p per share at the time that any Deferred Consideration Shares are due to be issued, the number of Deferred Consideration Shares will be reduced accordingly so that the maximum potential value of the two tranches of Deferred Consideration Shares at the time of issue is no higher than £161,160 and £107,440 respectively, of which the latter sales-related tranche would be self-financing if issued.

The £72,000 value of the Initial Consideration Shares represents approximately £42,000 less than 3radical is in any event contracted to pay Mymyne in cash for its services in the next two months. This saving is irrespective of the significant cost savings and synergies expected to be achieved when compared to continuing with Mymyne's services under the 3radical Contract, as well as the potentially valuable IP.

Application will be made for the admission of the Initial Consideration Shares to trading on AIM on or around 28 August 2024. Completion of the Acquisition is subject to approval by shareholders of a resolution at the General Meeting and Initial Consideration Shares Admission. The Initial Consideration Shares will rank *pari passu* with the Company's existing Ordinary Shares and will be issued utilising the share authority granted to the directors of Electric Guitar at the general meeting of the Company on 1 May 2024.

The Vendors of Mymyne Limited, and who will therefore receive Consideration Shares, are Tamsin Hunt, John Regan, Steven Kent, Ross Haworth, David Stephenson, Neil Hathaway, Robert Regan, Jason Batten, Brian Basham, Julian Berry (Marketing Planning Services Ltd), Jeremy Saul and John Hutchinson.

John Regan, Jason Batten and John Hutchinson have agreed not to dispose of any Consideration Shares for a period of 12 months from their issue, and for six months thereafter only to dispose of any Consideration Shares within orderly market principles. The other Vendors have agreed to only sell any Consideration Shares within orderly market principles for six months from their issue.

5. Related party transaction

Since John Regan and John Hutchinson are directors of the Company and shareholders in Mymyne, the Acquisition constitutes a related party transaction pursuant to Rule 13 of the AIM Rules for Companies. Accordingly, the Independent Directors consider, having consulted with the Company's nominated adviser, Allenby Capital Limited, that the terms of the Acquisition are fair and reasonable insofar as Electric Guitar's shareholders are concerned.

Subject to the Acquisition being approved by Electric Guitar's shareholders at the General Meeting and Initial Consideration Shares Admission, as a result of the issue of the Initial Consideration Shares, John Hutchinson and John Regan will have the following interests in the enlarged share capital of the Company (as enlarged by the issue of the Initial Consideration Shares, the Consultant Shares and the Fee Shares):

<i>Director</i>	<i>Number of Initial Consideration Shares</i>	<i>On Initial Consideration Shares Admission</i>	
		<i>Number of Ordinary Shares held</i>	<i>Percentage of enlarged share capital</i>
John Hutchinson	908,059	6,495,339	2.67%
John Regan*	3,068,140	12,088,520	4.97%

*Includes 321,031 Initial Consideration Shares to be issued to John Regan's wife, Tamsin Hunt.

6. Operational Update

After acquiring 3radical in May and as anticipated in our AIM Admission Document, we immediately set to work boosting 3radical's sales and marketing activities in conjunction with Mymyne. In particular, we recruited a very experienced new Managing Director for 3radical with extensive sales and marketing experience in the sector; added direct sales, marketing and business development resources in the UK; and made multiple business development trips to major customers and prospects in APAC.

We are already seeing positive responses to our new sales approach, focusing more on target markets and shortening sales lead times. A new website was launched a month ago to showcase work, and improve our messaging, sales support and lead generation. This has already resulted in significantly improved visitor engagement rates. In addition, as expected at the time of the 3radical acquisition, we have completed the development of the Voco Solution Portal ("**VSP**") as a minimum viable product, and are now actively marketing it. VSP allows for much quicker and easier adoption of the Voco SaaS platform by clients.

We have also signed new international collaborations. First with Digital Alchemy (announced on 19 June 2024), a global marketing automation consultancy based in APAC and North America, in particular strengthening our presence in APAC through Digital Alchemy's robust technological partnerships with Salesforce, Adobe, SAS, Braze and HCL. Pairing Voco with Digital Alchemy's ability to implement and support hyper-personalisation strategies at scale, Voco-generated data can inform Digital Alchemy's AI-powered decisioning engine to deliver the right promotion or content to customers for stronger relationships with their audiences and higher marketing ROI.

Our next new collaboration was a reseller agreement with Sophus3 (announced on 15 July 2024), a market leader in consumer engagement for the automotive industry, working with brands including Ford, Hyundai and Volkswagen. Sophus3's solutions analyse online car buyers to understand their habits, influences and behaviours to help car makers engage with them better and increase sales. Sophus3 has its own SaaS platform, Engage, that allows clients to respond to consumer behaviour in real-time, and serve them the right content at the right moment to maximise sales. Our agreement with Sophus3 means we can now not only offer Voco to some of the world's largest car brands for whom first-party data is becoming increasingly important, but also resell Sophus3's Engage platform to our clients and prospects in other industries, to help them respond to their consumers' behaviour in real-time by providing tailored content that boosts sales.

More recently, as announced on 31 July 2024, we entered into our *Marcomms.ai* 50:50 joint venture with Exelia Technologies, a Cyprus-based software development business with a specialised team of developers proficient in blockchain, machine learning, data processing and AI, to harness the transformative potential of AI in the marketing communications and advertising sector. Combining Exelia's technical capabilities in all forms of AI and data transformation, with our sales and marketing expertise and, critically, 3radical's unique global dataset with over 1 billion data points, is allowing the joint venture to create advanced machine learning algorithms to help Electric Guitar's clients and prospects (and those of the businesses in our acquisition pipeline) increase their consumer engagement, enabling them to understand their audience at a new level. Work on *Marcomms.ai*'s first product has already begun, and we expect to start user acceptance testing with our key clients and prospects in the autumn.

In addition to these trading developments, we are actively pursuing our acquisition strategy following our first acquisition in May of 3radical. The next step was successfully negotiating the proposed all-share acquisition Mymyne, both bringing us additional IP to utilise alongside our other products, and also in-housing much of our sales and marketing activity which we expect will allow for significant synergies and cost-savings. We are continuing to develop our acquisition pipeline and assessing opportunities, and expect to announce further acquisitions in due course.

7. General Meeting

Due to the size of the Acquisition and the shareholdings of John Regan (and his associates) and John Hutchinson in Mymyne, the Acquisition requires shareholder approval pursuant to section 190 of the Companies Act 2006, which pertains to transactions with directors.

Set out at the end of this document is a notice convening the General Meeting to be held at the offices of BDB Pitmans LLP, One Bartholomew Close, London, EC1A 7BL on 27 August 2024 at 10.00 a.m. at which the Resolution will be proposed.

8. Action to be taken

You will find enclosed with this document a Form of Proxy for use at the General Meeting. Whether or not you propose to attend the General Meeting in person, you are requested to complete and return the Form of Proxy to the Registrar, in accordance with the instructions printed thereon as soon as possible but, in any event, so as to be received by no later than 10.00 a.m. on 22 August 2024. Completion and return of a Form of Proxy will not preclude you from attending and voting at the General Meeting in person if you so wish.

9. Recommendation

The Independent Directors believe that the Acquisition is in the best interests of shareholders of the Company and the Company as a whole and therefore recommend that all Shareholders vote in favour of the resolution at the General Meeting, as they intend to do in respect of their beneficial shareholdings of Ordinary Shares, representing 2.08 per cent. of the current issued share capital of the Company.

John Regan and John Hutchinson who have abstained from the recommendation, intend to vote in favour of the Resolution to be proposed at the General Meeting in respect of their own beneficial shareholdings of Ordinary Shares, representing 6.53 per cent. of the current issued share capital of the Company.

The Company has received irrevocable undertakings from shareholders of the Company (including the Directors mentioned above), representing approximately 37.20 per cent. of the Company's current issued share capital, to vote in favour of the resolution at the General Meeting.

Yours faithfully,

The Independent Directors of Electric Guitar plc

Electric Guitar PLC

(Registered in England and Wales with company number 13288812)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting (the “**Meeting**”) of Electric Guitar PLC (the “**Company**”) will be held at the offices of BDB Pitmans LLP, One Bartholomew Close, London, EC1A 7BL on 27 August 2024 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following Resolution. Resolution 1 will be proposed as an ordinary resolution. Voting on the resolution will be conducted by way of a poll rather than on a show of hands.

ORDINARY RESOLUTION

1. THAT, the acquisition of shares in Mymyne Limited from John Regan, who is a director of the Company, and his associates, and John Hutchinson, who is a director of the Company, be and is hereby approved for the purposes of Section 190 of the Companies Act 2006, and that the directors of the Company are hereby authorised to do all such things as any of them may consider necessary or desirable to implement the Acquisition.

DATED the 9 day of August 2024

BY ORDER OF THE BOARD

Company Secretary

Registered Office: One Bartholomew Close, London EC1A 7BL

NOTES:

1. As a member of the Company, provided you are a member of the Company at the time set out in Note 13 below, you are entitled to appoint another person as proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. You can register your vote(s) for the General Meeting either:
 - by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your log-in details, i.e. user name and access code, on the top of the proxy form);
 - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 12 – 13 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 10.00 a.m. on 22 August 2024.

3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. To appoint the Chair of the Meeting or another person as your proxy, you must insert their full name into the proxy form.
4. You 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, please contact the Company's registrar, Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX.
5. If you do not give your proxy an indication of how to vote on any resolution, 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 Meeting.
6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. 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 resolutions. To appoint a proxy using the proxy form, the form must be:
 - a. completed and signed (with any alteration or deletion signed and initialled);
 - b. received not later than 48 hours before the time of the Meeting or any adjournment thereof (excluding any part of a day that is not a Business Day).

In the case of a member which is a company, the proxy form must be signed on its behalf by an officer of the company or any attorney for the company. Any power of attorney or any 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.

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. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Company's registrar, Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. 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.
9. 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 the Company's registrar, Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. 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 Company no later than 48 hours before the time of the Meeting or any adjournment thereof (excluding any part of a day that is not a Business Day).
10. 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.
11. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided within this notice or any related documents (including the proxy form) to communicate with the Company other than as expressly stated.
12. To give an instruction via the CREST system, CREST messages (which must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual) must be received by the issuer's agent (ID number 7RA36) not later than 48 hours before the time appointed for holding the Meeting (excluding any part of a day that is not a Business Day).
13. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

The Company may treat as invalid an appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. For further information on CREST procedures, limitations, and systems timings, please refer to the CREST Manual.

14. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered in the Company's register of members at 10.00 a.m. on 22 August 2024 (or in the case of adjournment 48 hours (excluding any part of a day that is not a Business Day) before the time of the adjourned meeting) will be entitled to vote at the Meeting. Changes to entries in the register of members after that time shall be disregarded in determining the right of any person to vote at this Meeting.
15. As at 8 August 2024 the Company's issued ordinary share capital was 223,833,289 ordinary shares of £0.005 each. Each ordinary share carries the right to one vote at a general meeting of the Company. The Company holds no ordinary shares in treasury therefore the total voting rights as at 8 August 2024 are 223,833,289.
16. Information regarding the Meeting, including the information required by Section 311A of the Companies Act 2006 is available from <https://www.electricguitarplc.com>.

