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If you have sold or transferred all of your Ordinary Shares in VVV Sports Limited, you should forward this Document, together with the accompanying Form of Proxy, immediately to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

The distribution of this Document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this Document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This Document does not constitute an offer to issue or sell or a solicitation of any offer to subscribe for or buy Ordinary Shares in VVV Sports Limited.

VVV SPORTS LIMITED

(Incorporated in the British Virgin Islands under the BVI Business Companies Act 2004 (as amended) with registered number 1960948)

Proposed Acquisition of R3 Sport Limited

Exercise of Warrants

Authority to issue Ordinary Shares

Appointment of New Directors

and

Notice of Extraordinary General Meeting

Your attention is drawn to the Letter from the Independent Directors set out on pages 8 to 13 of this Document, which contains the recommendation of the Independent Directors that you vote in favour of the resolutions to be proposed at the Extraordinary General Meeting referred to below.

Notice of an Extraordinary General Meeting of VVV Sports Limited, to be held at Meeting Room 3, 1st Floor Rosewood Hotel, Al Maryah Island, Abu Dhabi, United Arab Emirates at 10am UKT on 29 December 2025, is set out at the end of this Circular. The enclosed Form of Proxy should, to be valid, be completed and returned in accordance with the instructions printed on it so as to be received no later than 10am UKT on 23 December 2025. Depositary Interest Holders should ensure that the Form of Instruction is received no later than 10am UKT on 22 December 2025. Completion and return of a Form of Proxy or a Form of Instruction will not preclude a Shareholder or a Depositary Interest Holder from attending in person and voting at the Extraordinary General Meeting

The Company and the Directors accept responsibility for the information contained in this Document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and contains no omission likely to affect the import of such information.

To the extent information has been sourced from a third party, this information has been accurately reproduced and, as far as the Directors and the Company are aware, no facts have been omitted which may render the reproduced information inaccurate or misleading. In connection with this Document, no person is authorised to give any information or make any representation other than as contained in this Document.

This Document contains forward looking statements, including, without limitation, statements containing the words "believe", "anticipated", "expect", and similar expressions. Such forward looking statements involve unknown risk, uncertainties and other factors which may cause the actual results, financial condition, performance or achievements expressed or implied by such forward looking statements to be materially different. In light of these issues, uncertainties and assumptions, the events described in the forward-looking statements in this Document may not occur. Subject to legal or regulatory requirements, the Company disclaims any obligation to update any such forward looking statements in this Document to reflect future events or developments.

Copies of this Circular will be available free of charge from the offices of AlbR Capital Limited, 3rd Floor, 80 Cheapside, London, EC2V 6EE, from 10am UKT on 11 December 2025, during normal business hours for a period of one month and on the website of the Company.

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DEFINITIONS

"Aquis Stock Exchange"	Aquis Stock Exchange Limited, a recognised investment exchange under section 290 of FSMA
"Aquis Growth Market"	the primary market for listed securities operated by Aquis Stock Exchange
"Aquis Growth Market Access Rules"	the Aquis Growth Market Access Rulebook, which sets out the admission requirements and continuing obligations of companies seeking admission to and whose shares are admitted to trading on the Access Segment of the Aquis Growth Market
"Articles" or "Articles of Association"	the articles of association of the Company from time to time
"BVI"	British Virgin Islands
"Campana"	Campana Investments Limited, a Guernsey based company ultimately controlled by David Rowland, the father of Jonathan Rowland
"Campana Warrants" or "Warrants"	the 100 million warrants granted to Campana by the Company exercisable at a price of 1.2p
"Campana Warrant Shares"	the 100,000,000 Ordinary Shares to be issued to Campana upon exercise of the Campana Warrants
"Circular" or "Document"	this document and its contents
"Company" or "VVV"	VVV Sports Limited, a company registered in the BVI with registered number 1960948
"Completion"	completion of the Proposed Acquisition pursuant to the terms of the Share Purchase Agreement
"Consideration Shares"	the 300,000,000 Ordinary Shares to be issued to the Sellers pursuant to the Proposed Acquisition
"CREST"	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear which facilitates the holding and transfer of title to shares in uncertificated form
"CREST Regulations"	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755) as amended

"Directors" or "Board"	the existing board of directors of the Company
"Extraordinary General Meeting" or "EGM"	the extraordinary general meeting of the Company to be held at 10 a.m. UKT on 29 December 2025
"Form of Instruction"	the depositary interest form of instruction
"Form of Proxy"	the form of proxy accompanying the Circular for use at the Extraordinary General Meeting
"FSMA"	Financial Services and Markets Act 2000
"Group"	the Company and its subsidiaries
"Independent Directors"	Mahesh S/o Pulandaran and Edward Richard Walker-Morecroft
"Independent Shareholder(s)"	Shareholders excluding the Rowland Group
"Majority Sellers"	Samuel Jones, Nikhil Mohindra and Jonathan Rowland
"Memorandum"	the amended and restated memorandum of association of the Company currently in force
"New Ordinary Shares"	the Consideration Shares and the Campana Warrant Shares
"Notice of Extraordinary General Meeting"	the notice of EGM set out at the end of this Document
"Ordinary Shares"	ordinary shares of no-par value each of the Company
"Proposed Acquisition"	the proposed acquisition of R3 Sport
"R3 Sport"	R3 Sport Limited, a company registered in the UK with registered number 14420650
"Resolutions"	the resolutions set out in the notice of Extraordinary General Meeting contained within the Circular
"Rowland Group"	Campana Investments Limited, Ruskin Capital Ltd, Liwathon Ltd, Linley Ltd and Jonathan Rowland
"Sellers"	Ruth Clougherty, Stuart James, Samuel Jones, Nikhil Mohindra and Jonathan Rowland

"Shareholder(s)"	holder(s) of Ordinary Shares
"Share Purchase Agreement"	the share purchase agreement between the Company and the Majority Sellers dated 10 December 2025
"United Kingdom" or "UK"	the United Kingdom of Great Britain and Northern Ireland
"UKT"	United Kingdom time

All references to dates and times in this document are to UKT unless otherwise stated. References to the singular shall include references to the plural, where applicable, and vice versa.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Circular	11 December 2025
Latest time and date for receipt of Forms of Proxy in respect of the Extraordinary General Meeting	10 a.m. UKT on 23 December 2025
Latest time and date for receipt of Forms of Instruction in respect of the Extraordinary General Meeting	10 a.m. UKT on 22 December 2025
Record Date for the entitlement to vote at the Extraordinary General Meeting	5 p.m. UKT on 11 December 2025
Date of Extraordinary General Meeting	10 a.m. UKT on 29 December 2025

DIRECTORS AND ADVISERS

Directors:	Jonathan David Rowland (Executive Chairman) Edward Richard Walker-Morecroft (Executive Director) Mahesh S/o Pulandaran (Non-Executive Director)
Proposed Directors:	Samuel Robert Kemp (Executive Director) Olivia Nichols (Non-Executive Director)
Registered Office:	Vistra Corporate Services Center Wickhams Cay II Road Town, Tortola British Virgin Island VG1110
Aquis Corporate Adviser and Broker:	AlbR Capital Limited 3rd Floor 80 Cheapside London EC2V 6EE
English Lawyers to the Company:	Troutman Pepper Locke UK LLP Second Floor 201 Bishopsgate London EC2M 3AB
Registrar:	Computershare Investor Services (BVI) Limited Craigmuir Chambers PO Box 71 Road Town Tortola VG1110 British Virgin Islands
PR Firm:	Perception A Denham Graffham Petworth West Sussex GU28 0QF
Company Website:	https://vvvsports.pro
R3 Website:	https://www.r3-sport.com

PART 1
LETTER FROM THE INDEPENDENT DIRECTORS

VVV SPORTS LIMITED

*(Incorporated in the British Virgin Islands under the BVI Business Companies Act 2004 (as amended)
with registered number 1960948)*

Directors:

Jonathan David Rowland (Executive Chairman)
Edward Richard Walker-Morecroft (Executive Director)
Mahesh S/o Pulandaran (Non-Executive Director)

Registered Office:

Vistra Corporate Services Center
Wickhams Cay II
Road Town, Tortola
VG1110
British Virgin Island

11 December 2025

Proposed Acquisition of R3 Sport Limited
Exercise of Warrants
Authority to issue Ordinary Shares
Proposed Appointment of New Directors
and
Notice of Extraordinary General Meeting

Dear Shareholder

1. Introduction

On 10 December 2025, the Company entered into the Share Purchase Agreement with the Majority Sellers to acquire R3 Sport by way of a share exchange, whereby the Company will issue the Consideration Shares to the Majority Sellers in exchange for the acquisition by the Company of their shares in R3 Sport. The remaining shares held by the minority shareholders in R3 Sport will be acquired by the Company contemporaneously with completion of the Share Purchase Agreement.

Jonathan Rowland is both a Seller and also the Executive Chairman of the Company and as such the Proposed Acquisition constitutes a related party transaction under the Aquis Growth Market Access Rules.

Completion of the Proposed Acquisition is conditional, amongst other things, on the approval of the Independent Shareholders of the Proposed Acquisition at an Extraordinary General Meeting. Accordingly, an Extraordinary General Meeting at which the Independent Shareholders will be asked to approve the Proposed Acquisition is being convened at Meeting Room 3, 1st Floor Rosewood Hotel, Al Maryah Island, Abu Dhabi, United Arab Emirates on 29 December 2025 at 10am UKT.

Further to the above, the Company has been notified by Campana of its intention to exercise the Campana Warrants which would result in the issue to it of 100 million new Ordinary Shares upon the payment of the total exercise price of £1.2 million to the Company.

The purpose of this Document is to provide you with information on the Proposed Acquisition, to explain the background to and reasons for the Proposed Acquisition and why the Independent Directors believe the Proposed Acquisition is in the best interests of Shareholders taken as a whole, and to recommend that you vote in favour of the Resolutions.

Your attention is drawn to the fact that the Proposed Acquisition is conditional and dependent

upon, among other things, the resolution to approve the Proposed Acquisition being passed at the Extraordinary General Meeting.

2. Strategy of the Company

The Company adopted a new investment strategy at its latest annual Extraordinary General Meeting, which is to invest and develop businesses in the sports and media sector with a focus on racket sports such as Padel, pickleball and beach tennis as well as more traditional sports including tennis, football, boxing and motor racing.

The Board considers that fast-growing sports, like Padel and pickleball will be the primary focus of the Company. The Directors believe that the creation of a dedicated business focused on these sports which is well funded and led by an experienced management team will enable the Company to be very influential in shaping these sports in the UK and elsewhere. In particular, the Directors intend that the Company will establish state-of-the-art Padel and pickleball venues in the UK and around the world, including Luxembourg and Abu Dhabi.

As a first step in executing its new investment strategy, the Company has made an investment into and entered into a strategic alliance with Spanish-based Wild Pickleball Agency ("**WPA**"), which was announced on 7 November 2025. The Directors believe WPA is the only European company dedicated solely to growing pickleball in the EMEA region. Founded by seasoned sports industry professional, Queco Catalan, WPA is aiming to professionalise and expand pickleball across the EMEA region. In conjunction with the Company, WPA will focus on developing a three-tiered pickleball competition system, designed to control the flow of talent from grassroots participants to the professional circuit.

Further to the above, on 21 November 2025 the Company entered into an investment agreement with Windswept and Groovy Limited ("**WAG**"), pursuant to which the Company will fund WAG's development by providing equity and debt financing to WAG. WAG is a newly formed company, established by Paul Woodman to specialise in producing lifestyle and automotive content for mainstream television and video on demand channels. With established connections in the broadcasting industry and a high profile in fast-growing sports such as Padel and pickleball, WAG will broadcast live sport (including Padel) and create bespoke programmes that focus on the lifestyle and wellness aspects of sport, in order to leverage associated sponsorship, media, and promotional rights.

3. Background to and Reasons for the Proposed Acquisition

The Board believes that the Proposed Acquisition is in line with the Company's investment strategy and will allow the Company to position itself as the only London-listed "pure-play" sports investment vehicle focused on the rapid global growth of Padel, pickleball, and other emerging and niche sports.

The Directors intend that the combined business strategy will focus on:

- Event ownership and management (including R3 Bullpadel Cup, Premier Padel events and future International Padel Federation/EMEA events)
- Athlete and talent management
- Team ownership and strategic stakes in fast-growth sports franchises
- Brand acquisition including R3 Sport's partnership with MRH Sport Limited and Bullpadel
- Venues, academies and global flagship projects (including Abu Dhabi Centre of Excellence)
- Media rights ownership and content creation (including "Padel Planet" on mainstream media)
- Retail and distribution through exclusive partnerships (including Bullpadel in the UK, Ireland, Australia and New Zealand and other territories)

4. Information on R3 Sport Limited

The Directors understand that R3 Sport's strategy is to become a next-generation sports, media, and entertainment company dedicated to accelerating the growth of Padel, and other emerging sports, in the UK and on the world stage.

R3 Sport currently has operations in the UK from where it (i) delivers the R3 Bullpadel Cup, an elite tournament series featuring International Padel Federation (FIP) sanctioned events across the world; (ii) manages a roster of professional Padel players; (iii) owns a pickleball team in the Premier Pickleball League in the UK; and (iv) exclusively distributes the Bullpadel brand in the UK, Ireland, Australia and New Zealand through 50% ownership of MRH Sport Limited. R3 Sport also hosts "Padelaid" an exclusive charity Padel event held annually.

5. Principal Terms of the Share Purchase Agreement

The Majority Sellers agree, pursuant to the terms of the Share Purchase Agreement, to exchange their shares in R3 Sport in consideration for the issue to them of their relevant share of the Consideration Shares. The shares in R3 Sport held by the remaining Sellers (representing 1.5% of the entire issued share capital of R3 Sport) will be transferred to the Company pursuant to stock transfer forms on Completion also in consideration for the issue to them of their relevant share of the Consideration Shares.

Completion is conditional upon, amongst others, the following:

- the approval of the Proposed Acquisition by the Independent Shareholders at the Extraordinary General Meeting;
- there having occurred no material breach of the warranties under the Share Purchase Agreement in the period between the signing date and Completion;
- no material adverse change having occurred prior to Completion; and
- the Consideration Shares having been admitted to the Aquis Growth Market.

The Share Purchase Agreement contains customary warranties regarding R3 Sport's business, assets, liabilities and operations. The general warranties survive for a period of 12 months following completion and the Majority Sellers' financial liability under them is capped at 50% of the value of the Consideration Shares issued to them. The Share Purchase Agreement also includes limited warranties in relation to the Company and its business. The Majority Sellers agree to operate R3 Sports' business in the ordinary course in the period between signing of the Share Purchase Agreement and Completion. The Majority Sellers are subject to a one-year non-competition and non-solicitation restriction. The Share Purchase Agreement can be terminated by either party in the event of a material breach of warranty in the period between signing and Completion. The Share Purchase Agreement has a long stop date for completion of 30 June 2026 and is governed by English law.

6. Additional Information

Working Capital

The Directors are of the opinion, having made due and careful enquiry that taking into account the Group's current cash balances and the proceeds receivable from the issue of the Campana Warrant Shares, the working capital available to the Group is sufficient for the Group's present requirements, that is for at least 12 months from the date of this Document.

Independent Valuation

In connection with the Proposed Acquisition, the Directors appointed RPG Crouch Chapman LLP ("**RPG**"), an independent firm of chartered accountants to provide an independent valuation of R3 Sport. RPG has prepared a valuation report dated 2 December 2025 ("**Valuation Report**") which concludes that the fair value of 100% of the equity share capital of R3 Sport is in the range of £3 million to £7.54 million. The proposed consideration of 300,000,000 Consideration Shares, being issued at a deemed price of 1p per share, falls within this valuation range. RPG employed the discounted cash flow analysis in arriving at its conclusion using a five-year financial forecast provided by R3 Sport. A terminal value was calculated using forecast Year 5 revenue and discounted to present value using the weighted average cost of capital (WACC) derived from market-based inputs

RPG has relied upon the accuracy and completeness of financial and operational information provided by R3 Sport's management and has not independently verified this information. The valuation does not

constitute a recommendation regarding the Proposed Acquisition and does not account for potential synergies that may be realised post-completion.

RPG has confirmed that it is independent of both the Company and R3 Sport, has no material interest in the Proposed Acquisition, and will receive a fixed fee for its services that is not contingent upon the outcome of the transaction or the conclusions of the Valuation Report. A complete copy of the Valuation Report is available for inspection at the Company's registered office during business hours.

Material Contracts

Save for the Share Purchase Agreement and the arrangements with WPA and WAG described in paragraph 2 above, neither the Company nor R3 Sport has identified any contracts that are material to their respective businesses or that of the Group.

Short Term Loan

VVV has secured a short term loan of £250,000 from Campana to fund the ongoing business of VVV. The loan from Campana is for a fixed term of 1 year, bears interest at the rate of 5% per annum and is unsecured.

Campana is ultimately controlled by David Rowland, the father of VVV's Executive Chairman, Jonathan Rowland. The loan from Campana is therefore a Related Party Transaction for the purposes of the Aquis Growth Market Access Rules. The Independent Directors, having exercised reasonable care, skill and diligence, consider that the loan from Campana is fair and reasonable as far as the shareholders of the Company are concerned.

7. Exercise of Warrants

On 17 April 2025 and 13 May 2025, the Company announced that Campana had subscribed for 100 million Ordinary Shares at a price of 1p per share, raising £1.0 million (gross) for the Company. Under the terms of the subscription, Campana received the Campana Warrants giving it the right to one warrant for each Ordinary Share subscribed for exercisable at a price of 1.2p per share for a total of 100 million warrants. Campana has notified the Company of its intention to exercise the Campana Warrants in full which will result in the issue to it of the 100 million Campana Warrant Shares upon the payment of the total exercise price of £1.2 million to the Company.

It is intended that the aggregate net proceeds from the issuance of the Campana Warrant Shares of £1.2m will be used for general working capital purposes.

8. Authority to issue Ordinary Shares

In order to ensure that the Company can issue the Consideration Shares, the Board is proposing that the Directors be granted a mandate to allot a total of 300,000,000 new Ordinary Shares to be passed by way of Ordinary Resolution (as defined in the Articles) (resolution 2).

With respect to the issuance of the Campana Warrant Shares, the Board is proposing that the Directors be granted a mandate to allot a total of 100,000,000 new Ordinary Shares to be passed by way of 75% Resolution of Shareholders (as defined in the Articles) (resolution 5) at the EGM.

9. Application for Listing

Application will be made for the New Ordinary Shares to be admitted to trading on the Access Segment of the Aquis Growth Market and dealings in the New Ordinary Shares are expected to commence on 30 December 2025 ("**Admission**").

On Admission, the New Ordinary Shares will rank *pari passu* in all respects with the existing Ordinary

Shares and will rank in full for all dividends and other distributions hereafter declared, paid or made on the ordinary share capital of the Company.

10. Proposed Appointment of New Directors

The Board is proposing to appoint Mr. Samuel Robert Kemp as an executive Director and Ms Olivia Nichols as non-executive Director of the Company upon Completion or shortly thereafter.

Mr Samuel Robert Kemp is an experienced operations and events leader with a strong track record across national governing bodies, sports participation and large-scale tournament delivery. As Managing Director of Operations, Tournaments and Events at R3 Sport, Sam has played a central role in shaping the organisation's rapid growth within the UK and international Padel landscape.

Sam oversees the strategic and operational delivery of R3 Sport's projects, including the R3 Bullpadel Cup, a flagship international competition recognised for its strong player participation, high-quality delivery and professionalism. Sam has led the growth of the organisation's event portfolio, strengthened commercial partnerships and positioned R3 Sport as a leader within the UK Padel scene.

Prior to joining R3 Sport, Sam held roles within national governing bodies, including England Netball and the Lawn Tennis Association (LTA), where he contributed to participation growth, workforce and technology development and the modernisation of competition structures. He brings a blend of corporate discipline and dynamic leadership with proven expertise in operational strategy, event management, product innovation and multi-stakeholder leadership.

Ms Olivia Nichols is a seasoned strategic leader with 28 years of global experience delivering high-impact marketing, partnership, and project management initiatives across sport, financial services, tech, and travel. With a strong foundation in the sports industry, she spent 12 years at Mubadala Investment Company leading global sponsorship strategy and brand campaigns, managing major partnerships with SailGP, Formula 1, and both ATP and WTA Tennis. Her earlier roles include leading marketing for Yas Marina Circuit, home of the Abu Dhabi Grand Prix, and directing communications for the FIFA Club World Cup UAE. Her career spans senior roles at Emirates, Westpac, and Ouro Global, where she has consistently led cross-functional teams to drive brand growth, commercial value, and operational excellence through integrated marketing and end-to-end project delivery.

Accordingly, the Board is proposing Mr Samuel Robert Kemp be appointed as an executive Director and Ms Olivia Nichols be appointed as a non-executive Director of the Company with effect from Completion or on a date thereafter to be mutually agreed (resolutions 3 and 4).

11. Principal Shareholders

Following the issue of the New Ordinary Shares, the Company believes that the principal Shareholders in the Company (i.e. those holding Ordinary Shares representing 5% or more of the Company's enlarged issued share capital of 699,302,718 Ordinary Shares) will be as follows:

Shareholder	Number of Ordinary Shares	% of enlarged issued share capital
Campana	200,000,000	28.59
Jonathan Rowland	190,303,580	27.21
Nikhil Mohindra	81,558,677	11.66
Liwathon Ltd	53,230,890	7.61
Linley Ltd	37,346,716	5.34

12. Action to be taken

You will find the Notice of Extraordinary General Meeting set out at the end of this document. The Extraordinary General Meeting (at which the Resolutions will be proposed) will be held at Meeting Room 3, 1st Floor Rosewood Hotel, Al Maryah Island, Abu Dhabi, United Arab Emirates at 10am UKT on 29 December 2025. Independent Shareholders are entitled to vote for or against all the Resolutions. Shareholders who are not Independent Shareholders are entitled only to vote for or against resolutions (3) to (5).

If you intend either to (a) attend the Extraordinary General Meeting in person; or (b) make use of the conference facility which the Company will make available to shareholders in order to enable remote attendance at the Extraordinary General Meeting, in either case, please email your intention to the Chairman, Jonathan Rowland by email to jr@r3-sport.com. You will then be supplied with registration details (in the case of (a)), or details of the conference facility (in the case of (b)).

Shareholders will find a Form of Proxy enclosed for use at the Extraordinary General Meeting. Whether or not you intend to be present at the Extraordinary General Meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible. To be valid, completed Forms of Proxy must be received by the Company, not later than 10am UKT on 23 December 2025. You are entitled to appoint a proxy to attend and to exercise all or any of your rights to vote and to speak at the Extraordinary General Meeting instead of you. Completion of the Form of Proxy will not preclude you from attending and voting at the Extraordinary General Meeting in person if you so wish. Your attention is drawn to the notes to the Form of Proxy.

Depositary Interest Holders will find enclosed a Form of Instruction. Whether or not you wish to be present at the Extraordinary General Meeting, you are requested to complete and return the Form of Instruction or lodge a vote through the CREST system in accordance with the instructions printed thereon as soon as possible. To be valid, completed Forms of Instruction must be received by the Company no later than 10am UKT on 22 December 2025. Completion of the Form of Instruction will not preclude you from attending and voting at the General Meeting in person if you so wish.

13. Recommendation

The Independent Directors having exercised reasonable care, skill and diligence, consider the proposals within this Circular (including the Proposed Acquisition) to be fair and reasonable and in the best interests of the Company and the Shareholders as a whole and therefore recommend that you vote in favour of the Resolutions as they intend to do so.

Yours faithfully

**Mahesh S/o Pulandaran and Richard Morecroft
The Independent Directors
VVV Sports Limited**

PART 2
NOTICE OF EXTRAORDINARY GENERAL MEETING

VVV SPORTS LIMITED
(Incorporated in the British Virgin Islands under the BVI Business Companies Act 2004 (as amended))
(the "Company")

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (the "**Meeting**") of the members of the Company will be held at Meeting Room 3, 1st Floor Rosewood Hotel, Al Maryah Island, Abu Dhabi, United Arab Emirates at 10 a.m. UKT on 29 December 2025 to consider and, if thought fit, pass the following resolutions.

For the purposes of the resolutions, capitalised terms used but not defined herein shall (unless the context otherwise requires) have the meaning ascribed to them in the Company's circular to shareholders dated 11 December 2025 of which this notice forms part.

Resolutions 1 to 4 are proposed as Ordinary Resolutions (as defined in the Articles). Resolution 5 is proposed as a 75% Resolution of Shareholders (as defined in the Articles).

1) PROPOSED ACQUISITION OF R3 SPORT LIMITED

THAT

- a) the Proposed Acquisition as described in the Circular to the Company's shareholders dated 11 December 2025 on the terms and subject to the conditions contained in the Acquisition Agreement, be and is hereby approved; and
- b) the Directors be and are hereby authorised to do all necessary or desirable things to implement, complete or to procure the implementation or completion of the Proposed Acquisition and to give effect thereto with such modifications, variations, revisions or amendments (not being modifications, variations, revisions or amendments of a material nature) as the Directors (or any duly authorised committee thereof) may deem necessary, expedient or appropriate in connection with the Proposed Acquisition.

2) AUTHORITY TO ISSUE CONSIDERATION SHARES

THAT, conditional on the passing of Resolution 1, the Directors be generally authorised to exercise all the powers of the Company to issue Ordinary Shares PROVIDED THAT this authority shall be limited to the issue of an additional 300,000,000 Ordinary Shares, at the disposal of the Directors to satisfy the issuance of the Consideration Shares.

This authority shall, unless renewed, varied or revoked by the Company, expire at the date of the next annual Extraordinary General Meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require Ordinary Shares to be issued after such expiry and the Directors may issue Ordinary Shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

3) APPOINTMENT OF MR SAMUEL ROBERT KEMP

THAT, subject to Completion taking place, Mr Samuel Robert Kemp be appointed as an executive director of the Company with effect from Completion or on a date thereafter to be mutually agreed.

4) APPOINTMENT OF MS OLIVIA NICHOLS

THAT, subject to Completion taking place, Ms Olivia Nichols be appointed as a non-executive

director of the Company with effect from Completion or on a date thereafter to be mutually agreed.

5) **AUTHORITY TO ISSUE CAMPANA WARRANT SHARES**

THAT the Directors be generally and unconditionally authorised to exercise all the powers of the Company to issue Ordinary Shares PROVIDED THAT this authority shall be limited to the issue of an additional 100,000,000 Ordinary Shares, at the disposal of the Directors to satisfy the issuance of the Campana Warrant Shares.

This authority shall, unless renewed, varied or revoked by the Company, expire at the date of the next annual Extraordinary General Meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require Ordinary Shares to be issued after such expiry and the Directors may issue Ordinary Shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

By Order of the Board

Mahesh S/o Pulandaran and Richard Morecroft

Date: 11 December 2025

Registered Office:

Vistra Corporate Services
Center
Wickhams Cay II, Road Town
Tortola VG 1110 British Virgin
Islands

Notes to the Notice of Extraordinary General Meeting

1. In order to be entitled to attend and vote at the Meeting, a registered member must be on the Company's share register by close of business on 11 December 2025, the date of this notice.
2. Subject to notes 3 and 5 below, only members are entitled to attend and vote at the Meeting.
3. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies (for holder of two or more shares) to attend and vote instead of that member. A proxy need not be a member of the Company. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged with the Company's share registrar, Computershare Investor Services (BVI) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY no later than 10 a.m. (UKT) 23 December 2025.
4. 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 services provider(s), who will be able to take the appropriate action on their behalf.

In order for instructions made using the CREST service to be valid, the appropriate CREST message (a CREST Voting Instruction) must be properly authenticated in accordance with the specifications of Euroclear UK & International Limited (EUI) and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com).

The message, regardless of whether it relates to the voting instruction or to an amendment to the instruction given to the Depository must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) no later than 10 a.m. (UKT) on 22 December 2025. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the issuer's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting 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 the CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST service by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Voting Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Alternatively, holders of Depository Interests can complete a Form of Instruction to appoint Computershare Company Nominees Limited, the Depository's custodian, to vote on the holder's behalf at the Extraordinary General Meeting or, if the Extraordinary General Meeting is adjourned, at the adjourned meeting. To be effective, a completed and signed Form of Instruction (and any power of attorney or other authority under which it is signed) must be delivered to the offices of the custodian, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, UK by no later than 10 a.m. (UKT) on 22 December 2025.

Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Depository Interest register at close of business on 22 December 2025. Changes to entries on the register after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.