THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom, or from another appropriately authorised independent financial adviser if you are resident in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your Ordinary Shares, you should pass this document and the accompanying form of proxy without delay to the purchaser or transferee, or to the stockbroker, bank or other person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

This document does not constitute a prospectus for the purposes of the prospectus rules of the Financial Conduct Authority nor does it comprise an admission document prepared in accordance with the AIM Rules. Accordingly, this document has not been approved by or filed with the Financial Conduct Authority or the London Stock Exchange or any other regulatory authority. This document does not constitute or form part of any offer or invitation to sell or issue or a solicitation of any offer to acquire, purchase or subscribe for Placing Shares in any jurisdiction. This document must not be distributed to a US Person (as such term is defined in the US Securities Act of 1933, as amended (the "Securities Act")) or within or into the United States, Canada, Japan, South Africa or Australia. The Ordinary Shares have not been and will not be registered under the Securities Act, and may not be offered or sold or subscribed, directly or indirectly, within the United States Canada, Japan, South Africa, or Australia or to or by any US Person or any national resident or citizen of Canada, Japan, South Africa, or Australia or any corporation, partnership or other entity created or organised under the laws thereof.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. No application has been made or is currently intended to be made for the Placing Shares to be admitted to trading or dealt in on any other exchange. It is expected that, subject to, *inter alia*, the passing of the Resolutions at the General Meeting, Admission will become effective in respect of, and that dealings on AIM will commence in, the Placing Shares, on or around 23 June 2016.

Goals Soccer Centres plc

(Incorporated in Scotland under the Companies Act 1985 with registered number SC202545)

PROPOSED PLACING OF 16,750,000 ORDINARY SHARES

AT 100 PENCE EACH

AND NOTICE OF GENERAL MEETING

Your attention is drawn to the letter from the Chairman of the Company which is set out in this document and which recommends that you to vote in favour of the Resolution to be proposed at the General Meeting referred to below.

Canaccord Genuity Limited ("Canaccord Genuity"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser broker and bookrunner exclusively for the Company and no one else in relation to the Placing. Canaccord Genuity is not acting for, and will not be responsible to, any person other than the Company for providing the protections afforded to clients of Canaccord Genuity or for advising any other person on the contents of this document or any transaction or arrangement referred to herein. The responsibility of Canaccord Genuity as nominated adviser under the AIM Rules is owed solely to the London Stock Exchange and not the Company or its Directors or any other person. Canaccord Genuity has not authorised the contents of this document and no liability is accepted by Canaccord Genuity for the accuracy of any information or opinions contained in or for the omission of any information from this document, for which the Company and the Directors are solely responsible.

Notice of a general meeting of the Company to be held at The Soho Hotel, 4 Richmond Mews, London, W1D 3DH at 10:00 a.m. on 22 June 2016 (London time) is set out at the end of this document. A form of proxy for use at the General Meeting accompanies this document. Whether or not you intend to attend the General Meeting in person, you are requested to complete the form of proxy in accordance with the instructions printed on it and return it so as to be received by Capita Asset Services at PXS 1, 34 Beckenham Road, Beckenham, BR3 4ZF no later than 10:00 a.m. on 20 June 2016.

No person has been authorised to give any information or to make any representation other than those contained in this document in connection with the Placing and, if given or made, such information or representation must not be relied upon as having been authorised by or on behalf of the Company, or Canaccord Genuity or their respective associates, directors, officers or advisers.

The contents of the Company's website or any website directly or indirectly linked to the Company's website do not form part of this document.

The Placing Shares will, upon Admission, rank *pari passu* in all respects with the existing Ordinary Shares, including the right to receive all dividends or other distributions declared, made or paid after Admission. The Placing Shares are not being made available to the public in conjunction with the Placing and the information concerning the proposed Placing set out in this document is being provided to existing Shareholders for information purposes only.

The distribution of this document and the offer of the Placing Shares in certain jurisdictions may be restricted by law. Accordingly, neither this document nor any advertisement or any other offering material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons outside the UK into whose possession this document comes should inform themselves about and observe any such restrictions.

The Placing Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission or any other regulatory authority in the United States, nor have any of the foregoing authorities passed on or endorsed the merits of the Placing or the accuracy or adequacy of the information contained in this document. Any representation to the contrary is a criminal offence in the United States.

FORWARD-LOOKING STATEMENTS

This document includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "forecasts", "plans", "prepares", "anticipates", "projects", "expects", "intends", "may", "will", "seeks", "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Company's and the Directors' intentions, beliefs or current expectations concerning, amongst other things, the Company's prospects, growth and strategy. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. The Company's actual performance, achievements and financial condition may differ materially from those expressed or implied by the forward-looking statements in this document. In addition, even if the Company's results of operations, performance, achievements and financial condition are consistent with the forward-looking statements in this document, those results or development may not be indicative of results or developments in subsequent periods. Any forward-looking statements that the Company makes in this document speak only as of the date of such statement and (other than in accordance with their legal or regulatory obligations) neither the Company, nor Canaccord Genuity nor any of their respective associates, directors, officers or advisers undertakes any obligation to update such statements. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of forms of proxy	10:00 a.m. on 20 June 2016
General Meeting	10:00 a.m. on 22 June 2016
Admission and dealings in the Placing Shares expected to commence	8:00 a.m. on 23 June 2016

Note:

Each of the times and dates in the above table is a reference to the time in London and is subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified by amendment by the Company on a regulatory information service.

PLACING STATISTICS

Number of Placing Shares being placed on behalf of the Company	16,750,000
Placing Price per Placing Share	100 pence
Number of Ordinary Shares in issue immediately following completion of the Placing[1]	75,215,060
Number of new Ordinary Shares being placed as a percentage of the issued share capital of the Company as at the date of this document	28.6 per cent.
Number of new Ordinary Shares being placed as a percentage of the enlarged issued share capital of the Company immediately following completion of the Placing[1]	22.3 per cent.
Gross proceeds of the Placing	£16.75 million
Estimated net proceeds of the Placing	£16.25 million

Note:

1 Assumes that no further Ordinary Shares are issued following the date of this document and the completion of the Placing.

LETTER FROM THE CHAIRMAN

Goals Soccer Centres plc

(Incorporated in Scotland under the Companies Act 1985 with registered number SC202545)

Directors:

Nicholas A Basing (*Executive Chairman*)
William B G Gow (*Finance Director, Interim Managing Director*)
Keith T Rogers (*President, Goals U.S.*)
Morris I Payton (*Operations Director*)
Scott A Lloyd (*Non-Executive Director*)
Christopher H B Mills (*Non-Executive Director*)

Registered Office:

Orbital House
Peel Park
South Lanarkshire
G74 5PA

3 June 2016

To the holders of Ordinary Shares and, for information only, to the holders of options over Ordinary Shares

Dear Shareholder

PROPOSED PLACING AND NOTICE OF GENERAL MEETING

1. Introduction

Earlier today, the Company announced a placing to raise approximately £16.75 million (before expenses) through the issue of 16,750,000 new Ordinary Shares at a price of 100 pence per new Ordinary Share. The Placing is conditional upon, amongst other things, Shareholder approval which will be sought at the General Meeting of the Company to be held at The Soho Hotel, 4 Richmond Mews, London, W1D 3DH at 10:00 a.m. on 22 June 2016. The notice of the General Meeting is set out at the end of this document.

The purpose of this letter is (i) to provide you with details of the background to and reasons for the Placing; (ii) to provide you with information in respect of the Resolution to be proposed at the General Meeting; and (iii) to explain why the Board believes that the Placing and the Resolution are in the best interests of the Company and its Shareholders as a whole.

The actions that you should take to vote on the Resolution, and the recommendation of the Board, are set out in paragraphs 10, 11 and 12 respectively of this letter.

2. Summary of Goals Soccer Centres PLC

Goals is a leading small-sided football business with 46 centres across the United Kingdom and one in California, USA. Football is the most popular sport in the UK and SSF continues to grow in popularity with almost twice as many regular players as 11-a-side football, according to The Football Association. Recreational SSF represented £26.9m of the Group's revenue in FY 2015, which is equivalent to 81.0 per cent. of total sales.

The Company has been a key pioneer of the SSF league and casual game in the UK enabling it to form strong partnerships with key industry participants including The FA. SSF is now fully recognised and supported by The FA and all Goals' centres in England are FA accredited.

Goals operates a highly cash generative and robust business model, with a strong brand presence. Its historical success and growth has been underpinned by four key business strengths, which remain valid: (i) excellent and relevant locations; (ii) significant structural market growth; (iii) the market leader in the UK with US centre roll-out potential; and (iv) a cash generating business model.

2.1 ***Excellent and relevant locations***

All of the Company's centres are situated within or near to high density populations, are highly accessible and provide SSF flood lit arenas, comfortable and relaxing facilities, as well as bar, showering and parking facilities.

Goals has a large national coverage of 46 centres throughout the UK, with a total of 480 arenas, 428 of which are 5-a-side arenas, making it the largest SSF operator in the UK.

Goals has built a strong and robust centre portfolio with 15 of its 46 UK centres located within the densely populated Greater London area, and the remaining 31 centres spread across the UK, in large conurbations providing a strong national coverage. Goals most recently opened two new centres in Manchester and Doncaster, in H1 2015.

Goals opened its first non-UK centre, based in Los Angeles, in 2010. This is now an established and growing operator within the California soccer market.

2.2 ***Significant structural market growth***

SSF has grown significantly since its formation in the late 1980s and now has over twice as many regular players as 11-a-side football. The main drivers of this growth have been the dynamic nature of the game and convenience, convenient facilities, no significant time commitment and ease of organising a team. It has also been aided by the increasing popularity of the sport, driven by the increasing "commercialisation" of football through TV rights and enhanced TV coverage.

There has also been an increase in sports participation aided by a national shift in the promotion of Health and Wellbeing across the UK, with the UK government most notably setting up The Health and Wellbeing Directorate of Public Health England which is publicly promoting the benefits of health and wellbeing to the general public.

2.3 ***Market leader in the UK with US centre roll-out potential***

Goals has been a key pioneer of the SSF league and casual game in the UK and has built a dominant position within the SSF sector, with its 480 arenas constituting a 50 per cent. market share of the branded SSF pitches in England.

As a result of increased competition from independently managed AGPs, the Company currently has no plans to open additional centres in the UK for the foreseeable future and is focussed on a strong investment programme to modernise its existing centres in order to maintain its premium market positioning and drive future growth, as outlined in paragraph 3 below.

To support its sites the Company has made a significant investment into a digital App which allows players to organise games and tournaments whilst also monitoring league rankings and send messages between players.

California is the largest soccer market in the US, with approximately 2 million participants and the Directors believe that it provides an exciting opportunity for the Company. Goals' US centre, situated in Los Angeles, is one of Goals' top performing centres, and has consistently increased sales growth since its opening in 2010. In 2015, it grew sales by 8 per cent. to £1.2 million and generated £0.6 million EBITDA. The Directors believe the success of this centre has proven the US centre roll-out potential and Goals is contractually committed to open a further site in Pomona, Los Angeles, which is due to open in H2 2016.

2.4 ***Cash generating business model***

Goals has an established cash generative business model with all centres opened prior to 2015 being profitable in 2015 and to date in 2016.

As a pioneer in the sector with a strong brand presence, Goals has a high level of recurring revenue from football income which is driven by strong customer loyalty and high repeat play.

The Company has secured long length leases often in partnership with schools or local authorities, that have an average length of over 50 years and low average rents. As a result of its low fixed cost base the Company generates high margins. In FY 2015, Goals generated a gross profit margin of approximately 89 per cent., with an average EBITDA margin per UK centre of approximately 45 per cent.

3. Background to and reasons for the Placing

In FY 2015, Group sales totalled £33.0m generating EBITDA of £11.8m and an underlying profit before tax of £8.3m. The Group's financial performance was underpinned by net assets of £72.7m and a long term non-amortising bank facility with Bank of Scotland of £42.5m. Net debt as at 31 December 2015 was £36.7m.

As announced on 14 March 2016, after 14 years of sales and EBITDA growth, sales in FY 2015 declined by 4.9 per cent., a 6.3 per cent. decrease on a like-for-like basis. The Directors believe that several key factors were responsible for this sales decline, being a combination of long term headwinds as well as short term issues.

The Group has suffered from long periods of site under-investment which has restricted the modernisation of existing centres, due largely to legal commitments to invest in new centres, alongside a need to deleverage the balance sheet. This has resulted in 14 centres (31 per cent. of UK centres) having an average pitch age of 9 years or older, compared to an expected life of 10 years and 70 per cent. of pitches aged 6 years or older.

This under-investment has taken place during a period of increased competition, as significant growth in independently managed AGPs has increased the supply of pitches within the market, coupled with greater competition from an expansion of league operators.

The short term issues included adverse weather conditions during key trading periods, a 50 per cent. increase in centre management turnover in H2 2015 principally due to increased competition for staff and discounting implemented in order to increase volume resulted in a decline in casual football yields.

In response, I was appointed to the Board as Deputy Chairman in November 2015, and subsequently as Executive Chairman in March 2016, in order to deliver sustainable growth for shareholders over the medium to long term, through improved returns on capital, earnings per share growth and ensuring a strong and secure balance sheet.

In March 2016 as incoming Chairman, I outlined the six key short term priorities of the Company, being the appointment of a new Chief Executive Officer and new Non-Executive Directors, the completion of an in-depth strategic business review, the development of the overall investment case, completion of the US business plan and the implementation of a near term operational improvement plan. These have now all been achieved or implemented.

3.1 *Near-term operational improvement plan*

As announced on 5 May 2016, the Company was pleased to report that trading had improved in the first 18 weeks of the year with like-for-like sales recovering to being only marginally negative compared to the 12 per cent. like-for-like UK sales decline experienced in H2 2015. This improvement can be attributed to initial actions taken by management to help short term trading, including a strong January marketing campaign and operational improvements, as well as more favourable weather conditions.

3.2 *Board appointments*

As announced on 5 May 2016, we have strengthened the Board with the key appointments of Scott Lloyd and Christopher Mills as Non-Executive Directors.

Scott Lloyd

Scott founded Next Generation Clubs in 1997 having identified the opportunity to innovate and re-define premium, large scale, family-orientated sports and leisure facilities. Following a successful period of roll out within Next Generation, Scott led the management buy-out of David Lloyd Leisure from Whitbread Plc and formally merged David Lloyd Leisure with Next Generation Clubs to create the David Lloyd Leisure Group. In 2013, David Lloyd Leisure Group was sold to TDR Capital for approximately £750m, where Scott performs the role of Non-Executive Deputy Chairman.

Christopher Mills

Christopher is a highly experienced Board representative holding a number of Non-Executive Director positions across a range of companies. He founded Harwood Capital Management in 2011, a successor from J O Hambro Capital Management, which he co-founded in 1993. He is Chief Executive and investment manager of North Atlantic Smaller Companies Investment Trust plc and Chief Investment Officer of Harwood Capital LLP.

More recently and as announced on 27 May 2016 and 31 May 2016, we have made further key appointments to the Board with Mark Jones and Michael Bolingbroke joining as Chief Executive Officer and Non-Executive Director, respectively.

Mark Jones

Mark is a very experienced and exceptional operator of multi-site leisure businesses and joins from Rank Group plc, where he was Managing Director of Grosvenor Casinos, the largest casino business by locations and revenue in the UK since 2014, in addition to sitting on the company's Executive Committee. Prior to this, he held numerous senior roles within the leisure industry, including being the Managing Director of Mecca Bingo, Chairman and Chief Executive Officer of Premium Bars and Restaurants, Chief Executive Officer of Yates Group and various roles within Whitbread PLC. Mark will join the Board on 1 July 2016.

Michael Bolingbroke

Michael brings a wealth of football industry experience and knowledge to the Company. He is currently Chief Executive Officer of Inter Milan S.p.A. one of the world's leading football clubs competing in the top tier Italian Serie A league, which he joined in 2014. At Inter Milan, Michael has established a business culture and commercial strategy which has led to increases in both revenues and EBITDA, as well as significantly expanding the club's international fan base. Prior to joining Inter Milan, he was Chief Operating Officer of UK Premier League football club Manchester United F.C. from 2007, where as part of his role he oversaw day-to-day management and operations of the club including venue operations and facility development. Michael will join the Board on 13 June 2016.

3.3 ***Strategic plan***

Since my appointment, the Group and key members of management have undertaken an in-depth review of the business and operations and have, as a result, developed a detailed strategic plan for the Group going forward, that it is intended will help strengthen its market leading position, improve ROCE and increase value for Shareholders over the longer term.

In order to achieve this, the Company has set four strategic priorities as follows:

- **Grow and innovate the UK core estate** – through refurbishment of the existing buildings to a new upgraded brand format and accelerating the Arena modernisation programme and introducing new innovative technology to enhance the customer experience;
- **Develop new capabilities and move ahead of competitors** – through developing value added propositions aimed at underdeveloped growth segments, relaunching quality offering for advanced booked customers, upgrading IT systems to achieve deeper digital connectivity and refreshing and reinvigorating the operating environment;
- **International expansion of centres and brand** – through exploiting our early mover advantage in California, with a centre to be opened in Pomona, Los Angeles in H2 2016, investigating market potential to leverage the Goals brand in Asia and explore other regions for market entry through capital efficient routes; and
- **Unlock underlying asset potential** – through the development of additional revenue generating lines of business, explore development potential across the property estate and remain open to potential accretive, complementary business opportunities.

The strategic plan's aim is to improve ROCE and increase value for shareholders, through both capital and income growth as follows:

- Targeted EBITDA returns
  - 30 per cent. on Arena modernisation
  - 15 per cent. on Clubhouse Refurbishment
  - 20 per cent. on a committed US Pilot
- Strong and secure balance sheet with net debt/EBITDA ratio managed below 2.5x
- Earnings per share growth
- Increased Shareholder returns through an uplift in equity value and a return to paying dividends in 2017 when the balance sheet recovers

4. Use of proceeds

It is the intention of the Board that the net proceeds of the Placing will be supplemented by a contribution from the free cash flows of the business and invested to achieve the strategic priorities outlined above, specifically:

- ***£3.5m to be invested in an arena modernisation catch-up programme***

  A catch up programme is being immediately implemented with 25 centres scheduled to be modernised between July and October 2016. This refurbishment will include the playing surfaces for 55 5-a-side, four 7-a-side pitches and one full size pitch to be replaced with the highest quality twin stripe 5G artificial turfs. All new pitches will have shockpads installed under the playing surface to help extend the pitch life and increase the game quality, alongside new LED floodlights to further enhance the player experience and decrease lighting costs. Furthermore 14 7-a-side pitches will be created through the conversion of 28 5-a-side pitches, to meet increased demand.

  The pitch age profile will significantly improve upon the above investment with 30 per cent of pitches less than 1 year old, 41 per cent less than 2 years old and 46 per cent less than 3 years old.

  In addition to the £3.5m catch-up investment, £1.6m has been committed to be spent on Arena modernisation in 2016.

- ***£7.9m to be invested in a clubhouse refurbishment programme***

  A new brand vision has been developed, in conjunction with McCann and a “2020” CLUB concept will be retrofitted to upgrade the estate to enhance Goals’ market leading position.

  Selected, higher potential centres will be significantly redesigned and facilities relaunched to drive enhanced returns.

  All centres will benefit from the refurbishment and remodelling of reception and changing areas, new signage to increase local penetration, upgraded cafe facilities, external improvements and the utilisation of unused space.

  The new CLUB concept will be fully introduced at 2 pilot centres in the third quarter of FY 2016 and then rolled out across the remainder of the estate over the next two years.

- ***£2.6m to be invested in a committed US pilot***

  Goals’ centre in Southgate, Los Angeles is one of the Company’s top performing centres. The Directors believe that this demonstrates the existence of market demand as well as providing the Company with significantly improved understanding and insight into the Los Angeles market.

  To help drive the US opportunity, and as announced on 14 March 2016, Keith Rogers stepped down from his role of Group Chief Executive Officer in February 2016 to take up the position of President for the US operation.

  Goals is contractually committed to a new pilot site in Pomona, Los Angeles, which is due to open in December 2016. Pomona has been fully costed at £2.6m; £0.25m has been spent to date with the remainder to be paid by the end of 2016.

A new centre concept has been developed for the US, refining the design of the Southgate centre, with ten arenas and a new clubhouse format.

There is an advanced pipeline of four additional potential centres, all situated in the greater Los Angeles area. However, no further centres will be committed to until target returns at Pomona are meeting our expectations.

- ***Balance sheet***

  Due to the decline in EBITDA in FY 2015, the Group is currently trading at its net debt (total debt less cash) to EBITDA covenant level of 3.0x. The Board has set out as a key performance indicator in the strategic review that net debt to EBITDA should be managed under 2.5x. As a result of the Placing the net debt to EBITDA ratio will fall from 3.0x at the end of the first quarter of FY 2016 to 1.6x at end of the second quarter of FY 2016.

5. Current trading and outlook

The Company announced on 5 May 2016 that like-for-like sales for the first 18 weeks of the year were marginally negative compared to minus 12 per cent. like-for-like UK sales growth experienced in H2 2015. The Board can now report that trading for the first 21 weeks is tracking that same improved trend with like-for-like sales marginally negative.

6. Details of the Placing

The Company proposes to raise gross proceeds of approximately £16.75 million through the issue of the Placing Shares at the Placing Price by way of a placing to certain institutional and other investors. The Placing Price represents a discount of 3.4 per cent. to the closing middle market price of 103.5 pence on 2 June 2016, being the last practicable date prior to this document. The Placing Shares will represent 22.3 per cent. of the Company's Enlarged Share Capital immediately following Admission.

The Board believes that raising equity finance using the flexibility provided by a non-pre-emptive placing is the most appropriate and optimal structure for the Company at this time. This allows both existing institutional holders and new institutional investors the opportunity to participate in the Placing and avoids the requirement for a prospectus, which is a costly and time consuming process.

The Placing Shares when issued will rank *pari passu* with the existing Ordinary Shares in issue and will rank in full for any dividends and distributions paid or made in respect of the Ordinary Shares.

Application will be made for the Placing Shares to be admitted to trading on AIM. It is expected that dealings in the Placing Shares will commence on AIM on 23 June 2016.

Certain of the Directors have undertaken to participate in the Placing as outlined in section 8 below.

7. Placing Agreement

Under the Placing Agreement, Canaccord Genuity has conditionally agreed to act as placing agent to the Company and to use reasonable endeavors to procure placees to acquire the Placing Shares at the Placing Price. The Placing has not been underwritten.

The Placing Agreement is conditional upon, *inter alia*, the satisfaction of the following conditions:

(a) the passing of the Resolution to be proposed at the General Meeting;

(b) Admission taking place no later than 23 June 2016 (or such later time and date as the Company and Canaccord Genuity may agree being no later than 18 July 2016);

(c) there being no breach of warranty in the Placing Agreement prior to Admission which is material in the context of the Placing; and

(d) the performance by the Company of its obligations under the Placing Agreement and/or other terms of or conditions to the Placing prior to Admission.

The Placing Agreement contains certain warranties from the Company in favour of Canaccord Genuity in relation to, *inter alia*, the accuracy of the information contained in this document and certain other matters relating to the Group and its business. In addition, the Company has given certain undertakings to Canaccord Genuity and has agreed to indemnify Canaccord Genuity in relation to certain liabilities they may incur in respect of the Placing. Canaccord Genuity has the right to terminate the Placing Agreement in certain circumstances prior to Admission including *inter alia* (i) for certain *force majeure* events or other events involving certain material adverse changes or prospective material adverse changes relating to the Group or (ii) in the event of a breach of the warranties or other obligations of the Company set out in the Placing Agreement.

8. Directors' participation

Certain Directors of the Company have agreed to subscribe for, in aggregate, 165,000 Placing Shares at the Placing Price. The disclosable interests of each Director subscribing for Placing Shares are set out below:

	Number of Ordinary Shares currently held	*Percentage of voting Ordinary Shares*	*Placing Shares to be subscribed*	*Shareholding immediately following completion of the placing*	*Percentage of voting Ordinary Shares following completion of the Placing*
Nicholas Basing	–	–	100,000	100,000	0.1
William Gow	1,119,845	1.9	25,000	1,144,845	1.5
Scott Lloyd	–	–	40,000	40,000	0.1

Christopher Mills, who was appointed to the Board on 5 May 2016, is a director and member of Harwood Capital LLP. Harwood Capital LLP, as agent for and on behalf of its discretionary managed clients has agreed to subscribe for 3,730,000 Placing Shares at the Placing Price. Harwood Capital LLP will have a Shareholding immediately following the completion of the placing of 14,000,000 and its percentage of voting Ordinary Shares following the completion of the Placing will be 18.6 per cent.

Mark Jones, who joins the Board as Chief Executive Officer on 1 July 2016, has agreed to subscribe for 50,000 Placing Shares at the Placing Price. His Shareholding immediately following the completion of the Placing is 50,000 and his percentage of voting Ordinary Shares following the completion of the Placing will be 0.1 per cent.

9. Related Party Transaction

Under the AIM Rules, a non pre-emptive issue of shares to a related party which exceeds a specified percentage in any of the class tests under the AIM Rules is subject to certain disclosure requirements. Due to its holding of over 10 per cent. of the Company's voting Ordinary Shares, the proposed participation in the Placing by Harwood Capital LLP as agent for and on behalf of its discretionary managed clients (which has previously notified the Company that the aggregate holding of these clients was 10,270,000 Ordinary Shares, representing approximately 17.6 per cent. of the Company's voting Ordinary Shares), is deemed a transaction with a related party under the AIM Rules. Harwood Capital LLP, as agent for and on behalf of its discretionary managed clients, has agreed conditionally to subscribe for up to 3,730,000 Placing Shares under the Placing, such that it would hold approximately 18.6 per cent. of the voting Ordinary Shares immediately following the Placing. The Directors of the Company consider, having consulted with Canaccord Genuity, the Company's Nominated Adviser, that the terms of Harwood Capital LLP participation in the Placing are fair and reasonable insofar as Shareholders are concerned.

10. General Meeting

A notice convening the General Meeting is set out at the end of this document. A summary and explanation of the Resolution to be proposed at the General Meeting is set out below. Please note that the summary and explanation is not the full text of the Resolution and Shareholders should review the full text of the Resolution before deciding whether or not to approve it.

The Resolution, which comprises two parts, is a special resolution. Accordingly, for the Resolution to be passed, not less than 75 per cent. of votes cast must be in favour.

The first part of the Resolution proposes to grant to the Directors a general authority pursuant to section 551 of the Act to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company.

The second part of the Resolution proposes to confer upon the Directors a general power to allot equity securities for cash on a non pre-emptive basis pursuant to the authority granted to the Directors by the first part of the Resolution.

If passed, the Resolution will confer upon the Directors the authority to issue the Placing Shares. The Placing is conditional upon the passing of the Resolution and, accordingly, if the Resolution is not passed, the Placing will not complete. The Directors will only exercise the authority conferred by the Resolution to issue the Placing Shares. If the Resolution is passed, the authority and power conferred will, to the extent not used, expire at the end of the annual general meeting of the Company to be held in 2017.

11. Action to be taken

A form of proxy for use at the General Meeting accompanies this document. Whether or not you intend to attend the General Meeting in person, you are requested to complete and sign the form of proxy in accordance with the instructions printed on it and then to return it to the Company's registrars, Capita Asset Services at PXS 1, 34 Beckenham Road, Beckenham, BR3 4ZF. Completed forms of proxy should be returned to the Company's registrars so as to be received by no later than 10:00 a.m. on 20 June 2016. The completion and return of a form of proxy will not preclude you from attending the General Meeting and voting in person should you so wish.

Shareholders who hold their Ordinary Shares through CREST and who wish to appoint a proxy or proxies for the General Meeting by using the CREST electronic proxy appointment service may do so by using the CREST proxy voting service in accordance with the procedures set out in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to that CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf.

The return of a completed form of proxy or CREST proxy instruction will not prevent you from attending the General Meeting and voting in person if you wish to do so.

12. Recommendation

The Directors consider the Placing to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend Shareholders to vote in favour of the Resolution to be proposed at the General Meeting, as they intend to do in respect of their own beneficial holdings amounting, in aggregate, to 5,442,201 Ordinary Shares representing approximately 9.31 per cent. of the current issued share capital of the Company.

Yours sincerely

Nicholas A Basing
Chairman

DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

“Act”	the Companies Act 2006
“Admission”	admission of the Placing Shares to trading on AIM becoming effective in accordance with rule 6 of the AIM Rules
“AGP”	Artificial Grass Pitches
“AIM”	the market of that name operated by London Stock Exchange
“AIM Rules”	the rules published by London Stock Exchange entitled “AIM Rules for Companies”
“Board” or **“Directors”**	the directors of the Company
“Canaccord Genuity”	Canaccord Genuity Limited
“CREST”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear UK & Ireland Limited is the Operator (as defined in the CREST Regulations)
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended, and any applicable rules made under those regulations
“EBITDA”	earnings before interest, tax, depreciation and amortisation
“Enlarged Share Capital”	the issued share capital of the Company, as enlarged by the issue of the Placing Shares pursuant to the Placing
“General Meeting”	the general meeting of the Company convened for 10:00 a.m. on 22 June 2016 to approve the Resolution (or any adjournment thereof), notice of which is set out at the end of this document
“Goals” or the **“Company”**	Goals Soccer Centres plc
“Group”	the Company and its subsidiaries and subsidiary undertakings
“The FA or **“the Football “Association”**	The Football Association in England
“form of proxy”	the form of proxy for use in connection with the General Meeting accompanying this document
“FY 2015”	the financial year of the Group ending 31 December 2015
“H1 2015”	the six months ended 30 June 2015
“H2 2015”	the six months ended 31 December 2015
“FY 2016”	the financial year of the Group ended 31 December 2016
“London Stock Exchange”	London Stock Exchange plc
“Ordinary Shares”	ordinary shares of 0.25p each in the capital of the Company
“Placing”	the conditional placing by Canaccord Genuity, as agent for the Company, of the Placing Shares at the Placing Price on the terms and subject to the conditions set out in the Placing Agreement
“Placing Agreement”	the placing agreement dated 3 June 2016 between the Company and Canaccord Genuity in connection with Placing

"Placing Shares"	16,750,000 new Ordinary Shares to be issued pursuant to the Placing
"Resolution"	the special resolution to be proposed at the General Meeting
"ROCE"	return on capital employed
"Securities Act"	the United States Securities Act of 1933, as amended
"Shareholder"	a holder of Ordinary Shares
"SSF"	small sided football
"United Kingdom" or **"UK"**	United Kingdom of Great Britain and Northern Ireland
"United States" or **"US"**	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia

Goals Soccer Centres plc

(Incorporated in Scotland under the Companies Act 1985 with registered number SC202545)

Notice of General Meeting

Notice is hereby given that a general meeting of Goals Soccer Centres plc (the "**Company**") will be held at 10:00 a.m. at The Soho Hotel, 4 Richmond Mews, London, W1D 3DH on 22 June 2016 to consider and, if thought fit, pass the following resolution as a special resolution:

THAT:

(a) in addition to all pre-existing authorities under section 551 of the Companies Act 2006 (the "**Act**"), the Directors be generally and unconditionally authorised pursuant to section 551 of the Act to allot shares in the Company, or to grant rights to subscribe for or convert any security into shares in the Company, up to a maximum nominal amount of £41,875 such authority (unless renewed, revoked or varied in accordance with the Act) to expire at the end of the annual general meeting of the Company to be held in 2017, save that the Company may before such expiry make an offer or agreement which would or might require the allotment of shares in the Company, or the grant of rights to subscribe for or to convert any security into shares in the Company, after such expiry; and

(b) in addition to all pre-existing powers under section 570 of the Act, the Directors be given power pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560(1) of the Act) for cash pursuant to the authority given by paragraph (a) of this resolution as if section 561(1) of the Act did not apply to such allotment, such power to expire at the same time as the authority conferred by paragraph (a) of this resolution, save that the Company may before expiry of such power make an offer or agreement which would or might require equity securities to be allotted after such expiry.

Dated: 3 June 2016

For and on behalf of the Board

Registered Office:

Orbital House
Peel Park
East Kilbride
South Lanarkshire
G74 5PA

William B G Gow
Company Secretary

SHAREHOLDER NOTES

Appointment of proxy

Any shareholder who is entitled to attend and vote at the General Meeting is entitled to appoint one or more proxies (who need not be shareholders) to attend the General Meeting and speak and vote instead of the shareholder. If more than one proxy is appointed each proxy must be appointed to exercise rights attached to different shares. Appointment of a proxy will not preclude a shareholder from attending and voting in person at the General Meeting.

In order for a proxy form to be valid, it must be completed and signed and returned to the Company's registrars, Capita Asset Services at PXS 1, 34 Beckenham Road, Beckenham, BR3 4ZF so they receive it no later than 10:00 a.m. (UK time) on 20 June 2016.

A shareholder wishing to appoint multiple proxies should contact the Shareholder Helpline as set out below to obtain additional proxy forms. Alternatively you may wish to photocopy your proxy form. It will be necessary for the shareholder to indicate on each separate proxy form the number of shares in relation to which each proxy is authorised to act.

Corporate representatives

Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.

Record date

To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members of the Company at 6:00 p.m. on 20 June 2016 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Shareholder helpline

Shareholders who have general queries about the General Meeting or need additional proxy forms should call the Shareholder Helpline on 0871 664 0300 (calls cost 12 pence per minute plus your phone company's access charge) (or from overseas +44 20 8639 3399 calls being charged at the applicable international rate). Lines are open between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. No other methods of communication will be accepted.

Statement of capital and voting rights

As at 2 June 2016 (being the latest practical date prior to publication of this document), the Company's issued share capital consisted of 58,465,060 Ordinary Shares. Accordingly, the total voting rights in the Company as at 2 June 2016 were 58,465,060.

Other matters

Shareholders may not use any electronic address provided in either this notice of General Meeting or any related documents (including the chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

A copy of the Company's articles of association, and copies of all contracts of service and letters of appointment of the Directors of the Company, are available for inspection at the Company's registered office at Orbital House, Peel Park, South Lanarkshire, G74 5PA during normal business hours on any weekday (weekends and public holidays excluded) until the close of the General Meeting and at the place of the meeting for at least 15 minutes prior to and during the General Meeting.

A copy of this notice, and other information required by section 311A of the Act, can be found at www.goalsplc.co.uk.

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