

**THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the contents of this document, or the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) (“FSMA”) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser. The Company accepts responsibility for the information contained in this Circular. To the best of the knowledge of the Company (which has taken all reasonable care to ensure that such is the case) the information contained in the Circular is in accordance with the facts and does not omit anything likely to affect the import of such information.

If you have sold or transferred all of your Ordinary Shares, please 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 onward transmission to the purchaser or transferee.

This document does not constitute an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for), Ordinary Shares or an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for), the Placing Shares. This document does not contain an offer of transferable securities within the meaning of section 102B of FSMA and does not constitute a prospectus within the meaning of section 85 of FSMA. This document has not been examined or approved by the Financial Conduct Authority or the London Stock Exchange or any other regulatory authority.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that Admission of the Placing Shares will become effective and that dealings will commence on 30 April 2020. The Placing Shares will, when issued, rank in full for all dividends and other distributions declared, made or paid on the Ordinary Shares and otherwise rank *pari passu* in all respects with the Existing Ordinary Shares.

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# Everyman Media Group PLC

*(Incorporated and registered in England and Wales with registered no. 08684079)*

## Placing of 17,500,000 Ordinary Shares at 100 pence per share and Notice of General Meeting

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Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 7 to 11 (inclusive) of this document and which recommends you to vote in favour of the Resolutions to be proposed at the General Meeting.

The Notice of General Meeting to be held at Everyman Cinema, 5 Holly Bush Vale, Hampstead London NW3 6TX, at 10.00 a.m. on 29 April 2020, is set out at the end of this document. The accompanying Form of Proxy for use in connection with the General Meeting should be completed by Shareholders and returned as soon as possible but, in any event, so as to be received by the Registrars at Computershare Investors Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by no later than 10.00 a.m. on April 27 2020 (or, in the case of an adjournment of the General Meeting, not later than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the adjourned meeting). The completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

Canaccord Genuity Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser and broker to the Company in connection with the Placing. Persons receiving this document should note that Canaccord Genuity Limited will not be responsible to anyone other than the Company for providing the protections afforded to customers of Canaccord Genuity Limited or for advising any other person on the arrangements described in this document. Canaccord Genuity Limited has not authorised the contents of, or any part of, this document and no liability whatsoever

is accepted by Canaccord Genuity Limited for the accuracy of any information or opinions contained in this document or for the omission of any information. Canaccord Genuity Limited, as Nominated Adviser and broker to the Company, owes certain responsibilities to the London Stock Exchange which are not owed to the Company or the Directors.

The Placing Shares will not be registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States or qualify for distribution under any of the relevant securities laws of Canada, Australia, New Zealand, the Republic of Ireland, the Republic of South Africa, Switzerland or Japan. Accordingly, subject to certain exceptions, the Placing Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into the United States, Canada, Australia, New Zealand, the Republic of Ireland, the Republic of South Africa, Switzerland or Japan. Shareholders who are residents or citizens of any country other than the United Kingdom and any person (including, without limitation, custodians, nominees and trustees) who have a contractual or other legal obligation to forward this document to a jurisdiction outside the United Kingdom should seek appropriate advice before taking any action.

Copies of this document will be available free of charge to the public during normal business hours on any day (Saturdays, Sundays and public holidays excepted) at the offices of Everyman Media Group plc at 2 Downshire Hill, London, NW3 1NR for a period of one month from the date of this document.

### **FORWARD LOOKING STATEMENTS**

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

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## DIRECTORS AND ADVISERS

<b>Directors</b>	Paul Wise Crispin Lilly Elizabeth Lake FCA Adam Kaye Charles Dorfman Philip Jacobson FCA Michael Rosehill FCA	<i>Chairman</i> <i>Chief Executive Officer</i> <i>Chief Financial Officer</i> <i>Executive Director</i> <i>Non-Executive Director</i> <i>Non-Executive Director</i> <i>Non-Executive Director</i>
<b>Company Secretary</b>	ONE Advisory Limited 201 Temple Chambers 3-7 Temple Avenue London EC4Y 0DT	
<b>Registered Office</b>	Everyman Media Group plc 2 Downshire Hill London NW3 1NR	
<b>Nominated Adviser and Broker</b>	Canaccord Genuity Limited 88 Wood Street London EC2V 7QR	
<b>Legal advisers to the Company in respect of the Placing</b>	Howard Kennedy LLP 1 London Bridge London SE1 9BG	
<b>Legal advisers to the Nominated Adviser and Broker in respect of the Placing</b>	Dentons UK and Middle East LLP One Fleet Place London EC4M 7WS	
<b>Registrars</b>	Computershare Investor Services PLC The Pavilions Bridgwater Road Bristol BS13 8AE	

## PLACING STATISTICS

Placing Price	100 pence
Number of Placing Shares	17,500,000
Number of Ordinary Shares in issue following Admission	91,095,469
Percentage of the Enlarged Share Capital represented by the Placing Shares	19.2%
Gross Proceeds of the Placing	£17.5 million

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

This document posted to Shareholders	9 April 2020
Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 27 April 2020
General Meeting	10.00 a.m. on 29 April 2020
Admission and dealings in the Placing Shares expected to commence on AIM	on or around 30 April 2020
Expected date for CREST accounts to be credited for Placing Shares to be held in uncertificated form	30 April 2020
Despatch of definitive share certificates in respect of the Placing Shares to be held in certificated form, if applicable	by 14 May 2020

*Notes:*

1. Each of the times and dates above are indicative only and if any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of an announcement through a Regulatory Information Service.
2. All of the above times refer to London time unless otherwise stated.
3. All events listed in the above timetable following the General Meeting are conditional on the passing at the General Meeting of the Resolutions.

**LETTER FROM THE CHAIRMAN**

**OF**

**Everyman Media Group PLC**

*(Incorporated and registered in England and Wales with registered no. 08684079)*

*Directors:*

Paul Wise – *Chairman*  
Crispin Lilly – *Chief Executive Officer*  
Elizabeth Lake FCA – *Chief Financial Officer*  
Adam Kaye – *Executive Director*  
Charles Dorfman – *Non-Executive Director*  
Philip Jacobson FCA – *Non-Executive Director*  
Michael Rosehill FCA – *Non-Executive Director*

*Registered office:*

2 Downshire Hill  
London NW3 1NR

9 April 2020

Dear Shareholder

**Placing of 17,500,000 Ordinary Shares at 100 pence per share**  
**and**  
**Notice of General Meeting**

**Introduction**

The Company announced on 8 April 2020 the terms of a placing by Canaccord Genuity, acting as the Company's Nominated Adviser and Broker to the Placing, to raise £17.5 million by the issue and allotment by the Company of 17,500,000 Ordinary Shares at the Placing Price of 100 pence per share.

The Placing is conditional, *inter alia*, upon Shareholders approving the Resolutions at the General Meeting that will grant to the Directors the authority to allot the Placing Shares and the power to disapply statutory pre-emption rights in respect of the Placing Shares and to adopt new articles of association to allow the Company to hold "hybrid" general meetings at which Shareholder may be present by both physical or electronic means. The Resolutions are contained in the Notice of General Meeting at the end of this document.

The purpose of this document is to explain the background to and reasons for the Placing, why the Directors are seeking authority from Shareholders to issue the Placing Shares for cash on a non pre-emptive basis and to recommend that you vote in favour of the Resolutions.

**Summary of Everyman Media Group plc**

The Group is a leading independent cinema group in the UK. The Group now operates 33 venues with 110 screens. At the end of 2019, Everyman had grown market share by box office to 3.1 per cent. up from 2.6 per cent. The Group is the fifth largest UK cinema business for as defined by gross box office revenue (source: ComScore)

The Everyman brand is positioned at the premium end of the UK leisure/cinema market. The Company's proposition is based on high quality and unique venues in central high street locations. The Group seeks to differentiate itself by focusing on delivering a high-quality offering through its venues, content, staff and food and beverage. This focus has enabled the Group to report continued year on year increases in its key performance metrics of box office admission, average box office spend per head and average food and beverage spend per head.

Historically the Company has targeted an internal rate of return ("IRR") of 20 per cent. on each new site built or acquired. The Company has been able to achieve this IRR in a range of sites, including new build

developments, regeneration of old high street spaces and refurbishment of traditional cinemas which have been acquired.

For the 52 weeks ended 2 January 2020, the Company report revenue of £65.0 million and pre-IFRS 16 Adjusted EBITDA of £12.0 million.

### **Background to and Reasons for the Placing**

On 17 March 2020, the Company announced that following guidance provided by the UK government on 16 March 2020 in relation to the COVID-19, the Board of Everyman took the decision to close its cinema venues to guests until further notice.

Since 17 March 2020, the Board has taken a number of actions to reduce the impact on the Group of its cinemas being closed. These have included the following:

- use of the Government furlough job retention scheme and other applicable Government funding available as at the date of this document;
- 50 per cent. salary reductions for executive and non-executive directors;
- re-negotiation of payment terms and conditions with approximately one-third of the landlords from which the Group leases space. The Group remains in discussions with its remaining landlords who, to date, have not agreed to any variation of payment terms and conditions. The Group has not paid certain lease payments that have fallen due as it seeks to progress discussions with landlords about variations in payment terms and conditions; and
- significant reduction in administrative expenses.

Following full implementation of the above actions and receipt of funds from the Government, the Company expects its monthly cost base to be £0.9 million. In addition to this cost base, the Company still has interest payments and certain legacy capital expenditure payments that require payment.

As set out in the final results of the Company for the 52 weeks ended 2 January 2020 announced on 19 March 2020, the Company is reliant on its loan facilities for its working capital. As at the date of this document, the Company has drawn down approximately £14.0 million of its available £30.0 million facility. In the event that the Group is required to keep its cinemas closed for a period beyond mid-May 2020 the Company is expected to breach the June 2020 financial covenants in its loan facilities. The Board has had positive discussions with its lenders, who have communicated a willingness to recommend covenant waivers and replace the current financial covenants with a liquidity focused covenant through this period of uncertainty.

Subject to continued lender support, the Placing proceeds allow the Company to operate within its loan facilities in the event that it is unable to re-open its cinemas for a period of up to nine months. The Directors are unable to predict future Government guidance in relation to public gatherings and its impact on when cinemas can re-open, and they therefore believe that a prudent approach to future debt levels is appropriate. The Directors, therefore, consider the Placing to be in the best interests of the Company and its Shareholders as a whole.

### **The Placing**

Subject to Admission, the Company will issue 17,500,000 new Ordinary Shares which will raise approximately £17.5 million, before expenses, and £16.8 million, after the expenses of the Placing (excluding VAT). The Placing Shares have been conditionally placed by Canaccord Genuity, as agent for the Company, with institutional and other investors (including the Directors and certain related parties – see further below). Application has been made for the Placing Shares to be admitted to trading on AIM and dealings are expected to commence on 30 April 2020.

The Placing Shares issued pursuant to the Placing will represent approximately 19.2 per cent. of the Enlarged Share Capital. The Placing Shares will, following Admission, rank in full for all dividends and distributions declared, made or paid in respect of the issued Ordinary Share capital of the Company after the date of their issue and will otherwise rank *pari passu* in all other respects with the Existing Ordinary Shares. The Placing Price represents a 7.0 per cent. discount to the closing mid-market price of 107.5 pence per

Ordinary Share as at 7 April 2020 (being the latest practicable date prior to the date of this document).

Canaccord Genuity, as agent for the Company, has agreed to use its reasonable endeavours to procure subscribers for the Placing Shares at the Placing Price. The Placing is not underwritten. The Placing is conditional, *inter alia*, upon:

- Shareholders approving the Resolutions at the General Meeting that will grant to the Directors the authority to allot the Placing Shares and the power to disapply statutory pre-emption rights in respect of the Placing Shares;
- the Placing Agreement becoming unconditional and not having been terminated in accordance with its terms prior to Admission; and
- Admission becoming effective not later than 31 May 2020 or such later date as Canaccord Genuity and the Company may agree.

### Directors' and related parties' participation in the Placing

As part of the Placing, certain Directors and their persons closely associated have agreed to subscribe for Placing Shares at the Placing Price. Details of the Placing Shares for which the Directors and their persons closely associated will be subscribing and their resultant shareholdings are displayed below.

<i>Director</i>	<i>Number of Ordinary Shares held before the Placing</i>	<i>Number of Placing Shares being Subscribed for as part of the Placing</i>	<i>Resultant shareholding after the Placing</i>	<i>Percentage of Enlarged Share Capital</i>
Elizabeth Lake	–	10,000	10,000	0.01%
Adam Kaye	5,349,956	100,000	5,449,956	6.0%
Paul Wise	2,756,752	200,000	2,956,752	3.3%
Michael Rosehill	198,710	20,000	218,710	0.2%
Philip Jacobson	86,336	30,000	116,336	0.1%

In addition to the above, Blue Coast Private Equity L.P. ("**Blue Coast**") has agreed to subscribe for 3,500,000 Placing Shares pursuant to the Placing at the Placing Price. Following Admission, Blue Coast will have an interest in 17,298,639 Ordinary Shares, representing 19.0 per cent. of the Enlarged Share Capital. Michael Rosehill is a director of Blue Coast Private Equity L.P. and, therefore, also has an indirect interest in the shareholding of Blue Coast Private Equity L.P as set out above.

In addition to the above, funds and accounts under management by direct and indirect investment management subsidiaries of BlackRock Inc ("**BlackRock**") have agreed to subscribe for 3,414,600 Placing Shares pursuant to the Placing at the Placing Price. Following Admission, BlackRock will have an interest in 10,943,122 Ordinary Shares, representing 12.0 per cent. of the Enlarged Share Capital.

Elizabeth Lake, Adam Kaye, Paul Wise, Michael Rosehill, Philip Jacobson and their persons closely associated are considered a "related party" (as defined by the AIM Rules) of the Company by virtue of being directors of the Company. Blue Coast are considered a "related party" (as defined by the AIM Rules) of the Company by virtue of being an existing substantial shareholder in the Company and Michael Rosehill being a director. BlackRock are considered a "related party" (as defined by the AIM Rules) of the Company by virtue of being an existing substantial shareholder in the Company.

The Directors (excluding Elizabeth Lake, Adam Kaye, Paul Wise, Michael Rosehill and Philip Jacobson) consider, having consulted with Canaccord Genuity, the Company's Nominated Adviser for the purposes of the AIM Rules, that the terms of the related party subscriptions set out above are fair and reasonable insofar as the shareholders of the Company are concerned.

## General Meeting

**THE BOARD STRONGLY ENCOURAGES ALL SHAREHOLDERS TO VOTE ON THE RESOLUTIONS BY PROXY BEFORE THE DEADLINE OF 10.00 A.M. ON 27 APRIL 2020.**

**THE MOST RECENT “STAY AT HOME” MEASURES ADOPTED BY THE GOVERNMENT PROHIBIT, UNLESS ESSENTIAL FOR WORK PURPOSES, PUBLIC GATHERINGS OF MORE THAN TWO PEOPLE. THE COMPANY’S VIEW, WHICH IS SUPPORTED BY THE CHARTERED GOVERNANCE INSTITUTE (ICSA) IS THAT ATTENDANCE AT A GENERAL MEETING BY A SHAREHOLDER, OTHER THAN ONE SPECIFICALLY REQUIRED TO FORM THE QUORUM FOR THAT MEETING, IS NOT ESSENTIAL FOR WORK PURPOSES. THE COMPANY HAS ARRANGED FOR A QUORUM TO BE PRESENT IN PERSON AT THE MEETING. ACCORDINGLY, WE HEREBY NOTIFY SHAREHOLDERS THAT ANYONE SEEKING TO ATTEND THE MEETING IN PERSON WILL BE REFUSED ENTRY.**

**SHAREHOLDERS ARE ASKED INSTEAD TO VOTE BY PROXY BY COMPLETING THEIR FORM OF PROXY IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT BELOW.**

A notice is set out at the end of this document convening the General Meeting to be held at Everyman Cinema, 5 Holly Bush Vale, Hampstead London NW3 6TX, at 10.00 a.m. on 29 April 2020 at which the following Resolutions will be proposed:

- (A) Resolution 1, which will be proposed as an ordinary resolution, is to authorise the Directors to allot relevant securities up to an aggregate nominal value of (i) £1,750,000.00 in connection with the Placing and (ii) £1,286,515.63 otherwise than in connection with the Placing;
- (B) Resolution 2, which will be proposed as a special resolution and which is subject to the passing of Resolution 1, disapplies statutory pre-emption rights, provided that such authority shall be limited to, *inter alia*, the allotment of equity securities in connection with the Placing, and otherwise the allotment of equity securities up to an aggregate nominal amount of £910,954.69; and
- (C) Resolution 3, which will be proposed as a special resolution which is to adopt new articles of association of the Company.

Resolution 1 authorises the allotment of such number of new Ordinary Shares as are necessary for the Placing, as well as providing the Directors with a standing authority to allot equity securities up to an aggregate nominal value of £3,036,515.63 (representing one-third of the Enlarged Share Capital). Similarly, Resolution 2 authorises the disapplication of statutory pre-emption rights in respect of such number of new Ordinary Shares as are necessary for the Placing as well as providing the Directors with a standing authority to allot equity securities otherwise than in accordance with statutory pre-emption rights up to an aggregate nominal value of £910,954.69 (representing ten per cent. of the Enlarged Share Capital). Resolution 3 approves the adoption of new articles of association of the Company which will allow the Company to hold “hybrid” shareholder meetings with some attendees in a physical location and others attending by electronic means. This should make it easier for the Company’s shareholders to attend meetings going forward, particularly given the current circumstances. Under the new articles of association, resolutions put to shareholders at “hybrid” meetings” shall be voted on by means of a poll. There are no further proposed amendments to the Company articles of association.

### Action to be taken

Please check that you have received the following with this document:

- a Form of Proxy for use in relation to the General Meeting; and
- a reply-paid envelope for use in connection with the return of the Form of Proxy (in the UK only).

**You are strongly encouraged to complete, sign and return your Form of Proxy in accordance with the instructions printed thereon so as to be received, by post or, during normal business hours only, by hand to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible but in any event so as to arrive by not later than 10.00 a.m. on 27 April 2020 (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)).**

Appointing a proxy in accordance with the instructions set out above will enable your vote to be counted at the General Meeting in the event of your absence. The completion and return of a Form of Proxy will not preclude you from attending and voting in person at the General Meeting, or any adjournment thereof, should you wish to do so. However, Shareholders are urged not to attend the General Meeting, and any who seek to attend will be refused entrance.

### **Recommendation**

**The Directors consider the Placing to be in the best interests of the Company and the Shareholders as a whole and, accordingly, unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do in respect of their own beneficial holdings amounting, in aggregate, to 14,261,781 Existing Ordinary Shares, representing approximately 19.4 per cent. of the Existing Ordinary Shares.**

Yours faithfully

Paul Wise  
*Chairman*

## DEFINITIONS

The following words and expressions shall have the following meanings in this document unless the context otherwise requires:

<b>“Act”</b>	the Companies Act 2006, as may be amended from time to time
<b>“Adjusted EBITDA”</b>	earnings adjusted for pre-opening costs, acquisition expenses, interest, tax, depreciation, amortisation and share based payments.
<b>“Admission”</b>	the admission of the Placing Shares issued pursuant to the Placing to trading on AIM becoming effective in accordance with Rule 6 of part 1 of the AIM Rules
<b>“AIM”</b>	the market of that name operated by the London Stock Exchange
<b>“AIM Rules”</b>	the rules for AIM companies as published by the London Stock Exchange from time to time
<b>“AIM Rules for Nominated Advisers”</b>	the AIM Rules for Nominated Advisers published by the London Stock Exchange setting out the eligibility, on-going obligations and certain disciplinary matters in relation to nominated advisers, as may be amended from time to time
<b>“Articles”</b>	the articles of association of the Company
<b>“Board” or “Directors”</b>	the directors of the Company
<b>“Canaccord Genuity”</b>	Canaccord Genuity Limited, the Company’s nominated adviser and broker in relation to the Placing (company number: 01774003) whose registered office is at 88 Wood Street, London, EC2V 7QR
<b>“certificated” or “in certificated form”</b>	the description of a share or security which is not in uncertificated form (that is, not in CREST)
<b>“Company” or “Everyman”</b>	Everyman Media Group PLC, a company incorporated in England and Wales with registered number 08684079 whose registered office is at 2 Downshire Hill, Hampstead, London NW3 1NR
<b>“CREST”</b>	the computerised settlement system to facilitate transfer of title to or interests in securities in uncertificated form operated by Euroclear UK & Ireland Limited
<b>“CREST Regulations”</b>	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), including (i) any enactment or subordinate legislation which amends or supersedes those regulations and (ii) any applicable rules made under those regulations for the time being in force
<b>“Enlarged Share Capital”</b>	the Ordinary Shares in issue immediately following the issue and allotment of the Placing Shares
<b>“Executive Directors”</b>	Crispin Lilly, Elizabeth Lake, Paul Wise and Adam Kaye
<b>“Existing Ordinary Shares”</b>	73,595,469 Ordinary Shares currently in issue at the date of this document
<b>“Form of Proxy”</b>	the form of proxy for use at the General Meeting which accompanies this document

<b>“General Meeting”</b>	the general meeting of the Company, notice of which is set out at the end of this document, and any adjournment thereof
<b>“Group”</b>	the Company and its subsidiary undertakings
<b>“London Stock Exchange”</b>	London Stock Exchange plc
<b>“Notice of General Meeting”</b>	the notice of the General Meeting, which is set out at the end of this document
<b>“Ordinary Shares”</b>	ordinary shares of 10 pence each in the capital of the Company
<b>“Placing”</b>	the conditional placing of the Placing Shares by Canaccord Genuity
<b>“Placing Agreement”</b>	the conditional placing agreement entered into between the Company and Canaccord Genuity on 8 April 2020
<b>“Placing Price”</b>	100 pence per Placing Share
<b>“Placing Shares”</b>	17,500,000 new Ordinary Shares to be issued by the Company pursuant to the Placing
<b>“Registrars”</b>	Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE
<b>“Resolutions”</b>	the resolutions to be proposed at the General Meeting, as set out in the Notice of General Meeting
<b>“Shareholder(s)”</b>	holder(s) of Ordinary Shares
<b>“UK” or “United Kingdom”</b>	the United Kingdom of Great Britain and Northern Ireland
<b>“uncertificated” or “in uncertificated form”</b>	a share or security recorded in the Company’s register of members as being held in uncertificated form, title to which may be transferred by means of CREST
<b>“US” or “United States”</b>	the United States of America

## NOTICE OF GENERAL MEETING

# Everyman Media Group PLC

**NOTICE IS HEREBY GIVEN** that a General Meeting of Everyman Media Group plc (the “**Company**”) will be held at Everyman Cinema, 5 Holly Bush Vale, Hampstead London NW3 6TX, at 10.00 a.m. on 29 April 2020 for the purpose of considering and, if thought fit, passing the following Resolutions, which will be proposed, in the case of Resolution 1, as an ordinary resolution and, in the case of Resolutions 2 and 3, as special resolutions.

For the purposes of these Resolutions capitalised terms shall (unless the context requires otherwise) have the same meanings ascribed to them in the circular from the Company to the Shareholders dated 9 April 2020 (the “**Circular**”).

### ORDINARY RESOLUTION

1. That, the Directors be generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the “**Act**”) to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the Act):
  - (a) up to an aggregate nominal amount of £1,750,000.00 in connection with the Placing; and
  - (b) otherwise than pursuant to paragraph (a) above up to an aggregate nominal amount of £1,286,515.63,

provided that this authority shall expire 15 months after the date of the passing of this Resolution or at the conclusion of the next annual general meeting of the Company following the passing of this Resolution, whichever is the later, (unless previously renewed, varied or revoked by the Company in a general meeting) except that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if this authority had not expired.

### SPECIAL RESOLUTIONS

2. That, subject to and conditional upon the passing of Resolution 1, the Directors be empowered pursuant to Section 570(1) and Section 571(1) of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash, pursuant to the authority conferred by Resolution 1, as if Section 561(1) of the Act did not apply to any such allotment, provided that such power shall be limited to:
  - (a) the allotment of equity securities for cash in connection with an offer of, or invitation to apply for, equity securities:
    - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
    - (ii) to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;
  - (b) the allotment of equity securities in connection with the Placing pursuant to the authority conferred by Resolution 1(a);
  - (c) the allotment (otherwise than pursuant to paragraphs (a) and (b)) of equity securities up to an aggregate nominal amount of £910,954.69,

and shall expire 15 months after the date of the passing of this Resolution or at the conclusion of the next annual general meeting of the Company following the passing of this Resolution, whichever occurs first, (unless previously renewed, varied or revoked by the Company in general meeting) except that the Company may make an offer or agreement which would or might require equity securities to be

allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

3. That the Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be and are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles of Association with effect from the conclusion of the meeting.

By order of the Board

Paul Wise  
Chairman

*Registered office:*  
2 Downshire Hill  
London NW3 1NR

## **Everyman Media Group plc**

Date: 9 April 2020

### *Notes:*

- (1) A member entitled to attend and vote at the General Meeting is entitled to appoint a proxy or proxies to attend and vote, on a poll, instead of him. A proxy need not be a member of the Company.
- (2) A Form of Proxy is enclosed for your use if desired. Please carefully read the instructions on how to complete the Form of Proxy. For a Form of Proxy to be effective, the instrument appointing a proxy together with the power of attorney or such other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or other authority must reach the Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY not less than 48 hours before the time of holding of the General Meeting. The Form of Proxy should therefore be completed and deposited with the Company's Registrars by 10.00 a.m. on 27 April 2020. Completion of a Form of Proxy does not preclude a member from subsequently attending and voting at the General Meeting in person if he or she so wishes. If a member has appointed a proxy and attends the General Meeting in person, such proxy appointment will automatically be terminated.
- (3) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those Shareholders on the register of members at 10.00 a.m. on 27 April 2020, or in the event that the above General Meeting is adjourned, on such register at 6.00 p.m. on the date two days before the adjourned General Meeting (excluding any part of a day that is not a business day), shall be entitled to attend or vote at the General Meeting in respect of the number of Existing Ordinary Shares registered in their name at the time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the General Meeting.
- (4) You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different Existing Ordinary Shares. You may not appoint more than one proxy to exercise rights attached to any one Existing Ordinary Share. If you wish to appoint more than one proxy, please contact the Registrars, Computershare Investor Services PLC on +44 (0)870 707 1577. Lines are open from 8.00 a.m. to 6.00 p.m. Monday to Friday, excluding public holidays. Alternatively you may write to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, for additional Forms of Proxy and for assistance. Shareholders are urged to appoint the Chairman of the Meeting as their proxy, as entry will be refused to anyone else apart from one other Director to ensure the General Meeting is quorate.
- (5) To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. 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. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- (6) Any corporation which is a member of the Company can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same Existing Ordinary Share.
- (7) As at the date of this document, the Company's issued share capital comprised 73,595,469 ordinary shares of 10 pence each. Each Ordinary Share carries the right to vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at the date of this document is 73,595,469.
- (8) 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 resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her decision. 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 General Meeting.
- (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 Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY and in the case of a member which is a corporation, the revocation notice must be executed in accordance with note 10 below. 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 and must be received by the Registrars not less than 48 hours before the time fixed for the holding of the General Meeting or any adjourned meeting (or in the case of a

poll before the time appointed for taking the poll) at which the proxy is to attend, speak and to vote provided that in calculating such periods no account shall be taken of any part of a day that is not a working day. 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.

- (10) A corporation's Form of Proxy must be executed pursuant to the terms of section 44 of the Companies Act 2006 or under the hand of a duly authorised officer or attorney.
- (11) Any power of attorney or any other authority under which the Form of Proxy is signed (or duly certified copy of such power of authority) must be included with the Form of Proxy.