

**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 transferrable 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 6 October 2017. 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 10,000,000 new Ordinary Shares at 170 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 5 to 10 (inclusive) of this document and which recommends you 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 5 October 2017 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 Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by no later than 10.00 a.m. on 3 October 2017 (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.**

Centos Securities plc, 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 Centos Securities plc will not be responsible to anyone other than

the Company for providing the protections afforded to customers of Cenkos Securities plc or for advising any other person on the arrangements described in this document. Cenkos Securities plc has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Cenkos Securities plc for the accuracy of any information or opinions contained in this document or for the omission of any information. Cenkos Securities plc, 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 Placees.

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, the Republic of South Africa, the Republic of Ireland 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, the Republic of South Africa, the Republic of Ireland 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 has 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 Studio 4, 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.

## DIRECTORS AND ADVISERS

<b>Directors</b>	Paul Wise	<i>Chairman</i>
	Crispin Lilly	<i>Chief Executive Officer</i>
	Jonathan Peters FCA	<i>Chief Financial Officer</i>
	Adam Kaye	<i>Executive Director</i>
	Charles Dorfman	<i>Non-Executive Director</i>
	Philip Jacobson FCA	<i>Non-Executive Director</i>
	Michael Rosehill FCA	<i>Non-Executive Director</i>
<b>Company Secretary</b>	Jonathan Peters FCA	
<b>Registered Office</b>	Studio 4 2 Downshire Hill London NW3 1NR	
<b>Nominated Adviser and Broker</b>	Cenkos Securities plc 6.7.8 Tokenhouse Yard London EC2R 7AS	
<b>Registrars</b>	Computershare Investor Services PLC The Pavilions Bridgwater Road Bristol BS13 8AE	

## PLACING STATISTICS

Placing Price	170 pence
Number of new Ordinary Shares to be issued pursuant to the Placing	10,000,000
Number of Ordinary Shares in issue following Admission	69,927,103
Percentage of the Enlarged Share Capital represented by the new Ordinary Shares	14.3%
Gross proceeds of the Placing	£17 million
Estimated net proceeds of the Placing	Approximately £16.5 million

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

This document posted to Shareholders	18 September 2017
Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 3 October 2017
General Meeting	10.00 a.m. on 5 October 2017
Admission and dealings in the Placing Shares expected to commence on AIM	6 October 2017
Expected date for CREST accounts to be credited for Placing Shares to be held in uncertificated form	6 October 2017
Despatch of definitive share certificates in respect of the Placing Shares to be held in certificated form, if applicable	within 10 business days of Admission

### 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 of the Resolutions at the General Meeting.

## 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*  
Jonathan Peters 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:

Studio 4  
2 Downshire Hill  
London NW3 1NR

18 September 2017

Dear Shareholder,

### **Placing of 10,000,000 new Ordinary Shares at 170 pence per share and Notice of General Meeting**

#### **Introduction**

The Company has today announced the terms of a placing by Cenkos, acting as the Company's Nominated Adviser and Broker to the Placing, to raise £17 million (gross) through the issue and allotment by the Company of 10,000,000 Ordinary Shares at the Placing Price of 170 pence per share.

The Placing is conditional, *inter alia*, upon Shareholders approving the Resolutions at the General Meeting that will grant the Directors the authority to allot the Placing Shares and the power to dis-apply statutory pre-emption rights in respect of the Placing Shares. The Resolutions are contained in the Notice of General Meeting set out 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.

#### **Everyman Media Group PLC**

The Group is a leading independent cinema group in the UK. The Group operates 21 cinemas.

#### *The Everyman Offering*

The Everyman brand is positioned at the premium end of the UK leisure/cinema market. The Group proposition is based on high quality, venues in central high street locations.

The Group seeks to differentiate itself by focusing on delivering a high quality offer through its venues, content, staff and food and beverage.

### *Current Estate*

The Group currently has venues in the following locations:

<i>Location</i>	<i>Number of Screens</i>	<i>Number of Seats</i>
Birmingham	3	328
Bristol	3	439
Chelmsford	5	379
Esher	4	324
Gerrards Cross	2	204
Harrogate	5	411
Leeds	5	611
London, Baker Street	2	118
London, Barnet	5	429
London, Belsize Park	1	129
London, Canary Wharf	3	266
London, Hampstead	2	194
London, Islington	1	125
London, Kings Cross (temporary)	1	28
London, Maida Vale	2	148
London, Muswell Hill	5	282
Oxted*	1	373
Reigate	2	170
Stratford-upon-Avon	4	384
Walton-On-Thames	2	158
Winchester	2	236
	<u>60</u>	<u>5,736</u>

\*currently closed for conversion into a three screen venue

### *Financial Information*

The Company published its interim results for the six months ended 29 June 2017 on 1 September 2017.

Revenue for the six months ended 29 June 2017 was up 55 per cent. on the comparative six-month period to £18,830,000 (30 June 2016: £12,128,000, full year to 29 December 2016: £29,554,000). The Group's adjusted operating profit before depreciation, amortisation, pre-opening expenses, exceptional items and share-based payments was £3,010,000 (30 June 2016: £1,348,000, full year to 29 December 2016: £3,954,000). The Group generated a profit for the period of £438,000 (30 June 2016: loss of £670,000, full year to 29 December 2016: profit of £61,000).

Cash held at the end of the period was £1,221,000 (30 June 2016: £1,692,000, 29 December 2016: £1,566,000).

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

The Directors believe that the opportunities for more Everyman venues within the UK are significant and this has been reinforced by the success of 11 new venues opened since 2015. The scale of the opportunity is evidenced by the success in towns such as Reigate and Gerrards Cross, as much as the larger city centre venues like Birmingham and Leeds.

New venues can be part of a large new developer-led complex, the refurbishment of an old existing traditional cinema or conversion of small existing spaces.

The Group currently has sufficient cash resources to finance 6 new openings in 2018 and 2 to 3 new openings per year thereafter, funded from a mixture of cash held, retained earnings and debt financing. However, the Directors believe that the Group has the opportunity to increase the number of openings in future financial periods based on the number and quality of new sites it is being offered. The purpose of the

Placing is to finance this intended increase in openings, whilst maintaining a sensible level of debt leverage within the business and providing additional working capital.

### Current Trading and Outlook

The Directors can confirm that the Group is trading in line with their expectations, following a reasonable overall summer in the cinema market. The Directors are positive on the future prospects of the Group as it continues to expand.

### Placing

Subject to Admission and the passing of the Resolutions, the Company will issue 10,000,000 new Ordinary Shares which will raise £17.0 million, before expenses, and £16.5 million, after the expenses of the Placing (which are estimated to be £0.5 million (excluding VAT) in total). The Placing Shares have been conditionally placed by Cenkos, as agent for the Company, with institutional and other investors.

The Placing Shares issued pursuant to the Placing will represent approximately 14.3 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 discount of 2.86 per cent. to the closing mid-market price of 175 pence per Ordinary Share on 15 September 2017 (being the latest practicable date prior to the date of this document).

Cenkos, as agent for the Company, has agreed to use its reasonable endeavours to procure subscribers for the Placing Shares at the Placing Price. Cenkos has also agreed to use its reasonable endeavours to procure purchasers for 235,294 existing Ordinary Shares at the Placing Price on behalf of Paul Wise. Neither the Placing or the sale of Ordinary Shares on behalf of Paul Wise is underwritten. The Placing and sale of Ordinary Shares on behalf of Paul Wise 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 dis-apply 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 taking place not later than 8.00 a.m. on 6 October 2017 or such later date as is agreed in writing between the Company and Cenkos, but in any event not later than 8.00 a.m. on 6 November 2017.

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

#### *Subscription for new Ordinary Shares*

As part of the Placing, certain Directors have agreed to subscribe for Placing Shares at the Placing Price. Details of the Placing Shares for which the Directors will be subscribing are displayed below:

<i>Director*</i>	<i>Number of Ordinary Shares held before the Placing</i>	<i>Percentage of current issued Ordinary Share capital</i>	<i>Number of new Ordinary Shares to be subscribed for as part of the Placing</i>
Adam Kaye	5,009,809	8.4%	676,471
Charles Dorfman	4,847,360	8.1%	657,681
Philip Jacobson	66,000	0.1%	7,776

\* and persons closely associated

In addition to the above subscriptions, Blue Coast Private Equity L.P. ("Blue Coast") owns 19.7 per cent. of the issued Ordinary Share capital of the Company as at the date of this document and is therefore an existing substantial shareholder of the Company (as defined by the AIM Rules), and will be subscribing for 2,012,946 new Ordinary Shares. Michael Rosehill, a non-executive director of the Company, is a director of

Blue Coast. Following Admission, Blue Coast is expected to hold 13,798,639 Ordinary Shares, representing approximately 19.7 per cent. of the Enlarged Share Capital.

Blue Coast's participation in the Placing is classified as a related party transaction under the AIM Rules. The independent directors of the Board (being Crispin Lilly and Jonathan Peters) consider, having consulted with Cenkos as the Company's nominated adviser, that the terms of this transaction are fair and reasonable insofar as the Company's shareholders are concerned.

#### *Director sale of existing Ordinary Shares*

As part of the Placing, Paul Wise has also agreed to sell 235,294 existing Ordinary Shares at the Placing Price. Details of the existing Ordinary Shares being sold as part of the Placing by Paul Wise are displayed below:

<i>Director</i>	<i>Number of Ordinary Shares held before the Placing</i>	<i>Percentage of current issued Ordinary Share capital</i>	<i>Number of Ordinary Shares to be sold as part of the Placing</i>
Paul Wise	3,099,134	5.2%	235,294

#### *Director Shareholdings and Related Party Transactions*

Following their subscriptions for Placing Shares, and the sale of existing Ordinary Shares by Paul Wise, the shareholdings of the Directors at Admission are expected to be as follows:

<i>Director*</i>	<i>Number of Ordinary Shares held as at the date of the Circular</i>	<i>Percentage of current issued Ordinary Share capital</i>	<i>Number of Ordinary Shares held on Admission</i>	<i>Percentage of Enlarged Issued Share Capital</i>
Paul Wise	3,099,134	5.2%	2,863,840	4.1%
Crispin Lilly	–	–	–	–
Jonathan Peters	–	–	–	–
Adam Kaye	5,009,809	8.4%	5,686,280	8.1%
Charles Dorfman**	4,847,360	8.1%	5,505,041	7.9%
Philip Jacobson	66,000	0.1%	73,776	0.1%
Michael Rosehill***	11,974,103	20.0%	13,987,049	20.0%

\* and persons closely associated

\*\* Of the 5,505,041 Ordinary Shares in which Mr Charles Dorfman is expected to be interested following Admission, 3,592,565 Ordinary Shares will be held by the Lloyd Dorfman Children's Settlement. Mr Charles Dorfman is one of the potential beneficiaries of the Lloyd Dorfman Children's Settlement.

\*\*\* Of the 13,987,049 Ordinary Shares in which Mr Michael Rosehill is expected to be interested following Admission, 188,410 Ordinary Shares will be held in a personal capacity. The remaining 13,798,639 Ordinary Shares will be held by Blue Coast Private Equity L.P. Mr Rosehill is a director of Blue Coast and, therefore, has an indirect interest in their shareholding.

#### **Admission**

Application will be made for the Placing Shares to be admitted to trading on AIM and, subject to Shareholder approval, dealings are expected to commence on 6 October 2017 or such later date as is agreed in writing between the Company and Cenkos, but is any event not later than 8.00 a.m. on 6 November 2017.

#### **New Long Term Incentive Plan**

The Remuneration Committee of the Company has introduced a new long term incentive plan ("LTIP") to strengthen its ability to attract and retain key senior executives through ensuring participants receive competitive incentives which align their interests with those of the Company's shareholders.

Participation in the LTIP will be at the discretion of the Remuneration Committee with awards being based on a percentage of the participant's base annual salary at the date the recommendation is made. Under the terms of the LTIP, awards cannot be made in excess of 60 per cent. of the participant's base salary at the

date of the award or, in exceptional circumstances, 120 per cent. of base salary. Awards will give participants a conditional right to receive up to a specified maximum number of shares in the Company subject to achievement of performance targets over a performance period, both of which will be determined by the Remuneration Committee. It is expected that 50 per cent. of the award will be subject to achievement of adjusted EBITDA targets, and the remaining 50 per cent. will be subject to achievement of share price targets. The initial awards will have a 5 year vesting period, but will vest early under certain other circumstances, including in the event of a change of control of the Company. The awards will be structured as conditional rights to acquire shares at nil or nominal cost, to be specified in individual awards.

The LTIP rules contain a dilution limit which limits the value of awards (and any share awards and options under other plans) which are outstanding over newly issued shares of the Company at the date of award, to a maximum of 10% of the issued share capital of the Company at that time. Awards under the LTIP will also be subject to both malus and clawback provisions; clawback can be made up to 3 years after the end of the relevant performance period.

The Board may from time to time amend the terms of the LTIP as it sees fit, provided that the amendment does not have a material adverse effect on a participant without the consent of the participants.

### **General Meeting**

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 5 October 2017 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 equity securities up to an aggregate nominal value of (i) £1,000,000 in connection with the Placing and (ii) £2,307,594 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 pro rata to shareholders and the allotment of equity securities up to an aggregate nominal amount of £699,271.

Resolution 1 authorises the allotment of such number of new Ordinary Shares as is 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 £2,307,594 (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 is 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 £699,271 (representing ten per cent. of the Enlarged Share Capital).

### **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).

**Whether or not you intend to be present in person at the General Meeting, 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 3 October 2017 (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.**

**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 13,210,713 Ordinary Shares, representing approximately 22.0 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:

“Admission”	the admission to trading on AIM of the Placing Shares
“AIM”	the AIM market operated by the London Stock Exchange
“AIM Rules”	the rules for AIM companies as published by the London Stock Exchange from time to time
“Articles”	the articles of association of the Company
“Board” or “Directors”	the directors of the Company
“Cenkos”	Cenkos Securities PLC (company number: 05210733) whose registered office is at 6.7.8 Tokenhouse Yard, London EC2R 7AS
“certificated” or “in certificated form”	a share or other security which is not in uncertificated form (that is, not in CREST)
“Company” or “Everyman”	Everyman Media Group plc, a company registered in England and Wales with registered number 08684079
“CREST”	the computerised settlement system to facilitate transfer of title to or interests in securities in uncertificated form operated by Euroclear UK & Ireland Limited
“Enlarged Share Capital”	the entire issued ordinary share capital of the Company immediately following Admission
“Existing Ordinary Shares”	59,927,103 Ordinary Shares currently in issue at the date of this document
“General Meeting”	the general meeting of the Company, notice of which is set out at the end of this document, and any adjournment thereof
“Form of Proxy”	the form of proxy for use at the General Meeting which accompanies this document
“Group”	the Company and its subsidiary undertakings
“London Stock Exchange”	London Stock Exchange plc
“Notice of General Meeting”	the notice of the General Meeting, which is set out at the end of this document
“Ordinary Shares”	ordinary shares of 10 pence each in the share capital of the Company
“Placees”	subscribers or purchasers of the Placing Shares
“Placing”	the conditional placing of the Placing Shares by Cenkos
“Placing Agreement”	the conditional placing agreement entered into between the Company, Paul Wise and Cenkos on or around 15 September 2017
“Placing Price”	170 pence per Placing Share

“Placing Shares”	10,000,000 new Ordinary Shares to be issued by the Company pursuant to the Placing and the 235,294 existing Ordinary Shares to be sold by Paul Wise
“Registrars”	Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE
“Resolutions”	the resolutions to be proposed at the General Meeting, as set out in the Notice of General Meeting
“Shareholder(s)”	holder(s) of Ordinary Shares
“Transaction”	the Placing
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“uncertificated” or “in uncertificated form”	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
“US” or “United States”	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 5 October 2017 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 Resolution 2, as a special resolution.

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 18 September 2017 (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 £1,000,000 in connection with the Placing; and
- (B) otherwise than pursuant to paragraph (A) above up to an aggregate nominal amount of £2,307,594

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 occurs first, (unless previously renewed, varied or revoked by the Company in 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 RESOLUTION

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 2 (A) and (B)) of equity securities up to an aggregate nominal amount of £699,271,

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.

By order of the Board

**Jonathan Peters FCA**

Company Secretary

*Registered office:*

Studio 4  
2 Downshire Hill  
London NW3 1NR

**Everyman Media Group PLC**

Date: 18 September 2017

*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 3 October 2017. 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 close of business on 3 October 2017, or in the event that the above General Meeting is adjourned, on such register at close of business 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)370 707 1577. Lines are open from 9.00 a.m. to 5.30 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.
- (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 59,927,103 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 59,927,103.
- (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.

