

Explanatory notes to the notice of Annual General Meeting

This note sets out details of the Company's Annual General Meeting ("AGM") which is to be held at Everyman Cinema Hampstead, 5 Holly Bush Vale, London, NW3 6TX on 15 June 2023 at 9:30 a.m. The formal notice of AGM is given on pages 3 to 4 of this document and summary details of the resolutions to be proposed at the AGM are set out below.

The Board is committed to providing an open AGM and those who wish to attend the meeting will be welcome. Any changes to the accessibility of the AGM will be communicated via RNS announcement and on the Company's website.

Voting

The Company encourages shareholders to vote by proxy whether attending in person or not. This will ensure that votes are registered in accordance with shareholders' wishes regardless of any disruption around the AGM.

To Vote by Post: A Form of Proxy is enclosed with this Document. To be valid, the completed Form of Proxy (and supporting documents if applicable) must be received by the Company's registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible but in any event no later than by 9:30 a.m. on 13 June 2023.

To Vote Online: As an alternative to completing and returning a hard copy Form of Proxy, you can vote or appoint a proxy or proxies electronically by visiting the Computershare website at www.investorcentre.co.uk/eproxy. For an electronic proxy appointment to be valid, the appointment must be received by the Company's registrar, Computershare Investor Services PLC, no later than 9:30 a.m. on 13 June 2023.

To Vote Using CREST: CREST members may also use the CREST proxy appointment service.

Further details on voting by proxy are set out in the Notes to the Notice of AGM at the end of this document.

This year, 14 resolutions are to be proposed at the Annual General Meeting and the purpose of each of the resolutions is as follows:

Ordinary resolutions

Resolution 1: the accounts and reports

The Directors will present their reports and the audited financial statements for the period ended 29 December 2022, together with the auditor's report thereon.

Resolutions 2-9: re-appointment of Directors

The Articles of Association of the Company stipulate that any Director shall only hold office until the conclusion of the next Annual General Meeting following the date of their appointment. Ruby McGregor-Smith and William Worsdell, who were appointed to the Board since the conclusion of the last Annual General Meeting, accordingly, retire and offer themselves for re-appointment. The Articles of Association of the Company also require that one third of the Directors retire at the Annual General Meeting. However, corporate governance best practice, as adopted by the Company, advises that each of the Directors retire and offer themselves for re-appointment. Accordingly, each of the other directors will be retiring and offering themselves for re-appointment at the Annual General Meeting. Biographical details relating to each of the Directors can be found on the Company's website: investors.everymancinema.com.

Resolution 10: re-appointment of auditor

The Company is required to appoint auditors at each Annual General Meeting at which accounts are laid before shareholders, to hold office until the next such meeting. This resolution proposes that BDO LLP be re-appointed as auditor for the current year.

Resolution 11: auditor's remuneration

This resolution authorises the Directors to fix the auditor's remuneration.

Resolution 12: Directors' power to allot securities

Section 549 of the Companies Act 2006 stipulates that Directors cannot allot shares or rights to subscribe for shares in the Company (other than shares allotted in accordance with an employee share scheme) unless they are authorised to do so by the shareholders in a general meeting. The Directors' general authority to allot shares was granted on 14 June 2022. Resolution 12 seeks a new general authority from shareholders (to the exclusion of the previous general authority granted) for the Directors to allot Ordinary Shares up to an aggregate nominal value of £3,039,265.60, representing approximately one-third of the nominal value of the issued share capital of the Company as at the date of this notice. The Directors consider it desirable that the specified amount of Ordinary Shares be available for issue so that they can more readily take advantage of possible opportunities. Unless renewed, revoked, varied or extended, this authority will expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 or, if earlier, the date which is fifteen months after the passing of the resolution.

Special resolutions

Resolutions 13 and 14: disapplication of pre-emption rights

Under section 561 of the Companies Act 2006, save in certain limited circumstances (including the allotment of shares under an employee share scheme), if the Directors wish to allot any ordinary shares for cash they must in the first instance offer them to existing ordinary shareholders in proportion to their ordinary shareholding. There may be occasions, however, when the Directors will need the flexibility to finance business opportunities by the issue of ordinary shares without a pre-emptive offer to existing ordinary shareholders.

Resolution 13, which is proposed as a special resolution, imposes a limit of approximately 10% of the issued ordinary share capital on the issue of new shares without first offering them to existing ordinary shareholders.

Resolution 14, which is proposed as a special resolution, also seeks a disapplication of the pre-emption rights on a rights issue (or other pre-emptive type issue) for up to an additional 10% of the issued ordinary share capital. The Directors confirm that the authority conferred by paragraph (b) of this Resolution will be used only in connection with an acquisition or specified capital investment that is announced contemporaneously with the issue, or that has taken place in the preceding six-month period and is disclosed in the announcement of the issue. Unless renewed, revoked, varied or extended, this authority will expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 or, if earlier, the date which is fifteen months after the passing of the resolution.

Recommendation

The Directors believe that the proposals in resolutions 1 to 14 are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors recommend that shareholders vote in favour of each resolution as they intend to do in respect of their own beneficial shareholdings. Appointing a proxy will enable your vote to be counted at the Annual General Meeting in the event of your absence.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ("AGM") of Everyman Media Group PLC will be held at Everyman Cinema Hampstead, 5 Holly Bush Vale, London, NW3 6TX on 15 June 2023 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions 1 to 12 will be proposed as ordinary resolutions and resolutions 13 and 14 will be proposed as special resolutions.

Ordinary resolutions

- 1 To receive the accounts and the reports of the Directors and the auditors thereon for the period ended 29 December 2022.
- 2 To re-appoint Mr Alex Scrimgeour as a Director.
- 3 To re-appoint Mr Adam Kaye as a Director.
- 4 To re-appoint Mr Charles Dorfman as a Director.
- 5 To re-appoint Mr Philip Jacobson as a Director.
- 6 To re-appoint Mr Michael Rosehill as a Director.
- 7 To re-appoint Mr William Worsdell as a Director.
- 8 To re-appoint Mrs Maggie Todd as a Director.
- 9 To re-appoint Baroness Ruby McGregor-Smith as a Director.
- 10 To re-appoint BDO LLP as auditor of the Company to hold office until the conclusion of the next Annual General Meeting.
- 11 To authorise the Directors to determine the auditor's remuneration.
- 12 That the Directors of the Company be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006, to exercise all the powers of the Company to allot and issue shares in the capital of the Company and to grant rights to subscribe for or to convert any security into shares in the Company (relevant securities of the Company as defined in section 551 of the Companies Act 2006) up to an aggregate nominal amount of £3,039,265.60 (representing approximately one third of the issued share capital at the date of the notice of meeting) provided that the authority conferred by this resolution shall expire on the conclusion of the next Annual General Meeting of the Company or, if earlier, at 5:00 p.m. (London time) on the date which is fifteen months after the passing of this resolution (unless renewed, varied or revoked by the Company in a general meeting) but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

Special resolutions

- 13 That, subject to the passing of resolution 12, the Directors be authorised to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash under the authority conferred by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that such authority shall be limited to:
 - a) the allotment of equity securities in connection with an offer of equity securities:
 - i. to the holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - ii. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to clause (a) of this resolution) to any person up to an aggregate nominal amount of £911,779.60.

The authority granted by this resolution will expire at the conclusion of the Company's next Annual General Meeting after the passing of this resolution or, if earlier, at 5:00 p.m. (London time) on the date which is fifteen months after the passing of this resolution (unless renewed, varied or revoked by the Company in a general meeting), save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

- 14 That, subject to the passing of Resolution 12, the Board be authorised in addition to any authority granted under Resolution 13 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:
 - a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £911,779.60; and
 - b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated

by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

The authority granted by this resolution will expire at the conclusion of the Company's next Annual General Meeting after the passing of this resolution or, if earlier, at 5:00 p.m. (London time) on the date which is fifteen months after the passing of this resolution (unless renewed, varied or revoked by the Company in a general meeting), save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

On behalf of the Board

Philip Jacobson

Chairman

1 May 2023

Everyman Media Group PLC

Studio 4, 2 Downshire Hill

London

NW3 1NR

Notes

- 1 A member entitled to attend, speak and vote may appoint a proxy or proxies to attend, speak and vote at the annual general meeting instead of him or her. A proxy need not be a member of the Company.
- 2 A form of proxy is enclosed which, if used, must be lodged at the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by 9:30 a.m. on 13 June 2023 (or not less than 48 hours before any adjourned meeting). You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. To appoint more than one proxy you may photocopy the proxy form. You may appoint a person other than the Chairman as your proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- 3 You can also lodge your proxy vote electronically, by logging onto the Computershare website at www.investorcentre.co.uk/eproxy. An identifying Control Number, together with your unique Shareholder Reference Number (SRN) and PIN (all of which are printed on the form of proxy) will be required. Full details of the procedure are given on the website. The proxy appointment and/or voting instructions must be received by Computershare not later than 9:30 a.m. on 13 June 2023 (or not less than 48 hours before any adjourned meeting).
- 4 Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that to be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the number of votes they may cast), members must be entered on the Company's register of members at 6:00 p.m. on the day occurring two working days before the date of the meeting. If the Meeting is adjourned then, to be so entitled, members must be entered on the Company's register of members at 6:00 p.m. on the day occurring two working days before the date of the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice. Changes to entries on that register after that time (or, in the event that the meeting is adjourned, on the register of members later than 6:00 p.m. on the day occurring two working days before the date of any adjourned meeting) shall be disregarded in determining the rights of any member to attend and vote at the meeting referred to above.
- 5 Forms of proxy and the powers of attorney or other authority, if any, under which they are signed or a notarised certified copy of that power of attorney or authority, should be sent to the address noted on the form of proxy so as to arrive not less than 48 hours before the time fixed for the meeting. The return of a completed proxy form or other instrument of proxy will not prevent you attending the meeting and voting in person if you wish to do so. A member present in person or by proxy shall have one vote on a show of hands and on a poll every member present in person or by proxy shall have one vote for every Ordinary Share of which they are a holder. As a member, you have the right to put questions at the meeting relating to the business being dealt with at the meeting.
- 6 As at 28 April 2023, which is the latest practicable date before publication of this notice, the Company's issued share capital was 91,177,969 Ordinary Shares of 10 pence. There were no shares held in treasury and therefore the total voting rights were 91,177,969.
- 7 The vote 'withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'withheld' vote is not a vote in law and will not be counted in the calculation of the proportion of the votes 'for' and 'against' a resolution.
- 8 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message must be transmitted so as to be received by the Company's agent, Computershare Investor Services PLC (whose CREST ID is 3RA50) by the specified latest time(s) for receipt of proxy appointments. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(A) of the Uncertificated Securities Regulations 2001.
- 9 In the case of joint registered holders, the signature of one holder will be accepted and the vote of the senior who tenders a vote, whether in person or proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand on the register of members in respect of the relevant joint holding.

- 10 Shareholders are advised that, unless otherwise stated, any telephone number, website or email address which may be set out in this notice of Annual General Meeting or in any related documents (including the proxy form) is not to be used for the purposes of serving information or documents on, or otherwise communicating with, the Company for any purposes other than those expressly stated.
- 11 Except as provided above, members who have general queries about the meeting should contact the Company's registrars Computershare by using the following means of communication: Tel: 0370 707 1577 (lines are open from 8:30 am to 5:30 pm Monday to Friday). Calls cost 10 pence per minute plus network charges or visit their online Investor Centre at investorcentre.co.uk. For overseas shareholders please call: +44 (0)370 707 1577.
- 12 If you have disposed of your holding in the Company, this document should be passed on to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.
- 13 A copy of the AGM notice can also be found at: investors.everymancinema.com.

