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If you sell or transfer or have sold or transferred all of your Ordinary Shares, please forward this Document as soon as possible to the purchaser or transferee or to the bank, stockbroker or other agent through or to whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, neither this document nor any accompanying documents should be sent or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws and restrictions of such jurisdiction. Persons into whose possession this document and any accompanying documents should come, should inform themselves about and observe any such laws and restrictions. If you sell or have sold or otherwise transferred only part of your holding of Ordinary Shares, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected as to the action you should take.

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# EVERYMAN MEDIA GROUP PLC

*Incorporated in England and Wales with registered number 08684079*

## **Proposed Cancellation of admission of Ordinary Shares to trading on AIM**

### **Adoption of New Articles**

### **Notice of General Meeting**

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The Directors, whose names appear in Part I of this Document, accept responsibility, collectively and individually, for the information contained in this Document. To the best of the knowledge and belief of each of the Directors (who have all taken reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Document should be read in its entirety. Your attention is drawn to the letter from the Chairman of the Company set out in Part I of this Document which includes a unanimous recommendation of the Directors that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

A Notice to convene a General Meeting of the Company, to be held at the offices of Howard Kennedy LLP, No.1 London Bridge, London SE1 9BG on 30 October 2026 at 9.30 a.m. is set out in Part IV 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 Computershare Investor Services PLC by no later than 9.30 a.m. on 28 October 2026 (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 (note the comments set out in the Notice of General Meeting at the end of this Document regarding attendance at the General Meeting).

Copies of this Document will be available free of charge between 10.00 a.m. and 4.00 p.m. on any Business Day 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 contains “forward-looking statements” which includes all statements other than statements of historical fact including, without limitation those regarding the Company'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”, “might”, “anticipates”, “would”, “could”, “shall”, “estimate”, “plans”, “predicts”, “continues”, “assumes”, “positioned”, 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 Company 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 Company'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 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, UK MAR or the Disclosure Guidance and Transparency Rules of the FCA. All subsequent oral or written forward-looking statements attributed to the Company or any persons acting on its behalf are expressly qualified in their entirety by the cautionary statement above.

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

| <b><i>Event</i></b>                                                                    | <b><i>Time and/or date<sup>(1)/(2)</sup></i></b> |
|----------------------------------------------------------------------------------------|--------------------------------------------------|
| Notice provided to the London Stock Exchange to notify it of the proposed Cancellation | 13 October 2026                                  |
| Announcement of the proposed Cancellation                                              | 13 October 2026                                  |
| Publication and posting of this Document and the Form of Proxy                         | 13 October 2026                                  |
| Latest time for receipt of Forms of Proxy in respect of the General Meeting            | 9.30 a.m. on<br>28 October 2026                  |
| Time and date of the General Meeting                                                   | 9.30 a.m. on<br>30 October 2026                  |
| Announcement of the results of the General Meeting (3)                                 | 30 October 2026                                  |
| Last day of dealings in Ordinary Shares on AIM                                         | 11 November 2026                                 |
| Expected time and date of the Cancellation (4)                                         | 12 November 2026                                 |
| Admitted to Trading on Asset Match Private Market (PISCES)                             | 12 November 2026                                 |

***Notes:***

- (1) All of the times referred to in this Document refer to London time, unless otherwise stated.
- (2) Each of the times and dates in the above timetable is subject to change. If any of the above times and/or dates change, the revised times and dates will be notified to Shareholders by an announcement through a Regulatory Information Service.
- (3) All events listed in the above timetable following the General Meeting are conditional on the passing at the General Meeting of the Resolutions.
- (4) The Cancellation requires the approval of not less than 75 per cent. of the votes cast by Shareholders at the General Meeting, in person or by proxy.

## DIRECTORS AND ADVISERS

|                                      |                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                          |
|--------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Directors</b>                     | Philip Jacobson<br>Farah Golant, CBE<br>Sheree Maning<br>Adam Kaye<br>Charles Dorfman<br>Maggie Todd<br>Ruby McGregor-Smith, CBE<br>Michael Rosehill<br>Joseph Lewis | <i>Non-Executive Chairman</i><br><i>Chief Executive Officer</i><br><i>Chief Financial Officer</i><br><i>Executive Director</i><br><i>Interim Creative Director</i><br><i>Independent Non-Executive Director</i><br><i>Independent Non-Executive Director</i><br><i>Non-Executive Director</i><br><i>Non-Executive Director (alternate Director for Michael Rosehill)</i> |
| <b>Company Secretary</b>             | One Advisory Limited                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Registered office</b>             | 2 Downshire Hill<br>London<br>NW3 1NR                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Nominated Adviser</b>             | Canaccord Genuity Limited<br>88 Wood Street<br>London<br>EC2V 7QR                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Legal advisers to the Company</b> | Howard Kennedy LLP<br>1 London Bridge<br>London<br>SE1 9BG                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Registrars</b>                    | Computershare Investor Services PLC<br>The Pavilions<br>Bridgwater Road<br>Bristol<br>BS13 8AE                                                                       |                                                                                                                                                                                                                                                                                                                                                                          |

## DEFINITIONS

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

|                                                     |                                                                                                                                                                                           |
|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>“AIM”</b>                                        | AIM, the market operated by the London Stock Exchange;                                                                                                                                    |
| <b>“AIM Rules”</b>                                  | the rules and guidance for companies whose shares are admitted to trading on AIM entitled “AIM Rules for Companies” published by the London Stock Exchange, as amended from time to time; |
| <b>“Business Day”</b>                               | a day (excluding Saturdays, Sundays and public holidays in England and Wales) on which banks are generally open for the transaction of normal banking business in London;                 |
| <b>“Canaccord Genuity”</b>                          | Canaccord Genuity Limited, registered in England and Wales with registered number 01774003 and whose registered office is at 88 Wood Street, London, EC2V 7QR;                            |
| <b>“Cancellation”</b>                               | the cancellation of admission of the Ordinary Shares to trading on AIM in accordance with Rule 41 of the AIM Rules, subject to passing of the Cancellation Resolution;                    |
| <b>“Cancellation Resolution”</b>                    | Resolution 1 to be proposed at the General Meeting;                                                                                                                                       |
| <b>“Chairman”</b>                                   | Philip Jacobson                                                                                                                                                                           |
| <b>“Company” or “Everyman Media Group Plc”</b>      | Everyman Media Group Plc, a company incorporated in England and Wales with registered number 08684079 and having its registered office at 2 Downshire Hill, London NW3 1NR;               |
| <b>“Companies Act”</b>                              | the Companies Act 2006 (as amended from time to time);                                                                                                                                    |
| <b>“CREST”</b>                                      | the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as also defined in the CREST Regulations);                                       |
| <b>“CREST Regulations”</b>                          | the Uncertificated Securities Regulations 2001 (SI2001/3755), (as amended from time to time);                                                                                             |
| <b>“Current Articles”</b>                           | the articles of association of the Company at the date of this Document;                                                                                                                  |
| <b>“Directors” or “Board”</b>                       | the directors of the Company, whose names are set out in Part I of this Document;                                                                                                         |
| <b>“Disclosure Guidance and Transparency Rules”</b> | the disclosure rules and transparency rules made by the UK Financial Conduct Authority pursuant to section 73A of FSMA;                                                                   |
| <b>“Document” or “Circular”</b>                     | this document, containing information regarding the Cancellation and the General Meeting;                                                                                                 |
| <b>“Executive Directors”</b>                        | Farah Golant CBE, Sheree Manning, Adam Kaye and Charles Dorfman;                                                                                                                          |

|                                                |                                                                                                                                                                                                                                                                                                                                       |
|------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>“FSMA”</b>                                  | the Financial Services and Markets Act 2000 (as amended from time to time);                                                                                                                                                                                                                                                           |
| <b>“General Meeting”</b>                       | the general meeting of the Company convened for 9:30am on 30 October 2026 and any adjournment thereof, Notice of which is set out in Part IV of this Document;                                                                                                                                                                        |
| <b>“Group”</b>                                 | Everyman Media Group plc and its subsidiary undertakings (as such term is defined in section 1162 of the Companies Act) from time to time;                                                                                                                                                                                            |
| <b>“Independent Directors”</b>                 | Ruby McGregor-Smith, CBE and Maggie Todd;                                                                                                                                                                                                                                                                                             |
| <b>“London Stock Exchange”</b>                 | London Stock Exchange plc;                                                                                                                                                                                                                                                                                                            |
| <b>“New Articles”</b>                          | the new articles of association of the Company to be adopted following the passing of Resolution 2 to be proposed at the General Meeting;                                                                                                                                                                                             |
| <b>“Notice of General Meeting” or “Notice”</b> | the notice of the General Meeting which is set out in Part IV of this Document;                                                                                                                                                                                                                                                       |
| <b>“Ordinary Shares” or “Shares”</b>           | the ordinary shares in the capital of the Company of 10 pence each and <b>“Ordinary Share”</b> and <b>“Share”</b> means any one of them;                                                                                                                                                                                              |
| <b>“Panel”</b>                                 | the Panel on Takeovers and Mergers;                                                                                                                                                                                                                                                                                                   |
| <b>“POATR”</b>                                 | The Public Offers and Admissions to Trading Regulations 2024;                                                                                                                                                                                                                                                                         |
| <b>“Registrars”</b>                            | Computershare Investor Services PLC, The Pavilions Bridgwater Road, Bristol BS13 8AE;                                                                                                                                                                                                                                                 |
| <b>“Regulatory Information Service”</b>        | has the meaning given to it in the AIM Rules for any of the services approved by the London Stock Exchange for the distribution of AIM announcements and included within the list maintained on the website of the London Stock Exchange;                                                                                             |
| <b>“Resolutions”</b>                           | the resolutions to be proposed at the General Meeting in order to effect the Cancellation and make amendments to the Current Articles, in the form set out in the Notice of General Meeting;                                                                                                                                          |
| <b>“Shareholders”</b>                          | holders of Ordinary Shares from time to time and <b>“Shareholder”</b> means any one of them;                                                                                                                                                                                                                                          |
| <b>“Substantial Director Shareholders”</b>     | Adam Kaye, Charles Dorfman and Michael Rosehill;                                                                                                                                                                                                                                                                                      |
| <b>“Takeover Code”</b>                         | the City Code on Takeovers and Mergers;                                                                                                                                                                                                                                                                                               |
| <b>“UK MAR”</b>                                | Regulation (EU) (No 596/2014) of the European Parliament and of the Council of 16 April 2014 on market abuse to the extent that it forms part of the domestic law of the United Kingdom including by virtue of the European Union (Withdrawal) Act 2018 (as amended by virtue of the European Union (Withdrawal Agreement) Act 2020); |

**“United Kingdom” or “UK”**

the United Kingdom of Great Britain and Northern Ireland;

A reference to “£”

pounds sterling, being the lawful currency of the UK.

## PART I

### LETTER FROM THE CHAIRMAN OF EVERYMAN MEDIA GROUP PLC

*(Incorporated in England and Wales with Registered No. 08684079)*

#### *Directors:*

Philip Jacobson  
Farah Golant CBE  
Sheree Manning  
Adam Kaye  
Charles Dorfman  
Maggie Todd  
Ruby McGregor-Smith, CBE  
Michael Rosehill  
Joseph Lewis

*Non-Executive Chairman*  
*Chief Executive Officer*  
*Chief Financial Officer*  
*Executive Director*  
*Interim Creative Director*  
*Independent Non-Executive Director*  
*Independent Non-Executive Director*  
*Non-Executive Director*  
*Non-Executive Director (alternate*  
*Director for Michael Rosehill)*

#### *Registered Office:*

2 Downshire Hill  
London  
NW3 1NR

13 October 2026

*To the Shareholders of Everyman Media Group plc*

#### **Proposed Cancellation of admission of Ordinary Shares to trading on AIM**

#### **Adoption of New Articles**

#### **Notice of General Meeting**

#### **1. Introduction**

As announced by the Company on 16 June 2026, Adam Kaye, Charles Dorfman and Michael Rosehill (being the “**Substantial Director Shareholders**”), each of whom are directors of the Company and accounted for 45.6 per cent. of the issued share capital through direct and indirect holdings on that date, communicated to the Board their support for a cancellation of trading in the Company’s Ordinary Shares on AIM.

As of the date of this document, following share purchases by Charles Dorfman, the Substantial Director Shareholders have an increased combined holding of 47.3 per cent. of the issued share capital through direct and indirect holdings. The Board are also aware that additional shareholders, who hold 13.9 per cent. of the issued share capital, are also supportive of the Cancellation. In total therefore as at the date of this Document Shareholders (and persons connected to them) who account for 61.2 per cent. of the issued share capital are supportive of the Cancellation.

Since 16 June 2026 the Board has sought to engage with others major shareholders to understand their views on the proposed Cancellation. The Board has also received and considered feedback from certain minority shareholders, private investors and stakeholders.

Recognising that each of the Substantial Director Shareholders are directors of the Company, the Board appointed an Independent Committee, formed of the Independent Directors, to consider the Cancellation and to guide the Board on its own deliberations in deciding on whether the Company should:

- proceed with the Cancellation; and if so

- whether the Board should recommend to Shareholders that they should vote in favour of the Resolutions.

Shareholders should be aware that the Independent Directors have concluded that they believe the Company should proceed with the Cancellation, for the reasons set out in Part II of this Document, and have so advised the Board they should recommend to Shareholders a vote in favour of the Resolutions.

If the Resolutions are passed at the General Meeting, it is anticipated that the Cancellation will become effective at 7.00 a.m. on 12 November 2026. Pursuant to Rule 41 of the AIM Rules, the Resolutions are conditional on the approval of Shareholders holding not less than 75 per cent. of the votes cast by Shareholders (whether present in person or by proxy) at the General Meeting.

The Notice of General Meeting is set out in Part IV of this document.

The purpose of this document is to provide information on the background and reasons for the Resolutions being proposed, the consequences of the Resolutions being passed and to seek Shareholder approval for the Resolutions. This Document also contains a unanimous recommendation that Shareholders vote in favour of the Resolutions and why the Board unanimously consider the Resolutions to be in the best interests of the Company and its Shareholders as a whole.

## **2. Background to and reasons for Board recommending the Cancellation**

The Board has reflected on the views provided by Shareholders and the recommendation of the Independent Directors as set out in Part II of this document. The Board has concluded the disadvantages associated with maintaining the admission of the Ordinary Shares to trading on AIM to be disproportionately high when compared to the perceived benefits of continuing to being quoted on AIM.

The Board is recommending that Shareholders vote in favour of the Cancellation for the following reasons:

- Shareholders who account for 61.2 per cent. of the current issued share capital have provided irrevocable undertakings to vote (or, where applicable, procure voting) in favour of the Resolutions, as set out section 13 of this Part I. This represents a majority of shareholders, by number of Shares held, whilst recognising the Resolutions are conditional on the approval of Shareholders holding not less than 75 per cent. of the votes cast by Shareholders (whether present in person or by proxy) at the General Meeting.
- Everyman has a limited free float and a lack of liquidity in its Ordinary Shares as a quoted Company on AIM. The Directors believe this has negatively impacted the share price of the Company and is unlikely to change. The Directors believe the lack of free float and liquidity is unlikely to change and will therefore continue to impact the valuation of the Company in a listed environment.
- Despite the Company's positive momentum in 2026, its strengthened management team and a focused strategy the Directors believe the current market capitalisation of the Company does not reflect the positive achievements nor the underlying prospects of the business. Consequently, the Directors are of the view that, as an unlisted company, Everyman will be able to realise a greater valuation in the future than that which could be achieved as a quoted company.
- Linked to the above, the Board believes that as an unlisted company Everyman management can better take and implement strategic decisions that will assist the business in creating long term value. As a quoted company the Board believes such strategic decisions could be viewed negatively as they may affect short-term financial performance which is likely to negatively affect investor sentiment and therefore the share price and reputation of the Company.

- The financial performance of Everyman is heavily reliant on the film slate. The Company has consistently communicated to Shareholders that the quality and number of releases within the film slate each year can change materially and is outside the control of the Company. Because of this uncertainty the Company has struggled to provide accurate guidance on its future financial performance which has negatively impacted investor sentiment towards the Company and the share price.
- Film and entertainment revenue represented approximately 48 per cent. of total revenue and food and beverage revenue represents a further approximately 43 per cent. of total revenue for the 52 weeks ended 1 January 2026. Both of these revenue streams are intrinsically linked to admissions. The Directors believe the Company has to execute strategic steps and undertake significant investment to reduce its reliance on admissions, as set out in Section 5 of this Part I “Current Trading, Strategy and Prospects” which is likely to negatively affect the financial performance of the Company over the next 12 to 24 months.
- The Board believes that an unlisted company can take and implement strategic decisions faster than a company which is publicly traded because of the more flexible regulatory regime that is applicable to an unlisted company. This will be advantageous in the Company’s strategy which may ultimately benefit the Company and Shareholders as a whole.

### **3. Process for, and principal effects of, the Cancellation**

The Directors are aware that certain Shareholders may be unable or unwilling to hold Ordinary Shares in the event that the Cancellation is approved and becomes effective. Such Shareholders should consider selling their interests in the market prior to the Cancellation becoming effective. However, should the Cancellation become effective, the Company intends to implement a Matched Bargain Facility with a third party which would facilitate Shareholders buying and selling Ordinary Shares through periodic auctions following Cancellation. Further details will be sent to Shareholders and posted on the Company’s website, if the Cancellation proceeds (see section 4.2 below).

Under the AIM Rules, the Company is required to give at least 20 clear Business Days’ notice of Cancellation. Additionally, Cancellation will not take effect until at least five clear Business Days have passed following the passing of the Resolutions. If the Resolutions are passed at the General Meeting, it is proposed that the last day of trading in Ordinary Shares on AIM will be 11 November 2026 and that the Cancellation will take effect at 7.00 am on 12 November 2026.

The principal effects of the Cancellation will include the following:

- the Ordinary Shares will cease to be admitted to trading on AIM and will no longer be traded on a continuous public market;
- the Company intends to facilitate secondary trading in the Ordinary Shares through periodic trading events conducted via the Asset Match Private Market, although there can be no guarantee as to the level of participation, liquidity or pricing achieved at any such trading event;
- trading opportunities are expected to be available only during periodic trading events, rather than on a continuous basis, and accordingly shareholders may find it more difficult to buy or sell Ordinary Shares than when the Company was admitted to AIM;
- liquidity in the Ordinary Shares may be reduced following Cancellation and this may have an adverse effect on both the marketability and value of the Ordinary Shares;
- there may be longer periods between opportunities to trade Ordinary Shares and shareholders may have fewer reference points for assessing the value of their investment between trading events;
- the AIM Rules for Companies will cease to apply to the Company following Cancellation;

- the Company will no longer be subject to the AIM Rules for Companies and certain shareholder protections associated with an AIM admission will cease to apply. The Company will, however, continue to provide disclosures in accordance with the requirements of the PISCES framework and applicable law;
- the Company will no longer be required to retain a nominated adviser and/or broker;
- the Company will cease to be subject to the regulatory and reporting obligations applicable solely by virtue of its admission to AIM, although it will remain subject to applicable company law and any requirements arising from participation in the Asset Match Private Market PISCES framework;
- the Company will no longer be required to disclose changes in major shareholdings under the Disclosure Guidance and Transparency Rules;
- whilst the Company's CREST facility is expected to remain in place following Cancellation, there can be no guarantee that it will continue indefinitely and alternative arrangements may be required in the future;
- transfers of Ordinary Shares effected through the Asset Match Private Market PISCES framework are not expected to be subject to stamp duty or stamp duty reserve tax; and
- the Cancellation may have taxation consequences for Shareholders. Shareholders should seek their own independent professional advice regarding the tax consequences of the Cancellation and their continued ownership of Ordinary Shares.

**The above considerations are not exhaustive, and Shareholders should seek their own independent advice when assessing the likely impact of the Cancellation on them.**

For the avoidance of doubt, the Company will remain registered with the Registrar of Companies in England and Wales in accordance with and, subject to the Companies Act, notwithstanding the Cancellation.

The Company currently intends to continue to provide certain facilities and services to Shareholders that they currently enjoy as shareholders of an AIM company. The Company will:

- following the Cancellation seek to make available to Shareholders, through Asset Match ([www.assetmatch.com](http://www.assetmatch.com)), a Matched Bargain Facility which would allow Shareholders to buy and sell Ordinary Shares through periodic auctions following the Cancellation (see section 4.2 below);
- continue to communicate information about the Company (including interim and annual accounts) to its Shareholders, as required by the Companies Act; and
- continue, for at least 12 months following the Cancellation, to maintain its website, <https://investors.everymancinema.com/> and to post updates on the website from time to time, although Shareholders should be aware that there will be no obligation on the Company to include all of the information required under the Disclosure Guidance and Transparency Rules, Rule 26 of the AIM Rules or to update the website as required by the AIM Rules.

It is intended that the Matched Bargain Facility will operate for a minimum of 12 months after the Cancellation. The Directors' current intention is that it will continue beyond that time, but Shareholders should note that there remains a risk that the Matched Bargain Facility may not remain in place for post the 12 month period and therefore inhibit the ability to trade the Ordinary Shares. Further details will be communicated to Shareholders at the relevant time.

There will be no change to the composition of the Board immediately following the Cancellation.

## **4. Transactions in the Ordinary Shares prior to and post the proposed Cancellation**

### **4.1 Prior to Cancellation**

Shareholders should note that they are able to continue trading in the Ordinary Shares on AIM prior to Cancellation.

### **4.2 Dealing and settlement arrangements**

The Directors recognise that Shareholders may wish to acquire or dispose of Ordinary Shares following Cancellation. Subject to Shareholder approval of the Cancellation, the Company intends to facilitate secondary trading in the Ordinary Shares through the Asset Match Private Market operating under the Private Intermittent Securities and Capital Exchange System ("PISCES") framework.

Asset Match, which is authorised and regulated by the Financial Conduct Authority, is expected to provide a venue through which eligible investors may buy and sell Ordinary Shares through periodic trading events. These trading events will be conducted in accordance with the rules and requirements applicable to the Asset Match Private Market and the wider PISCES regulatory framework.

Unlike AIM, where shares may be traded on a continuous basis during market hours, trading opportunities on PISCES occur during scheduled trading events. During these events, buy and sell orders may be submitted, amended or withdrawn in accordance with the applicable market rules. At the conclusion of each trading event, orders are matched using a transparent auction process designed to establish a market price based on supply and demand.

The Directors believe that participation in the Asset Match Private Market will provide Shareholders with an ongoing mechanism through which to trade Ordinary Shares following Cancellation, whilst enabling the Company to operate within a regulatory framework designed specifically for private company secondary market liquidity.

Further information regarding participation in trading events, investor eligibility requirements, dealing procedures and arrangements will be made available by the Company and Asset Match prior to the commencement of trading.

The Company currently expects that Shareholders will continue to be able to hold their Ordinary Shares in uncertificated form through CREST. Shareholders should consult their stockbroker, custodian or other professional adviser regarding their ability to participate in trading events and any applicable settlement arrangements.

Full details of the Company's participation in the Asset Match Private Market, including details of future trading events and relevant shareholder information, will be made available on the Company's website and communicated to Shareholders where appropriate.

Shareholders wishing to trade Ordinary Shares on AIM must do so prior to the Cancellation becoming effective. Subject to Shareholder approval of Resolution 1, it is anticipated that the last day of dealings in the Ordinary Shares on AIM will be 11 November 2026 and that Cancellation will take effect at 7:00 a.m. on 12 November 2026.

## **5. Current Trading, Strategy and Prospects**

### **Current Trading**

On 3 September 2026, the Company announced the following key performance indicators within its unaudited interim results for the 26 week period ended 2 July 2026 (H1 2025: 3 July 2025):

- Admissions of 2.6m, up 20.5% (H1 2025: 2.2m);
- Revenue of £69.8m, up 23.5% (H1 2025: £56.5m);

- Adjusted EBITDA post-IFRS16 of £10.8m, up 32.0% (H1 2025: £8.2m);
- Market share increased to 6.4%, up 60bps (H1 2025: 5.8%); and
- Net bank debt of £17.4m (H1 2025: £24.2m), down 27.8%.

Everyman had strong results across a wide range of films, genres and events in the first half of 2026. The Company also delivered its highest performance on original IP, book adaptations, and biopics. This growth was supported by strong market share of 6.4%, up 60 basis points (H1 2025: 5.8%) with higher performance on such titles as *The Devil Wears Prada 2*, *Wuthering Heights*, *Project Hail Mary*, *Hamnet* and *Michael*.

The Directors believe however that whilst trading performance for the first half of the financial year has been positive, they retain a degree of caution for the full year outlook (ending 31 December 2026) due to the challenging economic environment and the significance of Q4 trading to the overall annual performance of the Company. The final two weeks of December trading are particularly significant for the Group, with key titles including *Avengers: Doomsday* and *Dune: Part Three* due to be released in this period.

### **Strategy and Prospects**

Everyman sees opportunities to grow revenue beyond admissions and food and beverage to consolidate its brand as a pioneer in premium cinema. The Board intends to achieve this by:

- Elevating the Everyman guest experience;
- Optimising and expanding Everyman's footprint with discipline;
- Unlocking new channels for audience engagement and brand relevance;
- Deepening strategic relationships with distributor partners; and
- Collaborating with aspirational brands.

Whilst 2026 is proving to be a very successful year for film, the Board expects a tougher outlook for 2027 before the market returns to growth in 2028 and 2029. Future growth is expected from a mixture of higher admissions, 3 new venue openings expected in late 2027, restructuring and significant investment in technology and training.

The following initiatives are to be implemented over the next three years to underpin expected growth:

- Assessing technology investment to create a more seamless customer journey for ticketing, membership sales and Food and Beverage pre-ordering.
- Implementing a CRM system to enable data and consumer insights to firstly refine film curation across core and growing segments including Gen Z and Family, and secondly to enhance marketing efficacy and impact.
- Investment in operational training and developing playbooks for new and maturing venues.
- New venue openings at Lichfield, Elephant & Castle and High Street Kensington, with openings anticipated in H2 2027 and funded through free cash flow. The phasing of capital expenditure and final opening timing will be dependent on when access to the properties is granted.
- Unlocking opportunities to grow revenue beyond core, including expanding income from partnerships, events and corporate private hires. Also continuing to grow partnership

collaborations with aspirational brands including Range Rover, Ella's Kitchen, Emirates, Diet Coke and Rolex.

- Further innovation in high quality, on trend Food & Beverage to leverage consumption patterns and support continued increase in spend per head.

By 2029 the Directors are targeting annual revenue of £170m, a statutory profit before tax of £5m and an adjusted EBITDA (post-IFRS16) of £27m. In order to achieve these financial targets the Board expect a period of volatility in the Group's financial performance as key growth initiatives are implemented and due to variations in the quality of the film slate.

## **6. Takeover Code**

The Takeover Code (the "Code") applies to any company which has its registered office in the UK, the Channel Islands or the Isle of Man if any of its equity share capital or other transferable securities carrying voting rights are admitted to trading on a UK regulated market, a UK MTF, or a stock exchange in the Channel Islands or the Isle of Man. The Code therefore applies to the Company as its securities are admitted to trading on AIM, which is a UK MTF.

The Code also applies to any company which has its registered office in the UK, the Channel Islands or the Isle of Man if any of its securities were admitted to trading on a UK regulated market, a UK MTF, or a stock exchange in the Channel Islands or the Isle of Man at any time during the preceding two years.

Accordingly, if the Cancellation is approved by Shareholders at the General Meeting and becomes effective, the Code will continue to apply to the Company for a period of two years after the Cancellation, following which the Code will cease to apply to the Company.

While the Code continues to apply to the Company, a mandatory cash offer will be required to be made if either:

- (a) any person acquires an interest in shares which (taken together with the shares in which the person or any person acting in concert with that person is interested) carry 30% or more of the voting rights of the company; or
- (b) any person, together with persons acting in concert with that person, is interested in shares which in the aggregate carry not less than 30% of the voting rights of a company but does not hold shares carrying more than 50% of such voting rights and such person, or any person acting in concert with that person, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which that person is interested.

Brief details of the Takeover Panel, and of the protections afforded by the Code, are set out in section 7 of this Part I. Before voting on the Cancellation, you may want to take independent professional advice from an appropriate independent financial adviser.

## **7. The Code**

The Code is issued and administered by the Panel. The Code currently applies to the Company and, accordingly, Shareholders are entitled to the protections afforded by the Code.

The Code and the Panel operate principally to ensure that shareholders in an offeree company are treated fairly and are not denied an opportunity to decide on the merits of a takeover and that shareholders in the offeree company of the same class are afforded equivalent treatment by an offeror. The Code also provides an orderly framework within which takeovers are conducted. In addition, it is designed to promote, in conjunction with other regulatory regimes, the integrity of the financial markets.

The Code is based upon a number of General Principles, which are essentially statements of standards of commercial behaviour. The General Principles apply to takeovers and other matters to which the

Code applies. They are applied by the Panel in accordance with their spirit in order to achieve their underlying purpose.

In addition to the General Principles, the Code contains a series of rules. Like the General Principles, the rules are to be interpreted to achieve their underlying purpose. Therefore, their spirit must be observed as well as their letter. The Panel may derogate or grant a waiver to a person from the application of a rule in certain circumstances. **A summary of key points regarding the application of the Code to takeovers is set out in Part III of this Document.**

## **8. Process for Cancellation**

Under the AIM Rules, it is a requirement that the Cancellation must be approved by Shareholders holding not less than 75 per cent. of votes cast by Shareholders at the General Meeting. Accordingly, the Notice of General Meeting set out in Part IV of this Document contains a special resolution to approve the Cancellation.

Furthermore, Rule 41 of the AIM Rules requires any AIM company that wishes the London Stock Exchange to cancel the admission of its shares to trading on AIM to notify shareholders and to separately inform the London Stock Exchange of its preferred Cancellation date at least 20 Business Days prior to such date. In accordance with Rule 41 of the AIM Rules, the Directors have notified the London Stock Exchange of the Company's intention, subject to the Resolutions being passed at the General Meeting, to cancel the Company's admission of the Ordinary Shares to trading on AIM on 11 November 2026. Accordingly, if the Resolutions are passed, the Cancellation will become effective at 7.00 a.m. on 12 November 2026. If the Cancellation becomes effective, Canaccord Genuity will cease to be the Nominated Adviser and broker of the Company and the Company will no longer be required to comply with the AIM Rules.

## **9. Proposed Amendments to Articles of Association**

It is proposed to make some minor amendments to the Current Articles. First, to remove the requirement that one-third of the Board retire each year, as this is common for listed, but not unlisted, companies; secondly, to remove all references to the London Stock Exchange and AIM which will cease to be relevant to the Company; and finally to incorporate into the New Articles the borrowing limits approved by shareholders at the general meeting of the Company held on 2 June 2021.

## **10. General Meeting**

The General Meeting will be held at the offices of Howard Kennedy LLP, No.1 London Bridge, London SE1 9BG on 30 October 2026 at 9.30 a.m. at which the Resolutions will be proposed.

## **11. Options**

The rights of certain individuals who hold options over Ordinary Shares will be unaffected by the proposed Cancellation.

## **12. Action to be taken in relation to the General Meeting**

A Form of Proxy is enclosed with this Document for use at the General Meeting and, for Shareholders holding shares in certified form, 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 9.30 a.m. on 28 October 2026 (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 (although please note the comments set out in the Notice of General Meeting set out at the end of this Document regarding attendance at the General Meeting).

### 13. Irrevocable Undertakings

The following Shareholders have given irrevocable undertakings to vote (or, where applicable, procure voting) in favour of the Resolutions:

| Name                                     | Role                                    | No. of Ordinary Shares held | Shareholding as a % of issued share capital |
|------------------------------------------|-----------------------------------------|-----------------------------|---------------------------------------------|
| Adam Kaye <sup>1</sup>                   | Executive Director / Shareholder        | 7,588,387                   | 8.23%                                       |
| Kropifko Properties Limited <sup>3</sup> | Shareholder                             | 1,000,000                   | 1.08%                                       |
| Michael Rosehill                         | Non-Executive Director / Shareholder    | 337,228                     | 0.37%                                       |
| Charles Dorfman                          | Interim Creative Director / Shareholder | 8,086,809                   | 8.77%                                       |
| Blue Coast Private Equity L.P.           | Shareholder                             | 26,603,639                  | 28.84%                                      |
| Philip Kaye                              | Shareholder                             | 2,467,647                   | 2.68%                                       |
| Samuel Kaye <sup>2</sup>                 | Shareholder                             | 6,979,033                   | 7.57%                                       |
| Jonathan Kaye                            | Shareholder                             | 1,225,367                   | 1.33%                                       |
| Joseph Lewis                             | Non-Executive Director / Shareholder    | 30,120                      | 0.03%                                       |
| Michael Bennett                          | Shareholder                             | 1,197,615                   | 1.30%                                       |
| Alice Bennett                            | Shareholder                             | 920,534                     | 1.00%                                       |
|                                          |                                         | 56,436,379                  | 61.18%                                      |

<sup>1</sup> Mr Adam Kaye's direct interest in the Company, including certain Persons Closely Associated, is 8.23 per cent. of the Company's current issued share capital.

<sup>2</sup> Mr Samuel Kaye's direct interest in the Company, is 7.57 per cent. of the Company's current issued share capital.

<sup>3</sup> Kropifko Properties Limited is a company in which Adam Kaye and Sam Kaye are both directors and 50.0 per cent. shareholders.

#### **14. Recommendation**

The Directors consider that the Cancellation is in the best interests of the Company and its Shareholders as a whole and, therefore, unanimously recommend that you vote in favour of the Resolutions at the General Meeting as Adam Kaye, Charles Dorfman, Michael Rosehill and Joseph Lewis (being the Directors who are interested in Ordinary Shares) intend to vote, or procure the vote, in respect of, in aggregate, 43,616,063 Ordinary Shares to which they are beneficially entitled.

Yours faithfully,

**Philip Jacobson**

*Chairman*

## PART II

### LETTER FROM THE INDEPENDENT DIRECTORS OF EVERYMAN MEDIA GROUP PLC

13 October 2026

Dear Shareholder,

The Independent Directors can confirm that the Board have been evaluating the benefits and drawbacks of remaining an AIM quoted company for the past few years to determine how best to achieve its goals and to unlock what the Board's believes to be the full potential value of the Company.

Prior to 16 June 2026 no conclusion had been reached by the Board on whether Everyman should remain an AIM-quoted company or not. However, following receipt from the Substantial Director Shareholders of a firm view that they favoured a Cancellation the Board felt it was required to consider Everyman's continued status as an AIM-quoted company.

Due to the Substantial Director Shareholders being on the Board, an Independent Committee was convened by the Board to independently consider the advantages and disadvantages of the Company being an AIM-quoted company. The conclusions of the Independent Directors considerations on remaining an AIM quoted company are published below.

#### **1. Recommendation of the Independent Directors**

The Independent Directors have concluded that it is in the best interests of Shareholders for the Company to proceed with posting of this Document so that a General Meeting can be held to vote on the Cancellation. Further, the Independent Directors believe Shareholders should vote in favour of the Cancellation.

#### **2. Reasons for the Independent Directors recommending the Cancellation**

In reaching the decision to recommend to the Board and Shareholders that they vote in favour of the Cancellation, the Independent Directors believe the following reasons support their recommendation:

- A majority of Shareholders, by percentage of issued share capital, have expressed their support to being invested in an unlisted company rather than a publicly traded company;
- Despite being quoted Everyman has a concentrated shareholder base with approximately 59% of shares held by the Substantial Director Shareholders, their families and Directors. Further day to day liquidity in the Ordinary Shares is limited;
- The current share price and market capitalisation of the Company does not reflect the value of Everyman nor the underlying prospects of the business, which undermines a key reason for remaining listed;
- The AIM listing encourages the Board to take short-term financial and operational decisions rather than long-term strategic decisions which has had implications for the Company;
- Management time associated with the publicly listed company status will be better utilised on strategic activity to grow the business;
- The volatility in Everyman's financial performance, driven by the film slate and investment required to grow the business, is unlikely to attract a fair value for the business in a listed environment due to public market investor requirements for consistent, forecastable future financial performance.

- Asset Match Private Market will provide Shareholders with an ongoing mechanism through which to trade Ordinary Shares following Cancellation, whilst enabling the Company to operate within a regulatory framework designed specifically for private company secondary market liquidity.
- The Company will offer a dedicated Shareholder portal available on Asset Match, accessible through email login, to serve as a central hub for updates, FAQs and a direct channel for communicating with the Company. This Shareholder portal will also host important reports, announcements and periodic events to keep Shareholders informed and engaged.

## **PART III**

### **THE TAKEOVER CODE**

The following is a summary of key provisions of the Code which apply to transactions to which the Code applies.

#### **Equality of treatment**

General Principle 1 of the Code states that all holders of the securities of an offeree company of the same class must be afforded equivalent treatment. Furthermore, Rule 16.1 requires that, except with the consent of the Panel, special arrangements may not be made with certain shareholders in the offeree company if there are favourable conditions attached which are not being extended to all shareholders.

#### **Information to shareholders**

General Principle 2 requires that the holders of the securities of an offeree company must have sufficient time and information to enable them to reach a properly informed decision on the takeover bid. Consequently, a document setting out full details of an offer must be sent to the offeree company's shareholders.

#### **The opinion of the offeree board and independent advice**

The board of the offeree company is required by Rule 3.1 to obtain competent independent advice as to whether the financial terms of any offer are fair and reasonable and the substance of such advice must be made known to its shareholders. Rule 25.2 requires the board of the offeree company to send to shareholders and persons with information rights its opinion on the offer and its reasons for forming that opinion. That opinion must include the board's views on: (i) the effects of implementation of the offer on all the company's interests, including, specifically, employment; and (ii) the offeror's strategic plans for the offeree company and their likely repercussions on employment and the locations of the offeree company's places of business.

The document sent to shareholders must also deal with other matters such as interests and recent dealings in the securities of the offeror and the offeree company by relevant parties and whether the directors of the offeree company intend to accept or reject the offer in respect of their own beneficial shareholdings.

Rule 20.1 states that, except in certain circumstances, information and opinions relating to an offer or a party to an offer must be made equally available to all offeree company shareholders and persons with information rights as nearly as possible at the same time and in the same manner.

#### **Optionholders and holders of convertible securities or subscription rights**

Rule 15 provides that when an offer is made and the offeree company has convertible securities, options or subscription rights outstanding, the offeror must make an appropriate offer or proposal to the holders of those securities to ensure their interests are safeguarded.

**PART IV**  
**NOTICE OF GENERAL MEETING OF EVERYMAN MEDIA GROUP PLC**  
(the “**Company**”)

**NOTICE IS HEREBY GIVEN THAT** a general meeting of the Company (the “**General Meeting**”) will be held at 9.30 a.m. on 30 October 2026 at the offices of Howard Kennedy LLP, No.1 London Bridge, London SE1 9BG to consider and, if thought fit, approve the following Resolutions.

The Resolutions are special resolutions and require at least 75% of votes cast to be in favour in order to be passed.

For the purposes of the 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 13 October 2026 (the “**Circular**”).

**SPECIAL RESOLUTIONS**

**1. Cancellation**

That, in accordance with Rule 41 of the AIM Rules, the Cancellation of the admission to trading on AIM of the Ordinary Shares of 10 pence each in the capital of the Company be and is hereby approved and the Directors be authorised to take all action reasonable or necessary to effect such Cancellation.

**2. Adoption of new articles**

That, subject to the passing of Resolution 1 set out in the Notice of General Meeting, the new articles of association of the Company submitted to the Meeting and, for the purpose of identification signed by the Chairman, are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

By order of the Board

Philip Jacobson  
*Chairman*

**Everyman Media Group plc**

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

Date: 13 October 2026

## Notes

### Entitlement to Attend and Vote at the General Meeting (GM)

1. The Company specifies that only those members registered on the Company's register of members at 6:30 p.m. (London time) on 28 October 2026, or, if the meeting is adjourned, at 6:30 p.m. on the day two business days prior to the adjourned meeting shall be entitled to attend and vote at the meeting.
2. Voting at the General Meeting will be conducted by way of a poll rather than a show of hands. The Directors believe a poll is more representative of shareholders' voting intentions because shareholders' votes are counted according to the number of shares held and all votes tendered are taken into account.
3. The total of the votes cast by shareholders for or against or withheld on the Resolutions will be announced via a Regulatory Information Service and published on the Company's investor website, <https://investors.everymancinema.com/> after the General Meeting.

### Proxy Voting – General

4. If you are a shareholder of the Company at the time set out in Note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting. You can only appoint a proxy using the procedures set out in these notes. You can appoint the Chair of the meeting as your proxy or another person of your choice. Your proxy does not need to be a member of the Company but must attend the meeting to represent you.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
7. Appointment of a proxy does not preclude you from attending the general meeting and voting in person. If you do vote in person at the meeting, that vote will override any votes previously submitted in respect of those shares.
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 a resolution. If you do not select a voting option, your proxy may vote or abstain from voting at their discretion.

### Proxy Voting – Procedures

9. To be valid proxy votes must be received by 9:30 a.m. on 28 October 2026, or if the meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the adjourned meeting (**Proxy Vote Closing Time**).
10. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Computershare Investor Services PLC (**Computershare**):
  - Tel: +44 (0)370 707 1577. Lines are open from 8:30 a.m. to 5:30 p.m. (UK time) Monday to Friday (excluding public holidays in England and Wales).
  - Address: The Pavilions, Bridgwater Road, Bristol, BS99 6ZY.
  - Email: [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk)
11. To be valid any proxy form or other instrument appointing a proxy must be received:
  - by post at Computershare, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY no later than the Proxy Vote Closing Time;

- in the case of shareholders holding their shares through CREST, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in paragraphs 14 to 17 below; and no later than the Proxy Vote Closing Time; or
  - as an alternative to submitting a hard copy proxy form, you can register to cast your proxy vote online through Computershare's Investor Centre facility at [www.investorcentre.co.uk/eproxy](http://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 enclosed proxy form or can be obtained by contacting Computershare via the methods set out in Note 10 above) will be required. To register and cast a proxy vote online, shareholders should refer to the instructions and information on the proxy form and follow the procedure on the website.
12. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
  13. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
  14. CREST members may vote by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
  15. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
  16. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID 3RA50) by the Proxy Vote Closing Time. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
  17. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

### **Proxy Voting – Changes and Revocations**

18. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the Proxy Vote Closing Time also applies in relation to amended instructions; any amended proxy appointment received after the Proxy Vote Closing Time will be disregarded. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Computershare via the methods set out in Note 10 above. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

19. In order to revoke a proxy instruction you will need to inform the Company by contacting Computershare via the methods set out in Note 10 above.
20. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. 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. The revocation notice must be received by Computershare no later than the Proxy Vote Closing Time. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to Note 7 above, your proxy appointment will remain valid.

### ***Corporate Representatives***

21. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises power over the same share.
22. Corporate representatives must produce a signed corporate representative letter from the shareholder in suitable form at the GM together with photographic identification to verify they are the representative referred to in the letter.

### ***Share Capital***

23. As at the close of business on 12 October 2026 (being the latest practicable date prior to publication of this document), the Company's issued share capital comprised 92,246,284 ordinary shares of 10 pence each. No shares are held in treasury. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business on 12 October 2026 is 92,246,284.

### ***Personal Data***

24. Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Shareholder Reference Number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrar) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise. A copy of the Company's privacy policy can be found online <https://www.everymancinema.com/privacy-policy/>.