

PROXY VOTES RECEIVED FOR THE GENERAL MEETING OF

Everyman Media Group PLC

HELD ON 29 APRIL, 2020 AT 10:00 AM.

ORDINARY RESOLUTIONS

- 1 That, the Directors be generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the “Act”) to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the Act):

- (a) up to an aggregate nominal amount of £1,750,000.00 in connection with the Placing; and
- (b) otherwise than pursuant to paragraph (a) above up to an aggregate nominal amount of £1,286,515.63,

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

Votes for	%	Votes against	%	Votes withheld
39,227,830	100	0	0	5,629

- 2 That, subject to and conditional upon the passing of Resolution 1, the Directors be empowered pursuant to Section 570(1) and Section 571(1) of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash, pursuant to the authority conferred by Resolution 1, as if Section 561(1) of the Act did not apply to any such allotment, provided that such power shall be limited to:

(a) the allotment of equity securities for cash in connection with an offer of, or invitation to apply for, equity securities:

- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

(b) the allotment of equity securities in connection with the Placing pursuant to the authority conferred by Resolution 1(a);

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(c) the allotment (otherwise than pursuant to paragraphs (a) and (b)) of equity securities up to an aggregate nominal amount of £910,954.69,

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

Votes for	%	Votes against	%	Votes withheld
39,107,349	99.69	0	0	5,629

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

Votes for	%	Votes against	%	Votes withheld
39,219,580	100	0	0	13,879

As at 29 April 2020, there were 73,595,469 ordinary shares in issue. Shareholders are entitled to one vote per share. Votes withheld are not votes in law and so have not been included in the calculation of the proportion of votes for and against a resolution.