

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice from your stockbroker, bank manager, solicitor, accountant, or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if you reside elsewhere, another appropriately authorised financial adviser.

If you have recently sold or transferred all of your shares in Everyman Media Group PLC, please send this notice and the accompanying documents as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.

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# **EVERYMAN MEDIA GROUP PLC**

Registered in England and Wales with Company Number 08684079

## **NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE CHAIRMAN

Registered Office: Studio 4  
2 Downshire Hill  
London  
NW3 1NR

16 May 2024

Dear Shareholder

### **Annual General Meeting 2024**

The Board is pleased to confirm that the Company's Annual General Meeting (**AGM**) will take place at 9:30 a.m. on Thursday 13 June 2024 and the notice convening the AGM (**AGM Notice**) is set out at the end of this letter.

### *Arrangements*

The AGM will be held at Everyman Cinema Hampstead, 5 Holly Bush Vale, London, NW3 6TX.

### *Voting*

Shareholders are encouraged to vote on the resolutions to be put to the AGM by proxy whether or not they intend to attend. Please also refer to the "Notes" section of the AGM Notice and the Form of Proxy for details on how to vote by proxy.

Voting at the AGM will be conducted on a poll in accordance with best practice.

### *Resolutions*

The resolutions to be put to shareholders at the AGM are set out in the AGM Notice which is included with this letter. An explanation of each of the resolutions is set out at the end of the document.

### *Recommendation*

The Board of Everyman Media Group PLC considers all of the proposed resolutions to be in the best interests of the Company and shareholders as a whole and, accordingly, recommends that shareholders vote in favour of all the resolutions proposed, as the Directors intend to do in respect of their own holdings.

We look forward to welcoming shareholders to the AGM in person.

Yours faithfully  
Philip Jacobson  
Chairman

# EVERYMAN MEDIA GROUP PLC

## NOTICE OF ANNUAL GENERAL MEETING

### 2024

Notice is hereby given that the Annual General Meeting (**AGM**) of Everyman Media Group PLC (**Company**) will be held at Everyman Cinema Hampstead, 5 Holly Bush Vale, London, NW3 6TX on Thursday 13 June 2024 at 9:30 a.m. to consider and, if thought fit, to pass the resolutions set out below. Resolutions 1 to 12 will be proposed as ordinary resolutions and resolutions 13 and 14 will be proposed as special resolutions.

#### Definitions

<b>CA 2006</b>	Companies Act 2006
<b>Company</b>	Everyman Media Group PLC
<b>Directors</b>	the board of directors of the Company (or a duly constituted committee thereof)
<b>Equity Securities</b>	shall have the meaning given in section 560 of CA 2006
<b>Ordinary Shares</b>	ordinary shares in the capital of the Company

#### Report and Accounts

1. To receive the accounts and the reports of the Directors and the auditors thereon for the period ended 28 December 2023.

#### Directors

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.

#### Auditor

10. To re-appoint BDO LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
11. To authorise the Directors to determine the fees payable to the auditor.

#### Share Authorities

12. THAT, the Directors of the Company be and they are hereby generally and unconditionally authorised in accordance with section 551 of CA 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 CA 2006) up to an aggregate nominal amount of £3,039,265.60 (representing approximately one-third of the issued share capital as at the close of business on the day immediately before the date of this notice) 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, 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.

13. THAT, subject to the passing of resolution 12, the Directors be authorised to allot Equity Securities 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 CA 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, 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 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 CA 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;
- b) and 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, 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.

**BY ORDER OF THE BOARD**

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**Philip Jacobson**  
**Chairman**  
Everyman Media Group PLC

16 May 2024

Studio 4  
2 Downshire Hill  
London  
NW3 1NR

## NOTES TO THE NOTICE OF AGM

### *Entitlement to Attend and Vote at the AGM*

1. The Company specifies that only those members registered on the Company's register of members at 6:00 p.m. (London time) on Tuesday 11 June 2024 or if this general meeting is adjourned, at 6:00 p.m. on the day two business days prior to the adjourned meeting shall be entitled to attend and vote at the General Meeting.

### *Proxy Voting – General*

2. 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 Chairman 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.
3. 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.
4. 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).
5. Appointment of a proxy does not preclude you from attending the general meeting and voting in person. If you have appointed a proxy and attend the general meeting in person, your proxy appointment will automatically be terminated.
6. 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*

7. To be valid, proxy votes must be received by 9:30 a.m. on 11 June 2024, 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**).
8. The Company's Registrar is Computershare Investor Services PLC. Their contact details are:
  - Tel: +44 (0)370 707 1577. Lines are open from 8:30 am to 5:30 pm (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
9. You may lodge your proxy vote in one of the following ways:
  - To vote by post, please follow the instructions in Notes 10 and 11.
  - To vote electronically, please follow the instructions in Note 12.
  - CREST members may vote using the CREST system. Please follow the instructions in Notes 13 to 16.
10. A form of proxy is enclosed which, if used, must be completed in accordance with the instructions printed on it and returned to the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY (together with any necessary authority documentation) to be received

no later than the Proxy Vote Closing Time. The power of attorney or other written authority, if any, under which it is signed or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power and written authority, must be delivered with the completed proxy form.

11. If you need a replacement hard proxy copy form, you may request this directly from the Registrars. Please refer to Note 8 for their contact details. Alternatively, visit their online Investor Centre at [investorcentre.co.uk](http://investorcentre.co.uk).
12. Shareholders can register to cast their proxy votes online through the Registrars' 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 Form of Proxy) will be required. To register and cast a proxy vote online, shareholders should refer to the instructions and information on the Form of Proxy and follow the procedure on the website. The proxy appointment and/or voting instructions must be received by Computershare Investor Services PLC no later than the Proxy Vote Closing Time.
13. CREST members may vote by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
14. 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.
15. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (**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 Computershare Investor Services PLC (whose CREST ID is 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.
16. 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*

17. 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 relevant cut-off 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 the Registrars at the address noted in Note 8 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.

18. In order to revoke a proxy instruction you will need to inform the Company by contacting the Registrars. The Registrars' contact details are set out in Note 8. 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 the Registrars 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 5 above, your proxy appointment will remain valid.

#### *Corporate Representatives*

19. 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.
20. Corporate representatives must produce a signed corporate representative letter from the shareholder in suitable form at the AGM together with photographic identification to verify they are the representative referred to in the letter.

#### *Share Capital*

21. As at the close of business on the day immediately before the date of this AGM Notice, the Company's issued share capital comprised 91,177,969 ordinary shares of nominal value £0.1 each. No shares are held in the 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 the day immediately before the date of this AGM Notice, is 91,177,969.



## EXPLANATORY NOTES

Resolutions 1 to 12 are ordinary resolutions and require a simple majority to pass. Resolutions 13 and 14 are special resolutions and require a majority of at least 75% to be passed.

### 1. Resolution 1 – Report and Accounts (Ordinary Resolution)

Section 437 of CA 2006 requires the Directors to lay copies of the Company's annual accounts and reports for the period ended 28 December 2023 before the Company in a general meeting before the end of the period for filing them with Companies House. This resolution addresses that requirement.

### 2. Resolutions 2 to 9 – Directors (Ordinary Resolutions)

The Articles of Association of the Company require that one third of the Directors retire at AGM. However, corporate governance best practice, as adopted by the Company, advises that each of the Directors retire and offer themselves for reappointment at every AGM. Accordingly, each of the directors will be retiring and offering themselves for re-appointment at AGM.

Biographical details relating to each of the Directors can be found on the Company's website: [investors.everymancinema.com/director-details](https://investors.everymancinema.com/director-details).

### 3. Resolutions 10 and 11 – Auditors (Ordinary Resolutions)

On the recommendation of the Audit Committee, the Board proposes as Resolution 10 that BDO LLP be re-appointed as auditor of the Company. Resolution 11 proposes that the Board be authorised to determine the level of the auditor's remuneration.

### 4. Resolution 12 – Directors' power to allot securities (Ordinary Resolution)

Section 549 of CA 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 15 June 2023. 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 close of business on the day immediately before the date of this AGM 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 2025 or, if earlier, the date which is fifteen months after the passing of the resolution.

### 5. Resolutions 13 and 14 – Disapplication of Statutory Pre-Emption Rights (Special Resolutions)

Under section 561 of CA 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 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 2025 or, if earlier, the date which is fifteen months after the passing of the resolution.